

Constitution of the Lothian Smallbore Shooting Association adopted on the 14th day of May 2015

1 Name

The name of the Association is the Lothian Smallbore Shooting Association.

2 Administration

Subject to the matters set out below the Association and its property shall be administered and managed in accordance with this constitution by the members of the Management Committee, constituted by clause 7 of this constitution.

3 Objects

The Association's objects ('the objects') are to advance the establishment and progress of rifle and/or pistol clubs and to promote widespread proficiency in the use of the rifle and/or pistol, including air weapons.

4 Powers

In furtherance of the objects but not otherwise the Management Committee may exercise the following powers;

- 4.1 power to organise competitions and tournaments, make and alter regulations for the purposes thereof, or of administration generally, to sub-divide the area of the Association, and to classify clubs according to their size, constitution or otherwise. Also, to fix a scale or scales of marksmanship and to issue awards for marksmanship.
- 4.2 power to raise funds and to invite and to receive contributions provided that in raising funds the Management Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- 4.3 power to buy, take on lease or in exchange any property necessary for the achievement of the objects and to maintain and equip it for use;
- 4.4 power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Association;
- 4.5 power subject to any consents required by law to borrow money and to charge all or any part of the property of the Association with repayment of the money so borrowed;
- 4.6 power to employ such staff (who shall not be members of the Management Committee) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants;
- 4.7 power to co-operate with other associations, clubs, voluntary bodies and statutory authorities engaged in furtherance of the objects and to exchange information and advice with them;
- 4.8 power to support any charitable trusts, associations or institutions formed for all or any of the objects;
- 4.9 power to do all such lawful things as are necessary for the achievement of the objects.
- 4.10 The Association shall not interfere with the liberties of affiliated clubs or individual members' qualifications, as members of a club, for their own club purposes.

5 Membership

5.1 Membership of the Association shall be open to

- (a) rifle and pistol clubs which are affiliated to the NSRA and interested in furthering the objects of the Association and;
- (b) individuals who are current members of any rifle or pistol club which is not currently affiliated to the Association and are interested in furthering the objects of the Association.

5.1 Any member of an affiliated club shall be considered a member of the Association.

5.2 The Management Committee may unanimously and for good reason terminate the membership of any

individual or club, provided that the individual or club concerned shall have the right to be heard by the Management Committee before the final decision is made.

5.3 The Management Committee may create any class of member they deem necessary and may determine what benefits or rights such members may have, and may lay down procedures for the introduction of prospective new members to the Association. The exercise of any such powers by the Management Committee shall be subject to ratification by the next annual general meeting of the Association by means of appropriate amendment(s) to the byelaws of the Association.

6 Honorary Officers

6.1 At each annual general meeting of the Association the members shall elect from amongst themselves a chairman, a vice chairman, a secretary, a treasurer, a county captain, an awards convener, an N.S.R.A. representative and secretaries of the competitions run by the association, who shall hold office from the conclusion of the meeting.

6.2 Any individual may hold more than one post except that no person may hold more than three posts simultaneously. Neither the chairman nor vice-chairman may act as either secretary or treasurer.

6.3 The Secretary shall write as he may be directed by the Management Committee or the AGM inviting persons either who in its opinion have given exceptional or long-term service to the Association, or who are prominently connected to the Edinburgh and Lothians areas to become the Honorary President or an Honorary Vice-president of the Association for life. There shall be no limit to the number of Honorary Vice-presidents.

7 Management Committee

7.1 The Management Committee shall consist of not less than five members and not more than eleven members being:

- a) the honorary officers specified in the preceding clause;
- b) not more than six members elected at the annual general meeting who shall hold office from the conclusion of the meeting.

7.2. All members of the Management Committee must be affiliated to the Association, either as an individual or as a member of an affiliated club.

7.3 The Management Committee may in addition appoint two co-opted members but so that no-one may be appointed as a co-opted member if, as a result, more than one third of the members of the Management Committee would be co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Management Committee called under clause 10.1 and shall take effect from the end of that meeting unless the appointment is to fill a place which has not been vacated in which case the appointment shall run from the date when the post becomes vacant.

7.4 All the members of the Management Committee shall retire from office together at the end of the annual general meeting next after the date on which they came into office but they may be re-elected or re-appointed.

7.5 The proceedings of the Management Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.

7.6 No person shall be appointed as a member of the Management Committee who is aged under 18 or who would if appointed be disqualified under the provisions of clause 8.

8 Determination of Membership of the Management Committee

A member of the Management Committee shall cease to hold office if he or she:

- 8.1 ceases to be a full current member of the Association; or
- 8.2 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs; or
- 8.3 gives to the Management Committee notice that he or she wishes to resign with effect from a date at least one month after the date of the notice (unless there are exceptional reasons for shorter notice), but only if at least five members of the Management Committee remain in office when the notice of resignation is to take effect.

9 Management Committee Members not to be Personally Interested.

- 9.1 Subject to the provision of sub-clause 9.2 no member of the Management Committee shall acquire any interest in property belonging to the Association (otherwise than as a trustee for the Association) or receive remuneration or be interested (otherwise than as a member of the Management Committee) in any contract entered into by the Management Committee.
- 9.2 Any member of the Management Committee for the time being who is a solicitor, accountant or other person engaged in a profession may charge and be paid all the usual professional charges for business done by him or her or his or her firm when instructed by the other members of the Management Committee to act in a professional capacity on behalf of the Association, provided that at no time shall a majority of the members of the Management Committee benefit under this provision and that a member of the Management Committee shall withdraw from any meeting at which his or her own instruction or remuneration, or that of his or her firm, is under discussion.

10 Meetings and Proceedings of the Management Committee

- 10.1 The Management Committee shall hold at least one ordinary meeting each year. A meeting may be called at any time by the chairman or by any three members of the Management Committee upon not less than seven days' notice being given to the other members of the Management Committee of the matters to be discussed but if the matters include appointment of a co-opted member then not less than 21 days' notice must be given.
- 10.2 The chairman shall act as chairman at meetings of the Management Committee. If the chairman is absent from any meeting, the members of the Management Committee present shall choose one of their number to be chairman of the meeting before any other business is transacted.
- 10.3 There shall be a quorum when at least one-third of the members of the Management Committee for the time being or three* members of the Management Committee, whichever is the greater, are present at the meeting.
- 10.4 The Management Committee shall keep minutes of the proceedings at meetings of the Management Committee and any sub-committee.
- 10.5 The Management Committee may from time to time make or alter the byelaws of the Association. Any such addition or alteration to the byelaws must be laid before the next annual general meeting of the Association for ratification. No byelaw, rule, standing order or other regulation may be made which is inconsistent with this constitution.
- 10.6 The Management Committee may appoint one or more advisory or sub-committees consisting of members of the Management Committee and/or such persons, not necessarily members of the Association, as they may consider advantageous for the objective in view for the purpose of making any enquiry or supervising or performing any function or duty which in the opinion of the Management Committee would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any sub-committee shall be fully and promptly reported to the Management Committee.
- 10.7 The Management Committee shall ensure that at all times the association and its members shall comply with all legal requirements in force from time to time and any rules appertaining to the conduct of the activities being undertaken.

11 Receipts and Expenditure

- 11.1 The funds of the association, including all donations, contributions and bequests, shall be paid into an account operated by the Management Committee in the name of the Association at such bank or building society as the Management Committee shall from time to time decide. The Association may operate more than one bank account.
- 11.2 The funds belonging to the Association shall be applied only in furthering the objects.

12 Property

- 12.1 Subject to the provisions of sub-clause 12.2 of this clause, the Management Committee shall cause title to:

- (a) all land held by or in trust for the Association; and
- (b) all investments held by or on behalf of the Association; and
- (c) all assets of the Association other than land and investments;

to be vested in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Management Committee at their pleasure and shall act in accordance with the lawful directions of the Management Committee. Provided that they act only in accordance with the lawful directions of the Management Committee, the holding trustees shall not be liable for acts and defaults of its members.

12.2 If a corporation entitled to act as a custodian trustee has not been appointed to hold the property of the Association, the Management Committee may permit any investments held by or in trust for the Association to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Management Committee, and may pay such nominee reasonable and proper remuneration for acting as such.

13 Annual General Meeting

13.1 There shall be an annual general meeting of the Association which shall be held each year before 1st June.

13.2 Every annual general meeting shall be called by the Management Committee. The Secretary shall give at least 14 days' notice of the annual general meeting to all affiliated clubs. All members of the Association shall be entitled to attend.

13.3 The chairman of the Association then in office shall be the chairman of each annual and extraordinary general meeting, but if he or she is not present, before any other business is transacted, the persons present shall appoint a chairman of the meeting.

13.4 The Management Committee shall present to each annual general meeting the report and accounts of the Association for the preceding financial year.

14 Special General Meetings

The Management Committee may call a special (or extraordinary) general meeting of the Association at any time. If not fewer than 20 members, request such a meeting in writing stating the business to be considered the Secretary shall call such a meeting. At least 14 days' notice must be given. The notice calling the meeting must state the business to be discussed.

15 Procedure at General Meetings

15.1 The Secretary or other person specially appointed by the Management Committee shall keep a full record of proceedings at every general meeting of the Association.

15.2 There shall be a quorum when at least 25% of the number of affiliated clubs are represented at any general meeting, totalling at least 12 persons.

15.3 If after 30 minutes from the time stated for the commencement of the meeting there are still insufficient members present to form a quorum, the meeting shall be adjourned to another time. The adjourned meeting shall take place within 28 days of the date of the original meeting, or as soon after it as is practicable.

15.4 If at the adjourned meeting there are insufficient members present to form a quorum, the meeting will proceed after a delay of 30 minutes unless sufficient members are present before that time to form a quorum.

15.5 If the business is not completed at any general meeting the meeting may be adjourned and reconvened as soon as possible under the same conditions as in sub-clause 15.3.

16 Notices

Any notice required to be served on any member of the Association shall be in writing by letter or by email and shall be served by the Secretary or the Management Committee on such member at his or her last known address in the United Kingdom, and any notice so sent shall be deemed to have been received within

10 days of sending.

17 Voting

17.1 Every individual member shall have one vote on any resolution on which he is entitled to vote subject to sub-clause 17.2 below.

17.2 A maximum of 5 members per affiliated club shall be entitled to vote on each resolution.

17.3 Every resolution shall be decided by a majority of votes by those present and entitled to vote on the question and including proxy votes but in the case of a tied vote the Chairman of the meeting shall have a second and casting vote.

18 General Council

A General Council consisting of at least one representative from each affiliated club shall meet when summoned by the Management Committee, seven days' notice being given. The functions of the General Council shall be advisory only and the matters for discussion shall be stated in the circular convening the meeting.

19 Alteration to the Constitution

The constitution may be altered by a resolution supported by not less than two-thirds of the members present and voting and including proxy votes at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.

20 Dissolution

If the Management Committee decides that it is necessary or advisable to dissolve the Association it shall call a meeting of all members of the Association, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is supported by two-thirds of those present and voting and including proxy votes the Management Committee shall have power to realise any assets held by or on behalf of the Association. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other institution or institutions having objects similar to the objects of the Association as the members of the Association may determine.