

As amended September 2016

The Companies Acts 1985 and 1989  
A Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION

- OF

HISTORICAL BREECHLOADING SMALLARMS ASSOCIATION

PRELIMINARY

1. In these Articles the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context.

WORDS	MEANINGS
The Act	The Companies Act 1985 and every statutory modification and re-enactment thereof for the time being in force.
These Articles	These Articles of Association, and the Regulations of the Company from time to time in force.
The Company	The above-named Company.
The Council	The Council of Management for the time being of the Company.
The Office	The Registered Office of the Company.
The Seal	The Common Seal of the Company.
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar Month.
In writing	Written, printed or lithographed or partly one and partly another, and other modes of representing or reproducing words in a visible form.

And words importing the singular number shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender, and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory instruments shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.

## MEMBERS

2. The number of members with which the Company proposes to be registered is two, but the Council may from time to time register an increase of members.
3. The provisions of Section 352 of the act shall be observed by the Company, and every member of the Company shall either sign a written consent to become a member or sign the register of members on becoming a member.
4. The Company is established for the purposes expressed in the Memorandum of Association.
5. The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership (after the approval of the members in accordance with the By-Laws) in accordance with the provisions hereinafter contained shall be members of the Company and the categories of membership and the rights conferred by membership shall be as follows
  - a) FULL VOTING MEMBERS (Persons deemed capable of handling arms and ammunition safely who possess a substantial knowledge of some aspect of the history use or technology of small arms who shall be entitled to all privileges of membership including the right to vote at any General or other meeting of the Company)
  - b) FULL NON-VOTING MEMBERS (Persons deemed capable of handling arms and ammunition safely who need not possess a substantial knowledge of some aspect of the history use or technology of small arms who shall be entitled to all privileges of membership excluding the right to vote at any General or other meeting of the Company)
  - c) PROVISIONAL MEMBERS (Persons who aspire to Full Voting or non voting membership but whose ability to handle arms and ammunition safely needs to be established who shall be entitled to all privileges of membership excluding the right to vote at any General or other meeting of the Company and excluding the right to handle arms and ammunition except under the supervision of a full member of at least two years standing). Provisional membership shall be terminated after 18 months unless extended by the express authorisation of Council and may be terminated earlier without notice upon Council deciding (in its absolute discretion and without obligation to assign a reason) that the Provisional Member is an unsuitable candidate for full voting or full non-voting membership. Provisional membership shall cease upon attainment of full (voting or non-voting) membership.
  - d) CORRESPONDENTS (Persons to whom the company agrees to grant a subscription to its publications but who are otherwise entitled to no privilege of membership to any class of membership).
  - e) JUNIOR CORRESPONDENTS (Correspondents under the age of twenty one years to whom the Company may address particular subscription terms or published materials)

The Company may grant distinctions as follows

- (i) Full members (voting or non-voting) acknowledged to have made an outstanding contribution to the affairs of the Company or its antecedent Association may on the proposal of Council and with the approval of a meeting of the company be accorded Honorary status and shall not thereafter be required to pay a subscription.
- (ii) Full members (voting or non-voting) eminent for their service to the study of the subject items may be elected at a meeting of the Company as Fellows on the nomination of the Council. Election as a fellow shall not of itself give the person elected any rights as a member.
- (iii) Non members who have made a signed contribution in the general field of the Company's objects may on a like basis be accorded the distinction of Honorary Associate.
- (iv) Retired vice presidents may be designated Vice President Emeritus.
- (v) Where necessary election as an Honorary Associate may include the rights of a Correspondent but shall not confer any other rights of membership.
- (vi) Distinctions may be granted upon terms and may be withdrawn for proper cause and the Council may create further or additional distinctions in such circumstances and on such terms as it deems fit.

#### GENERAL MEETINGS

- 6. The Company shall hold a General Meeting in every calendar year as its Annual General Meeting. at such time and place as may be determined by the Council, and shall specify the meeting as such in notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Company holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
- 7. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
- 8. The Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 368 of the Act.

#### NOTICE OF GENERAL MEETINGS

- 9. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (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), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these Articles or under the Act entitled to receive

such notices from the Company, but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than General Meetings, a meeting may be convened by such notice as those members may think fit.

10. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate the proceedings at that meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

11. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the election of members of the Council in the place of those retiring, and the appointment of, and fixing of the remuneration of the Auditors.
12. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided 25 full voting members (or one twentieth of the Full Voting Members from time to time if less) shall be a quorum and Regulation 40 of Table A shall be amended accordingly.
13. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of the 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 Council may determine.
14. The chairman (if any) of the Council shall preside as chairman at every General Meeting, but if there be no such chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members by a show of hands shall choose some member of the Council, or if they decline to take the chair, they shall choose some member of the Company who shall be present to preside.
15. The Chairman 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 such business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for fourteen days or more, notice of that adjourned meeting shall be given in the same manner as of 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.
16. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands. unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least two members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll 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, and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact without proof of the number or

proportion of the votes recorded in favour of or against the resolution, the demand for a poll may be withdrawn.

17. Subject to the provisions of Article 18, if a poll be demanded in 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 poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
18. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
19. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the Meeting shall be entitled to a second or casting vote.
20. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
21. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meeting (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

#### VOTES OF MEMBERS

22. Every full voting member shall have one vote, save as provided by Article 19.
23. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Company in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.
24. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by Section 375 of the Act. A proxy need not be a member.
25. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if such appointer is a corporation under its common seal, if any, and if none, then under the hand of some officer duly authorised in that behalf.
26. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding of the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution (or after the day before the following Annual General Meeting if earlier)

27. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

28. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:-

"I  
"of  
"a member of  
"hereby appoint "or  
"and failing him "of  
"to vote for me on my behalf at the (Annual or "Extraordinary, or  
Adjourned, as the case may be) General "Meeting of the Company  
"to be held on            day of            200  
"and at the adjournment thereof.  
"As witness my hand this            day of            200\_\_."

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

#### COUNCIL OF MANAGEMENT

29. Until otherwise determined by a General Meeting, the members of the Council shall be President, Chairman of the Council, four Vice-Presidents, Honorary Secretary, Treasurer, two representatives of each branch and any other officer of the Company (with or without a portfolio as the Council may from time to time assign subject to a maximum of twenty five persons of which a quorum shall be five including at least one statutory officer. Council may assign such portfolios or responsibilities to its members as may from time to time appear expedient.

30. The first members of the Council shall be as named in the Statement delivered to the Registrar of Companies pursuant to Section 10 of the Act. The statutory officers of the Company shall at all times be members of the Council but the members of the Council shall not necessarily be statutory officers of the Company.

31. The Council may from time to time and at any time appoint any member of the Company as a member of the Council, either to fill a casual vacancy or by way of addition to the Council, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.

32. No person who is not a full member (voting or non-voting) of the Company shall in any circumstances be eligible to hold office as a member of the Council.

#### POWERS OF THE COUNCIL

33. The business of the Company shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment

and registration of the Company as they think fit, and may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by Act or by these Articles required to be exercised or done by the Company in General Meeting, subject nevertheless to any regulation of these Articles, to the provisions of the Acts and to such regulations, being not inconsistent with the aforesaid regulations or 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 Council which would have been valid if such regulation had not been made.

34. The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the membership of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these Articles, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Company, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.
35. The Council shall have power from time to time to adopt and make, alter or revoke, by-laws for the regulation of the Company and otherwise for the furtherance of the purposes for which the Company is established. Provided that such by-laws are not repugnant to the Memorandum or Articles of Association such by-laws shall come into force from such time as may be advertised in Report or otherwise published among the members of the Company. Any resolution of the Council for the adoption, making, alteration or renovation of such by-laws shall be subject to confirmation by Ordinary resolution of the Company at the next Annual General Meeting and, if not so confirmed shall cease to have effect at the conclusion of that meeting. No member shall be absolved from such by-laws by reason of his not having received a copy of the same, or any alterations or additions thereto or having otherwise no notice of them. It is expressly declared that, without prejudice to the powers of the Council to make by-laws on other matters the following shall be deemed to be matters which may be governed by bye-laws within the meaning of this Article, that is to say:-
  - (a) as to the conditions on which persons shall be admitted to membership of the Company
  - (b) as to the manner in which membership of the Company may be terminated or shall determine;
  - (c) as to the rights and privileges to be accorded to, and the qualifications, restrictions and conditions to be imposed on members of the Company
  - (d) as to sub-committees of members in connection with various branches of the Company's activities and as to the appointment, removal, qualification, disqualification, duties, functions, powers and privileges of members of such sub- committees.
  - (e) and so far as the same are not inconsistent with the provisions of the Memorandum and Articles the rules and regulations of the unincorporated body known as the Historical Breechloading Smallarms Association are adopted as the provisional rules and by-laws of the Company

#### SECRETARY

36. Subject to Section 10 of the Act the Secretary shall be appointed by the Council for such time and such remuneration as they may think fit, and any Secretary so appointed may be removed by them. The provisions of Sections 283 and 284 of the Act shall apply and be

observed. The Council may from time to time by resolution appoint an assistant or deputy secretary and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

#### THE SEAL

37. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of one member of the Council and of the Secretary, and the said member and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Company. Such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

#### DISQUALIFICATION OF MEMBERS OF THE COUNCIL

38. The office of a member of the Council shall be vacated:
- a) If a receiving order is made against him or he makes any arrangements or composition with his creditors.
  - b) If he becomes of unsound mind.
  - c) If he ceases to be a full member (voting or non-voting) of the Company.
  - d) If by notice in writing to the Company he resigns his office.
  - e) If he ceases to hold office by reason of any order made under Section 295 of the Act.
  - f) If he is removed from office by a resolution duly passed pursuant to Section 303 of the Act.
  - g) If he ceases to be a member by virtue of Section 293 of the Act.
39. The officers and members of the Council shall retire annually at the Annual General Meeting but shall be eligible for re-election.
40. The Company may from time to time in General Meeting increase or reduce the number of members of the Council.
41. In addition and without prejudice to the provisions of Section 303 of the Act, the Company may by Extraordinary Resolution remove any member of the Council before the expiration of his period of office. and may by Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long as the member in whose place he is appointed would have held the same if he had not been removed.

#### PROCEEDINGS OF THE COUNCIL

42. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meeting as they think fit, but should meet at least once each quarter. The quorum shall not be less than seven of the members of the Council. Questions arising at



any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote.

43. A member of the Council may, and on the request of a member of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting. The Council may exclude from a meeting of the Council or that part of such a meeting at which the Council considers personal matters concerning individual clients of the Company or individual members of the staff of the Company or such members who are clients of the Company.
44. The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Council at which he shall be present, and may determine for what period he is to hold office, but if no such chairman be elected or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting or unwilling to preside, the members of the Council present shall choose one of their number to be Chairman of the meeting.
45. A meeting of the Council at which a quorum is present shall be competent to exercise at the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Council generally.
46. The Council may delegate any of their powers to committees consisting of such member or members of the Council as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. All acts and proceedings of such committees to whom such powers are delegated shall be reported back to the Council as soon as possible.
47. All acts done bona fide by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, shall notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.
48. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Company and of the Council, and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
49. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or such committee duly convened and constituted.

#### ACCOUNTS

50. The Council shall cause accounting records to be kept in accordance with the requirements of the Act.
51. The accounting records shall be kept at the office, or, subject to the provision of the

Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the officers of the Company.

52. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being officers of the Company, and no member (not being an officer) shall have the right of inspecting any account, book or document of the Company except as conferred by the Act or authorised by the Council or by the Company in General Meeting.
53. At the Annual General Meeting in every year the Council shall in accordance with the provisions of the Act lay before the Company a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Company) made up to a date not more than four months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, balance sheet and report (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not be less than twenty-one clear days before the date of the meeting subject nevertheless to the provisions of Section 240(4) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served.

#### AUDIT

54. In accordance with the provisions of the Act once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by properly qualified Auditor or Auditors.
55. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act, the members of the Council being treated as the Directors mentioned in those provisions provided always that nothing contained in these Articles 53, 54 or 55 shall restrict the ability of the Company to claim any lawful dispensation (which may from time to time apply to the Company) from the obligation to produce full or audited accounts.

#### NOTICES

56. A notice may be served by the Company upon any member, either personally or by sending it through the first class post in a pre-paid letter, addressed to such member at his registered address as appearing in the register of members.
57. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address. but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Company.
58. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such

service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a first-class pre-paid letter.

## DISSOLUTION

59. Clause 6 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

## BRANCHES

60.

(a) Establishment

The Council may establish a regional Branch whenever and wherever it considers it appropriate and practicable.

(b) Rules

The Branch shall be a body or entity which is separate and distinct from the Company and which shall not have authority as an agent of the Company it shall have its own rules which shall be subject to the approval of Council to the intent that the members of the Branch, and its activities, shall at all times be subject to standards of responsibility and historical integrity comparable to those of the Association.

(c) Home Office Approval

The governing body of the Branch shall take such steps as may be required to obtain the acceptance of the Branch of the Home Office as an approved rifle club authorised to have at least twelve Guest Meetings in any year.

(d) Members

(i) The governing body of any Branch may accept persons as Provisional, Non Voting and Full Voting Members of that Branch. The Branch shall inform the Association of the names of all persons so accepted.

(ii) Members of the Association may transfer their membership of the Association to the Branch, retaining whatever may be their status as members of the Association, or may join the branch, again retaining their status in the Association though in the later case they will be required to pay the appropriate subscriptions of both the Branch and Association. They will not be entitled to receive two copies of the Association's Journal or Newsletters.

(iii) Branch members shall be entitled to attend meetings of the Association only as guests and members of the Association shall be entitled to attend Branch meetings, only as guests, and subject to the general rules about guests: but Branch members shall be entitled to receive the Association's Journal and Newsletters.

(iv) The Branch shall be responsible for setting and collecting subscriptions from its

members, and shall forward a sum, to be set by Council, to the Association to cover the Association's administrative and publishing cost.

(e) Representation

Each Branch shall nominate two members to the Council of the Association, of whom at least one shall be an officer of the Branch.

(f) Loss of Recognition

The Council may summarily withdraw recognition from any Branch:

- (i) If the Council considers its conduct is detrimental to the reputation of the Association, or is inconsistent with the aims of the Association or
- (ii) If at least two Council meetings nominated for Branch business in any year shall not have been attended by at least one representative of that Branch (not necessarily the same person) or
- (iii) If the Branch fails to forward the Association's share of the subscriptions to within one month of being called upon to do so or
- (iv) If upon seeking an account of the conduct constitution and activities of the Branch not more often than once in every year the Council considers the character management or activities of the Branch no longer to justify its continued recognition as a Branch.

The Council shall serve written notice of its decision to the Branch and the Branch shall be entitled to send two representatives to attend the next meeting of the Council to hear the charges against it and to provide the Branch with opportunity to explain its alleged behaviour.

#### USE OF THE ASSOCIATION'S NAME OR LOGO

61. No member or any Branch shall use the name or logo of the Association for any purposes without the permission of the Council, other than as a true statement of the fact of membership or recognition as a Branch.