



Scottish Target Shooting
Caledonia House
1 Redheughs Rigg
Edinburgh
EH12 9DQ

Regulations for Scottish Target Shooting General Meetings

Annual General Meetings (Article 35)

35.1 The Company must hold an annual general meeting each year. The annual general meeting must take place no later than 6 months after the financial year end of the Company. All other meetings of the Company, other than the annual general meeting, shall be called general meetings.

35.2 Adult Members, Junior Members, Honorary Life Members and Club Members can raise resolutions for consideration at annual general meetings and any other general meeting.

Notices of General Meetings (Article 36)

36.1 Notices for a general meeting will be issued by the Secretary at least twenty one days in advance of the meeting. Notices will be sent to;

- a) all Club Member secretaries;
- b) all Adult Members;
- c) all Junior Members;
- d) all Honorary Life Members;
- e) all Associate Members
- f) the nominated sportscotland representative; and
- g) each Director.

36.2 The twenty one day notice period does not include the date on which the notice is served, or deemed to be served, or the day on which the meeting is scheduled to take place.

36.3 The notice must specify:

- a) the place, the day and the time of the general meeting; and
- b) the general nature of the business to be dealt with at the meeting.

36.4 Only items of business notified in writing to the Secretary at least twenty eight days prior to a general meeting will be considered at a general meeting except with the consent of the Chair, whom failing the chair of the general meeting if that is not the Chair.

36.5 The accidental omission to give notice of a general meeting or the non-receipt of a notice by any person entitled to receive a notice will not invalidate any proceedings held at a general meeting.

Requisitioning a General Meeting (Article 37)

37.1 A general meeting can be requisitioned, if put in writing to the Secretary, and signed by either;

- a) the Chair; or
- b) not fewer than the lesser of one hundred Adult Members, Junior Members, Honorary Life Members and/or Club Members or such number as represents 5% of all such Members.

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Business at Annual General Meetings (Article 38)

- 38.1 The ordinary business of an annual general meeting shall consist of;
- a) apologies for absence;
 - b) approval of the minutes from previous year's annual general meeting;
 - c) matter arising from previous year's annual general meeting;
 - d) presentation and adoption of annual report from the Chair;
 - e) presentation and adoption of annual report from the Secretary;
 - f) presentation of the Company's accounts;
 - g) election of Directors;
 - h) appointment of Accountant; and
 - i) confirmation of annual membership fees.

38.2 No other business shall be considered by the annual general meeting unless notice of the business to be raised has been received by the Secretary not less than twenty eight days prior to the meeting, except with the consent of the Chair, whom failing the chair of the general meeting if that is not the Chair.

Attendance and Speaking at General Meetings (Article 39)

39.1 Any Member is able to exercise the right to speak at a general meeting when that Member is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which he has on the business of the meeting.

39.2 The Board may at its sole discretion make whatever arrangements they consider appropriate to enable attendance at a general meeting, including but not limited to attendance by video conferencing or conference call facilities.

39.3 A representative from sportscotland is eligible to attend and speak at general meetings but is not permitted to vote or propose any form of resolution.

Quorum for General Meetings (Article 40)

40.1 No business shall be transacted at any general meeting unless a quorum is present. The quorum will be such number as represents five percent (5%) of all Adult Members, Junior Members, Honorary Life Members and Club Members of the Company, present in person or by proxy.

Chairing General Meetings (Article 41)

41.1 The Chair shall preside as chair at every general meeting. If there is no Chair at the time of the general meeting, or if he is not present within fifteen minutes after the appointed general meeting start time, the Business Vice Chair shall chair the general meeting. If there is no Chair or Business Vice Chair at the time of the general meeting, or if they are not present within fifteen minutes after the appointed general meeting start time, the Sport Vice Chair shall chair the general meeting. If the Chair, Business Vice Chair or Sport Vice Chair are not present within



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fifteen minutes after the appointed general meeting start time the Directors present shall elect one of their number to be chair of the general meeting.

41.2 If at any general meeting no Director is willing to act as chair or if no Director is present within fifteen minutes after the time appointed for holding the general meeting the voting Members present shall choose one of their number to be chair of the general meeting.

41.3 The person chairing a meeting in accordance with this Article is referred to as "the chair of the meeting".

Attendance and Speaking by Directors and Non-Members (Article 42)

42.1 Directors may attend and speak at general meetings.

42.2 The chair of the meeting may permit other persons who are not Club Members, Adult Members, Junior Members Honorary Life Members or Associate Members to attend and speak at a general meeting.

Adjournment (Article 43)

43.1 If within half an hour from the time appointed for the general meeting a quorum is not present the general meeting must adjourn to the same day, venue and time the following week or to such other day, venue and time as the chair of the meeting determines.

43.2 The chair 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 chair 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.

43.3 The chair of the meeting must adjourn a general meeting if directed to do so by a majority of the voting Members in attendance.

43.4 If the continuation of an adjourned meeting is to take place more than fourteen days after it was adjourned, the Company must give at least seven 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 general meetings is required to be given; and
b) containing the same information which such notice is required to contain.

43.5 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

Voting: Ordinary Resolution (Article 44)

44.1 An ordinary resolution put to a quorate general meeting must be supported by over half of eligible votes cast at the meeting, either in person or by proxy. The vote will be decided through a show of hands unless a poll is

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duly demanded in accordance with these Articles. In the event of a tie, the chair does not have a second or casting vote and the resolution is not passed.

Voting: Special Resolution (Article 45)

45.1 A special resolution put to a general meeting must be supported by three quarters or more of eligible votes cast at the meeting, either in person or by proxy, to be passed assuming the meeting is quorate. The vote will be decided through a show of hands unless a poll is duly demanded in accordance with these Articles.

45.2 The voting eligibility, structure and all other terms for voting on special resolutions shall remain the same as for general resolutions outlined in Article 32.

Errors and Disputes (Article 46)

46.1 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.

46.2 Any such objection must be referred to the chair of the meeting whose decision is final.

Poll Votes (Article 47)

47.1 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.

47.2 A poll may be demanded by:

- a) the chair of the meeting;
- b) any Director;
- c) five or more Members having the right to vote on the resolution; or
- d) Members representing one tenth of the total voting rights.

47.3 A demand for a poll may be withdrawn if:

- a) the poll has not yet been taken; and
- b) the chair of the meeting consents to the withdrawal.

47.4 Polls must be taken immediately and in such manner as the chair of the meeting directs.

Content of Proxy Notices (Article 48)

48.1 Proxies may only validly be appointed by an Adult Member, Junior Member, Honorary Life Member or Club Member by notice in writing (a "proxy notice") which:

- a) states the name of the Member appointing the proxy;

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- b) identifies the Adult Member, Junior Member or Honorary Life Member appointed to be the Member's proxy and the general meeting in relation to which that person is appointed;
- c) is in accordance with any instructions contained in the notice of the general meeting to which they relate.

48.2 The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

48.3 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.

48.4 Unless a proxy notice indicates otherwise, it must be treated as:

- a) allowing the Member appointed under it as a proxy discretion as to how to vote on procedural resolutions put to the meeting; and
- b) appointing that Member as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

Delivery of Proxy Notices (Article 49)

49.1 Any notice of a general meeting must specify the address ("Proxy Notification Address") at which the Company will receive proxy notices relating to that meeting, or any adjournment of it, delivered in hard copy or electronic form.

49.2 A Member who is entitled to 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 Company on behalf of that Member.

49.3 Subject to Articles 49.4 and 49.5, a proxy notice must be delivered to a Proxy Notification Address not less than 48 hours before the general meeting or the adjourned meeting to which it relates. A proxy notice which is not delivered in such manner shall be invalid.

49.4 In the case of a poll taken more than 48 hours after it is demanded, the notice must be delivered to the Proxy Notification Address not less than 24 hours before the time appointed for the taking of the poll.

49.5 In the case of a poll not taken during the meeting but taken not more than 48 hours after it was demanded, the proxy notice must be delivered at the meeting at which the poll was demanded to the chair of the meeting.

49.6 An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the Member by whom or on whose behalf the proxy notice was given.

49.7 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.

Amendments to Resolutions (Article 50)

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- 50.1 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 Company in writing by a Member entitled to vote at the general meeting at which it is to be proposed not less than forty eight hours before the meeting is to take place (or such later time as the chair of the meeting may determine); and
 - b) the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.
- 50.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
- a) the chair 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.
- 50.3 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

Amendments to the Company’s Articles of Association (Article 51)

51.1 Amendments to the Company’s Articles of Association can only be made by special resolution, submitted to a general meeting and passed in accordance with Article 45.

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