

THE COMPANIES ACT 1985 TO 1989

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION OF THE
WELSH CLAY TARGET SHOOTING ASSOCIATION LIMITED**

DRAFT COPY No. 2.

Draft copy No. 2 adopted at the Annual General Meeting on the 05th May 2001

Article 21 amended at the Annual General Meeting on 28th February 2006

Article 4 [g] inserted at the AGM 15th March 2008

Article 6 [b], 10 [g], changed 28th March 2009

Article 11[b], 12[b], 12[b] [v] passed at E.G.M. 24th October 2009

PRELIMINARY

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

INTERPRETATION

2. [a] "The Association" means the WELSH CLAY TARGET SHOOTING ASSOCIATION LIMITED (or WCTSA). The registered office of the Company shall be situated in Wales.
- [b] Members of the Association will be limited to £1.
- [c] The masculine includes the feminine and where appropriate, the singular the plural.
- [d] Regulation 1 in Table A shall be read and construed as if the definition of "the holder" were omitted therefrom.

OBJECTIVE & AIM

3. [a] The objectives and aim of the Association shall be to promote and encourage in every way the sport of clay target shooting, to act as the sole governing or delegating body for the sport in Wales and Great Britain [if deemed appropriated by delegation through the English, Irish and Scottish Associations] and to ensure representation of Welsh and British clay target shooting interests nationally and internationally.

MEMBERSHIP

4. [a] Membership of the Association shall comprise of two separate groups as follows :-
 - [I] Individual membership
 - [ii] Affiliated membership
- [b] The Association reserves the right to decline any application for membership in any group at its absolute discretion.
- [c] Every person or entity who wishes to become a member shall deliver to the Association an application for membership in such form as the Management Board shall require with the then appropriate subscription fee.
- [d] A member may at any time withdraw from the Association by giving seven [7] days notice to the Company Secretary where upon no part of the subscription shall become repayable. Membership shall not be transferable and shall cease on death of dissolution of the member. Membership will cease automatically upon non-payment of subscription thirty [30] days after the due date.
- [e] The **Individual** members of the Association shall be :-
 - [I] A Patron and a President who shall be honorary officials and appointed by the Management Board at a meeting preceding the Association's Annual General Meeting.
 - [ii] Life Vice-Presidents and Life Members by nomination to and then appointed by the Management Board.

- [iii] Any person on successful application and upon payment of an appropriate subscription fee, in the various groups defined from time to time by the Management Board.
 - [iv] Honorary Members appointed by the Management Board.
 - [v] And every person who was a current individual member of the unincorporated association known as the WELSH CLAY TARGET SHOOTING ASSOCIATION as at the 24th. day of March 2000.
- [f] **Affiliated** membership:- Any Club or Shooting Ground providing facilities for clay target shooting may, upon successful application and the payment of an appropriate fee, and at the discretion of the Management Board, be affiliated to or associated with the Association. The Management Board shall from time to time by resolution determine the various categories, rights, privileges and liabilities [including the amount of any affiliation or association fee] that shall be enjoyed and undertaken by such Clubs or Shooting Grounds.
- [g] The WCTSA shall recognize the disciplinary rules and sanctions of any fellow constituent body of the International Clay Target Shooting Council Ltd and any person suspended or excluded from membership may be suspended or excluded from membership by the WCTSA. Provided that before imposing such concurrent suspension or exclusion the WCTSA must afford the person the opportunity to offer an explanation as to why it should not take such action and the WCTSA shall consider such an explanation prior to imposing any suspension or exclusion

RIGHTS AND PRIVILEGES OF INDIVIDUAL MEMBERS

5. The Patron, Hon. President, Life Vice-Presidents, Life Members 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 vote.
All members shall be entitled to enter and shoot in all events registered with the Association, subject to the agreement of the Club Officials or shoot organisers, and have their scores recorded and reported as often as is deemed necessary.
Honorary members of the Association shall be entitled to exercise all the rights and privileges of membership but shall not be liable to pay a subscription fee.

SUBSCRIPTIONS AND FEES

6. [a] The annual or any other appropriate subscriptions or joining fee payable by members of the Association are to be such as the Management Board shall from time to time prescribe.
- [b] Every application for membership must be accompanied by a remittance to cover the joining fee for a period of twelve [12] months, from the annual joining date.

DISCIPLINE OF MEMBERS

7. The Association has by way of Bye Law [pursuant to Article 21 herein] a Disciplinary Code of Conduct with which all members must comply. Breach of such code will entitle the Association to exercise sanctions against the member, which in the event of serious breach may include expulsion from the Association.

8.

APPOINTMENT OF DIRECTORS

8. [a] Clause 64 in Table A shall not apply to the Association.
- [b] Until the AGM following the adoption of these Articles the Executive Committee, hereinafter called "the Board", shall consist of the existing Executive Committee of the unincorporated Association known as the Welsh Clay Target Shooting Association and thereafter in accordance with these Articles
- [c] The Board shall consist of [5] Directors and twelve [12], Elected Members.
- [d] The Association can appoint Trustees.
- [e] The Directors shall be the President, Company Chairman, Company Secretary, Company Treasurer, and Company Administration Officer, they shall not be required to retire by rotation.
- [f] Elected Members to the Board shall serve for one [1] year. Retiring members shall be eligible for re-election.
- [g] Election to the Board shall be by ballot of every Individual Member of eighteen [18] years of age or over, at the Annual General Meeting of the Association, where the result will be announced.
- [h] There is no upper age limit for directors and accordingly section 293[2]-[6] of the Act does not apply to the association.
- [I] No director, other than the, Company Secretary, Treasurer and Administration Officer, may receive any remuneration for services in the capacity of director but nothing contained in these Articles is to prohibit payment by the Association of any sum for the reimbursement of authorised expenses.
- [j] 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 727 of the Act in which relief is granted to him by the Court, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.
- [k] The directors shall have power to purchase and maintain for any director or officer of the Company insurance against any such liability as referred to in Section 310[1] of the Act.
- [h] Clause 118 in Table A shall not apply to the Company.

MANAGEMENT OF THE COMPANY and MEETINGS of the MANAGEMENT BOARD

9. [a] The management of the Company shall be by the Management Board.
[b] The Board shall meet at intervals not greater than two [2] months and shall be convened by the Company Secretary.
[c] The Board or the Company Secretary may invite anyone to attend and speak at meetings.
[d] The discussions at Board meetings between members of the Board shall remain private and confidential.
[e] The quorum of the Board shall be six [6].
[f] The Board may appoint sub-committees to deal with any aspect of its work and delegate powers to such sub-committees who must conform with any regulations prescribed by the Board. The Company Secretary shall be an ex-officio member and act as Secretary to each sub-committee. The Company Chairman will act as Chairman to all sub-committees.
[g] The Board may revoke or recall any delegated powers from a sub-committee at any time.
[h] The Company Secretary shall conduct the management, of the Association. Who shall be accountable to the Board and who shall observe and comply at all times with all the provisions contained within these Articles and with any resolutions that may be passed from time to time at an Annual General Meeting of the Association.

ACCOUNTS

10. [a] The Board must ensure that proper books of the accounts are kept in respect of:
[I] All sums of money received and expended by the Association and the matters in respect of which the receipts and expenditure take place.
[ii] The assets and liabilities of the Association
[b] The books of accounts must be kept at the registered office of the Association or at such other place, as the directors think fit, and must always be open to the inspection of the directors.
[c] The directors must from time to time determine whether and to what extent and at what times and places and what conditions and regulations, the accounts and books of the Association, or any of them, are to be open to the inspection of members of the Association who are not directors.
[d] No member who is not a director has any right to inspect any account or book or document of the Association except as conferred by statute or authorised by the Board.
[e] The Bank Account of the Association will be held at a Bank authorised by the Company Treasurer.
[f] The Bank Account will be operated by two (2) out of three (3) signatories being the President, Company Secretary in addition to the Company Treasurer who will be the authorised signatory.
[g] The Financial Year of the Association will be the 31st. March in each calendar year.

PRESENTATION OF ACCOUNTS

11. [a] Once at least in every year the directors must lay before the Association at an Annual General Meeting an audited Account of income and expenditure for the twelve [12] month period since the preceding account.
[b] A balance sheet must be made out in every year and laid before the Association at the Annual General Meeting, made up to a date not more than eight [8] months before such meeting.
[c] A copy of the audited income and expenditure account and balance sheet must be sent to, or made available to, the persons entitled to receive notices of the Annual General Meeting, in the manner in which notices are to be given under these Articles, at least fourteen [14] days prior to the meeting.
[d] Every income and expenditure account and balance sheet must be accompanied by a report of the directors and the account, report and balance sheet must be signed by two directors and countersigned by the Company Secretary.

ANNUAL GENERAL MEETING

12. [a] [I] Regulation 38, 40 and 41 in Table A shall not apply to the Association.
[ii] Regulation 44 in Table A shall be read and construed as if the words "and at any separate meeting of the holders of any class of shares in the company" were omitted therefrom.
[iii] Regulation 46 of Table A shall be read and construed as if paragraph [d] was omitted therefrom.
[b] The Annual General Meeting of the Association shall be held not later than the 31st. October in each year for the following purposes: -
[I] To receive and adopt the audited accounts of the Association for the previous financial year.
[ii] To ratify the appointment of the Honorary President and Life Vice-Presidents and to announce the result of the ballot pursuant to Article 8[f] .
[iii] To appoint an Auditor
[iv] To appoint such honorary officers or advisers as deemed appropriate or as may be recommended by the Board.
[v] To discuss other business as shall by notice in writing be sent to the Company Secretary and received by him not later than the 1st.September immediately preceding the date of the Annual General Meeting and signed by not less than three [3] Individual members.
[vi] To discuss in open forum any issues as may be brought up from the floor of the meeting, to be discussed by the Board at future Board Meetings, with the approval of the Chairman.

EXTRAORDINARY GENERAL MEETINGS

13. [a] An Extraordinary General Meeting [EGM] of the Association can be called at any time by the Board or by one fifth [1/5] of the Individual Members.
[b] Notice of an EGM to be in writing and given to the Company Secretary 56 days prior to the date of the proposed meeting.

NOTICE OF GENERAL MEETINGS

14. [a] Every Individual Member shall receive not less than fourteen [14] days written notice of the time, venue and agenda of all General Meetings.

QUORUM

15. [a] No business may be transacted at any meeting unless a quorum is present.
[b] Save as otherwise provided in these Articles, fifteen [15] individual members personally present are a quorum at General Meetings.

PROCEDURES AT GENERAL MEETINGS

16. [a] The President for the time being of the Association, or failing him the Chairman of the Board, shall take the chair at All General Meetings of the Association.

VOTING AND RESOLUTIONS

17. [a] A resolution put to the vote of a General Meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a written ballot is duly demanded:-
[i] By the Chairman
[ii] By at least two [2] members having the right to vote at the meeting.
[b] If a written ballot is demanded in the above manner it must be taken in such manner as the Chairman shall direct. The result of the ballot is deemed to be the resolution of the meeting.
[c] Every current adult [18 years of age or older] Individual Member of the Association is entitled to one vote and no more, except that, in case of equality of votes, the Chairman will have a second or casting vote.

REMOVAL OF DIRECTORS & MANAGEMENT BOARD ELECTED MEMBERS.

18. The office of a Director is vacated if:-
[a] His membership of the Association is terminated in accordance with these Articles.
[b] He absents himself from four [4] consecutive meetings of the Management Board without special leave of absence from the other directors.
[c] He gives the Company Secretary one [1] calendar month's notice in writing that he resigns his office.
[d] He is removed by resolution passed at a General Meeting of the Association.

BYE-LAWS

19. 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 the members.
[b] The conduct of members of the Association in relation to one another, and to the Association's servants
[c] The setting aside of the whole or any part or parts of the Association's assets at any particular time or times or for any particular purpose or purposes.
[d] The procedure at General Meetings and meetings of the Directors and committees of the Association, in so far as such procedure is not regulated by these Articles.
[e] The Association in General Meeting shall have power to alter or repeal the Rules or Bye-Laws. To make additions or deletions thereto, and the Directors shall adopt such means as they deem sufficient to bring to the notice of members of the Association all such Rules or Bye-Laws, which so long as they shall be in force, shall be binding on all Members of the Association. Provided, nevertheless, that no Rule or Bye-Law shall be inconsistent with or shall affect or repeal anything contained in the Memorandum or Articles of Association of the Association.

DISSOLUTION

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

AGE RANGE of THE ASSOCIATION

21. [a] JUNIOR - Under 21 years of age.
[b] SENIOR - 21 years but under 65 years.
[c] SENIOR CITIZEN - 65 years and over.

BANNED SUBSTANCES

22. [a] All members of the Association will be subject to a test to determine the use of substances banned by the IOC.
[b] Any member refusing to take the Drug Test as agreed by the Association will be disqualified from the event and will be subject to disciplinary action.
[c] Any member, as a result of a Drugs Test, the results of such test, shows the existence, or a metabolite, of a substance of a forbidden "Class" of substances, then the member will be subject to disciplinary action.
[d] Any member found guilty under [c] will the right of Appeal.
[e] Penalties: A Member, found guilty after an appeal, will have their membership of the Association, withdrawn for a period of five (5) years.
[f] Further offences under this rule, will carry a Life Ban from Membership of the Association.

ELIGIBILITY to REPRESENT WALES

23. [a] Born in Wales, or
[b] Born of Welsh Parents, or
[c] Having one Parent being Welsh, or
[d] Resident in Wales for a minimum consecutive period of two (2) years.
[e] Have not represented any other Country.
[f] A member can represent Wales, although having represented another Country, providing the member complies with all the conditions in [a] to [d] and the other Country will release the member and a period of three (3) consecutive years has elapsed since representing another Country.

ACCIDENT or INJURY

24. [a] It is a condition of Membership that the Association can not be held liable for any accident and/or injury incurred by Members or Visitors.

DATA PROTECTION ACT

25. [a] The Association is registered under the Data Protection Act
[b] A list of Association Members and their details is kept at the registered office of the Association.
[c] Details of Association Members will not be released without the permission of the Member.

INTERNATIONAL TEAMS

26. The Board shall select or appoint.
[a] County and International Teams.
[b] Appoint Team Captains.
[c] Appoint Team Managers.
[d] Appoint Team Officials.

CHILD PROTECTION ACT

27. [a] The Association will enforce, the above Act, relevant to the section "Children in Sport".

ALTERATIONS TO THE ARTICLES

28. [a] The Articles, Constitution & Rules of the Association cannot be altered except by a Notice of Motion.
[b] A notice of Motion must be in writing, proposed and seconded, to the Company Secretary twenty-eight (28) clear days prior to the date of the Annual General Meeting.
[c] A notice of Resolution, as in [b].