

Company number: 07334265

PRIVATE COMPANY LIMITED BY GUARANTEE
NOTICE OF AN EXTRAORDINARY GENERAL MEETING
of
COLCHESTER RIFLE CLUB LIMITED ("**Company**")
issued 16th March 2017 ("**Circulation Date**")

Notice is hereby given of a General Meeting of the Company on **THURSDAY 27th APRIL** to be held at the Club's Range, Layer de la Haye at 20:00.

AGENDA

Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following special resolution is passed ("**Resolution**").

SPECIAL RESOLUTION

Adoption of new articles of association

THAT the draft articles of association attached to this resolution be adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association.



Company number 07334265

SPECIAL RESOLUTION

OF

COLCHESTER RIFLE CLUB LIMITED ("Company")

Passed on 27th April 2017

At a general meeting of the Company duly convened and held at Colchester R C Ltd Range, Layer-De-La-Haye on 27th April 2017 at 8pm, the following resolution was duly passed as a special resolution.

SPECIAL RESOLUTION

Adoption of new articles of association

THAT with effect from the conclusion of the meeting the draft articles of association attached to this resolution be adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association.

Signed..........

Stephen Penrose, Director

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
OF
COLCHESTER RIFLE CLUB LIMITED
COMPANY NUMBER 07334265

Adopted on 27th April 2017

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
OF
COLCHESTER RIFLE CLUB LIMITED
COMPANY NUMBER 07334265

1. Company Name

The company's name is Colchester Rifle Club Limited (and in this document it is called the "Club").

2. Interpretation and defined terms

(1) The regulations contained in the Model Articles for Private Companies Limited by Guarantee set out in Schedule 2 of The Companies (Model Articles) Regulations 2008 (SI 3229/2008), shall not apply to the Club.

(2) In the articles, unless the context requires otherwise:-

"articles" means the Club's articles of association;

"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;

"chairman" has the meaning given in article 13;

"chairman of the meeting" has the meaning given in article 31;

"Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Club;

"Committee" means the committee formed in accordance with article 22;

"director" means a director of the Club, and includes any person occupying the position of director, by whatever name called;

"Division" means a division of the Club, being either one of the two divisions into which the Club is divided for administration and Committee purposes, namely, the Precision Rifle Division (being Full-bore Rifle, Small-bore Rifle and Air Rifle) and the Sporting Rifle & Pistol Division (being Sporting Rifle, Air Pistol, Full-bore Pistol, Gallery Rifle and any Small-bore Pistol as defined in the NSRA handbook);

"document" includes, unless otherwise specified, any document sent or supplied in electronic form;

"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 article 11;

"proxy notice" has the meaning given in article 37;

"Range Fee" means a fee payable by members as determined in accordance with article 25;

"Range Levy Fee" means a fee payable by all members determined in accordance with article 25;

“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.

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 Club.

3. Objects and Affiliation

- (1) The Club’s objects are to encourage skill in target shooting by providing facilities for the instruction and practice in the use of all lawful forms of air rifles and pistols, small-bore rifles and pistols and full-bore rifles and pistols in accordance with the provisions of the articles and in so doing to enable any of Her Majesty’s Subjects to be better equipped in the defence of the realm.
- (2) The Club shall be affiliated with the National Rifle Association, Essex County Rifle Association, National Small-bore Rifle Association and the Essex County Small-bore Rifle and Pistol Association and any other target shooting association which may be considered desirable by the Committee.

4. Liability of members

The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Club 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 Club’s debts and liabilities contracted before he ceases 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

DIRECTORS

DIRECTORS’ POWERS AND RESPONSIBILITIES

5. Directors’ general authority

Subject to the articles, the directors are responsible for the management of the Club’s business, for which purpose they may exercise all the powers of the Club but shall delegate such responsibility to the Committee until such time as they shall decide.

6. Members’ reserve power

- (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.

7. Directors may delegate

- (1) Subject to the articles, the directors shall delegate any of the powers which are conferred on them under the articles to the Committee.
- (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.

DECISION-MAKING BY DIRECTORS

8. Directors to take decisions collectively

- (1) Any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 9.
- (2) If:-
 - (a) the Club only has one director; and
 - (b) no provision of the articles requires it to have more than one director, the rule in article 8(1) above does not apply, and the director may take decisions without regard to any of the provisions of the articles relating to directors' decision-making.

9. Unanimous decisions

- (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.

10. Calling a directors' meeting

- (1) Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the Club secretary (if any) 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.
- (4) Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Club not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

11. Participation in directors' meetings

- (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.

12. Quorum for directors' meetings

- (1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- (2) The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than two, and unless otherwise fixed it is two, with at least one representative of each Division.
- (3) If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision:-
 - (a) to appoint further directors, or
 - (b) to call a general meeting so as to enable the members to appoint further directors.

13. Chairing of directors' meetings

- (1) The directors may appoint a director to chair their meetings.
- (2) The person so appointed for the time being is known as the chairman.
- (3) The directors may terminate the chairman's appointment at any time.
- (4) 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 themselves to chair it.

14. Casting vote

- (1) If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote.
- (2) Article 14(1) above does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

15. Conflicts of interest

- (1) If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the Club 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 article 15(3) applies, a director who is interested in an actual or proposed transaction or arrangement with the Club is to be counted as participating in the decision-making process for quorum and voting purposes.

- (3) . This article applies when:-
- (a) the Club by ordinary resolution disapplies 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.
- (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 Club or any of its subsidiaries;
 - (b) subscription, or an agreement to subscribe, for securities of the Club 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 directors or former directors of the Club 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 article 15(7), 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.

16. Records of decisions to be kept

The directors must ensure that the Club keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

17. Directors' discretion to make further rules

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

18. Methods of appointing directors

- (1) Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director by ordinary resolution save that such positions may only be held by persons who have been a member of the Club for at least two years as at the date of the appointment unless specifically approved otherwise by a majority of the Committee.
- (2) There shall be a minimum of two directors at any time and there shall be no maximum.
- (3) A director shall be entitled to hold office for a period of three years from the date of appointment and shall only retain office as a director after this time if they are reappointed for a further term of office in accordance with article 18(1) above, failing which their position as a director shall terminate forthwith.

- (4) In any case where, as a result of death, the Club has no members and no directors, the personal representatives of the last member to have died have the right, by notice in writing, to appoint a person to be a director.
- (5) For the purposes of article 18(4), where 2 or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member.

19. Termination of director's appointment

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 (including but not limited to removal at a General Meeting by Ordinary Resolution of the members of the Club) 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 Club stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months; or
- (e) notification is received by the Club from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.

20. Directors' remuneration

- (1) Directors may undertake any services for the Club that the directors decide.
- (2) Directors shall not be entitled to remuneration:-
 - (a) for their services to the Club as directors; or
 - (b) for any other service which they undertake for the Club.

21. Directors' expenses

The Club may pay any reasonable expenses which the directors properly incur in connection with their attendance at:-

- (a) meetings of directors or committees of directors;
- (b) general meetings; or
- (c) separate meetings of the holders of debentures of the Club,

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Club subject at all times to the prior approval of the Committee.

THE COMMITTEE

22. Appointment of the Committee

- (1) The affairs of the Club shall be managed by the Committee.
- (2) The Committee shall comprise of the President, Vice-Presidents, Honorary Secretary, Honorary Treasurer and the Captains, together with two representatives from the Precision Rifle Division and two representatives from the Sporting Rifle & Pistol Division.
- (3) Subject to article 22(5), Committee members shall be elected at the Annual General Meeting of the Club. The positions of President, Honorary Secretary and Honorary Treasurer may only be held by

- persons who have been a member of the Club for at least two years as at the date of the Annual General Meeting unless specifically approved otherwise by a majority of the Committee.
- (4) Each person elected to a position on the Committee shall hold office until the conclusion of the next Annual General Meeting, unless removed earlier by two-thirds of the members present at an Extraordinary General Meeting.
 - (5) Any proposal for the appointment of a Vice-President must be approved by the Committee or must be nominated prior to 15 January in any year.

23. Duties of the Committee

- (1) The Honorary Secretary shall convene all General Meetings and shall be responsible for the correspondence of the Club. He shall record the minutes of all General Meetings and shall act generally at the direction and control of the Committee.
- (2) The Honorary Treasurer shall be responsible for keeping the accounting records of the Club.
- (3) Any person receiving money on behalf of the Club shall forthwith transmit it to the appropriate section Treasurer who will, where required, pass it on to the Honorary Treasurer, to whom he is responsible.
- (4) The Committee may appoint Sub-Committees for such purposes as it may think fit.
- (5) The Committee may appoint an interim successor to any person who has been elected a member of the Committee, if that person, for whatever reason, ceases to be available.
- (6) The Committee shall draw up the conditions of all competitions of the Club and may make Bye-Laws in respect of the use of the Ranges, Handicapping, Matches, Firearms, Ammunition, etc.
- (7) The Committee may suspend for a period or terminate the membership of any member of the Club whose conduct on the Ranges or on the premises of the Club, or elsewhere, has been, in the opinion of the Committee, unseemly, objectionable or likely to bring the Club into disrepute. Such member shall have no right to claim any refund for any subscriptions or entrance fee paid.

24. Meetings of the Committee

- (1) The Committee 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 Committee shall meet as often as is expedient and each meeting shall be convened by the Chairman or on the request of any five members of the Committee. The provisions in articles 8, 9, 10, 11, 13 and 14 shall apply to the Committee and shall be read as though the word "directors" has been substituted by the word "Committee" or "Committee Member" (as appropriate).
- (3) A quorum of a Committee meeting shall be 5 members of the Committee present in person, with at least one member representing each Division of the Club.
- (4) At its first meeting after election, the Committee shall elect a Chairman of the Committee. In his absence at any meeting of the Committee, any other member of the Committee may be elected to act as Chairman for that meeting.
- (5) The Committee may invite any person to attend a Committee meeting but such person shall not have a vote unless he is a member of the Committee.

PART 3

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

25. Applications for membership

- (1) Subject to article 25(3) below, membership of the Club shall be open to anyone interested in the sport of target shooting on application regardless of sex, age, disability, ethnicity, nationality, sexual orientation, religion or other beliefs. However, limitation of membership according to available facilities is allowable on a non-discriminatory basis.
- (2) The Club may have different classes of membership and subscription on a non-discriminatory and fair basis, in addition to those detailed in these articles. The Club will keep subscriptions at levels that will not pose a significant obstacle to people participating.
- (3) The Club may, by means of a simple voting majority at a meeting of the Committee, refuse membership, or remove it, at a formal meeting of the Committee only for good cause such as conduct or character likely to bring the Club into disrepute, or contraventions of the Firearms Act 1968. Member(s) will have the right to appeal such a decision in person, accompanied if they wish by a friend or representative, to the meeting before a final decision is made, provided that 14 days' notice of the wish to appeal be presented in writing to the Club secretary detailing the grounds upon which the appeal is to be made.
- (4) A prospective candidate for membership is required to become a Probationary Member for a minimum period of six months prior to application for membership. Probationary Membership will be conferred following payment of such fees and subject to such conditions as the Committee may from time to time prescribe.
- (5) The Club will ask a prospective candidate for membership to provide two written references from people (not family members) who have known the applicant for at least five years, prior to the commencement of the candidate's period of Probationary Membership in accordance with article 25(4) above. Upon the expiry of this period, the candidate will only be considered for membership if he or she provides the Club with an official application form that has been endorsed by representatives of the Club overseeing the candidate's period of Probationary Membership.
- (6) The entrance fee and annual subscription for members shall be determined at the Annual General Meeting and shall be applicable from the date of the Annual General Meeting and remain in force until and unless amended at a subsequent Annual General Meeting.
- (7) A Range Fee (Range Levy Fee) for all members shall be determined at a General Meeting and shall be applicable from the date of the General Meeting and remain in force until and unless amended at a subsequent General Meeting.
- (8) The Combined Annual Subscription and Range Fee (Range Levy Fee) shall be payable on 1st November in each year or by four equal instalments payable by standing order on 1st November, 1st February, 1st May and 1st August and shall be in respect of the period to the following 31st October. New members shall be required to pay for the period in which they are admitted to membership and any remaining months in the Club's financial year.

26. Termination of membership

- (1) A person's membership shall terminate if:-
 - (a) their Combined Annual Subscription and Range Fee (Range Fund Levy) is not paid by 31st December;
 - (b) their standing order is not paid by 31st December, 28th February, 31st May or 31st August;
 - (c) so decided by the Committee in accordance with article 25(3) above;
 - (d) so requested by that person; or
 - (e) the Club is wound-up.
- (2) In the event of non-payment as detailed in article 26(1) above, as soon as all other dues to the Club have been paid, the member shall be entitled to a refund of their annual subscription pro-rata from the date on which their membership was terminated.
- (3) Membership is not transferable.
- (4) A person's membership terminates when that person dies.

27. Membership

- (1) All members shall be bound by these Articles together with any other Rules or Bye-Laws that the Club may advise the members of from time to time.
- (2) All members are responsible for taking all reasonably practicable safety precautions with firearms and ammunition and they shall obey implicitly the orders of the Range Officer and other officials.
- (3) No member shall be permitted to fire any particular weapon at any particular distance unless the Range Officer is satisfied that they are competent to do so with safety.

ORGANISATION OF GENERAL MEETINGS

28. General Meetings

- (1) The Club shall hold a General Meeting as early as convenient in March every calendar year as its Annual General Meeting at such time and place as may be determined by the Committee. The Honorary Secretary is to give members a minimum of 28 days' notice of the date of the Annual General Meeting. The business transacted at each Annual General Meeting shall include the following:-
 - (a) Receiving and considering the accounts of the Club;
 - (b) Receiving the Committee's report on the activities for the previous year;
 - (c) Electing the Committee;
 - (d) Election of members to such other posts as may be deemed expedient; and
 - (e) Any other business of which notice has been given by 15th January in writing and signed by two members to the Honorary Secretary.
- (2) All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
- (3) An Extraordinary General Meeting may be held whenever the Committee or the directors think fit, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by the Companies Acts.

29. Attendance and speaking at general meetings

- (1) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- (2) A person is able to exercise the right to vote at a general meeting when:-
 - (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
 - (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- (3) 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.

30. Quorum for general meetings

- (1) A quorum for any general meeting shall be 12 members present in person.
- (2) No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

31. Chairing general meetings

- (1) If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.
- (2) If the directors have not appointed a chairman, or if the 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 director or 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".

32. Attendance and speaking by non-members

The chairman of the meeting may permit other persons who are not members of the Club to attend and speak at a general meeting.

33. Adjournment

- (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 Club 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 Club's general meetings is required to be given; and
 - (b) containing the same information which such notice is required to contain.
- (6) If at such adjourned meeting, a quorum is not present within half an hour from the time appointed for holding the meeting, the members present shall be a quorum.

VOTING AT GENERAL MEETINGS

34. **Voting: general**

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.

35. **Errors and disputes**

- (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.

36. **Poll votes**

- (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 directors;
 - (c) two or more persons having the right to vote on the resolution; or
 - (d) a person or persons representing not less than one tenth of the total voting rights of all the members 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.

37. **Content of proxy notices**

- (1) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:-
 - (a) states the name and address of the member appointing the proxy;
 - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and

- (d) is delivered to the Club in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- (2) The Club may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (4) 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.

38. Delivery of proxy notices

- (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 Club by or on behalf of that person.
- (2) An appointment under a proxy notice may be revoked by delivering to the Club a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (3) 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.
- (4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

39. Amendments to resolutions

- (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 Club in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 7 days before the meeting is 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.

ADMINISTRATIVE ARRANGEMENTS

40. Means of communication to be used

- (1) Subject to the articles, anything sent or supplied by or to the Club 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 Club.
- (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.
- (3) A director may agree with the Club 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 less than 48 hours.

41. Company seals

- (1) Any common seal may only be used by the authority of the directors.
- (2) The directors may decide by what means and in what form any common seal is to be used.
- (3) Unless otherwise decided by the directors, if the Club has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.
- (4) For the purposes of this article, an authorised person is:-
 - (a) any director of the Club;
 - (b) the Club secretary (if any); or
 - (c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

42. Right to inspect accounts and other records

Any person is entitled to inspect any of the Club's accounting or other records or documents on reasonable notice to the Committee, provided that they are a member of the Club.

43. Winding up

As the Club is a non-profit making company and all profits and surpluses shall be used to maintain or improve the Club's facilities, in the event of the Club being wound up, no asset, profit or surplus shall be distributed other than to the National Rifle Association, National Small-bore Rifle Association or some such similar body as a majority of the members in General Meeting may decide. In so far as such assets, profits and surpluses are not so dealt with, they will be distributed as directed by the National Rifle Association.

DIRECTORS' INDEMNITY AND INSURANCE

44. Indemnity

- (1) Subject to article 44(2), a relevant director of the Club or an associated company or Committee member may be indemnified out of the Club's assets against:-
 - (a) any liability incurred by that director or Committee member in connection with any negligence, default, breach of duty or breach of trust in relation to the Club or an associated company; or
 - (b) any other liability incurred by that director as an officer of the Club or an associated company or Committee member.

- (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:-
 - (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and
 - (b) a “relevant director” means any director or former director of the Club or an associated company.

45. Insurance

- (1) The directors may decide to purchase and maintain insurance, at the expense of the Club, for the benefit of any relevant director or Committee member in respect of any relevant loss.
- (2) In this article:-
 - (a) a “relevant director” means any director or former director of the Club or an associated company;
 - (b) a “relevant loss” means any loss or liability which has been or may be incurred by a relevant director in connection with that director’s duties or powers in relation to the Club or any associated company; and
 - (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.