

Company No. 3525563

THE COMPANIES ACTS 1985 to 1989  
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

**NATIONAL SHOOTING CENTRE LIMITED**  
**("the Company")**

Pursuant to Section 381A of the Companies Act 1985 (as amended)

(Dated the 27th day of March 2004)

In accordance with Section 381A of the Companies Act 1985 (as amended), we the undersigned, being the sole member of the Company who at the date of this resolution would be entitled to attend and vote at a General Meeting of the Company hereby pass the following resolution in writing, such resolution to take effect as a SPECIAL RESOLUTION:

RESOLVED THAT the Articles of Association of the Company in the form attached hereto be and are hereby adopted in substitution for and to the exclusion of the existing Articles of Association of the Company.



.....  
Duly authorised  
For and on behalf of  
THE NATIONAL RIFLE ASSOCIATION



**THE COMPANIES ACTS 1985 to 1989**

**PRIVATE COMPANY LIMITED BY SHARES**

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**ARTICLES OF ASSOCIATION  
OF  
NATIONAL SHOOTING CENTRE LIMITED**

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*Certified true copy*  
*29.3.04*

(Adopted by Written Resolution passed on 27th March 2004)

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**PRELIMINARY**

1. (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052) and the Companies Act (Electronic Communications) Order 2000 (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) 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.

(c) In these Articles the expression "subsidiary" means a company which is a subsidiary of another within the meaning of Section 736 of the Act (as amended).

(d) In these Articles the expression the "NRA" means the National Rifle Association of Bisley, National Shooting Centre, Brookwood, Woking, Surrey, GU24 0PB

(e) The Company is a private company and accordingly no offer shall be made to the public (whether for cash or otherwise) of any shares in or debentures of the Company and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any shares in or debentures of the Company with a view to all or any of those sharers or debentures being offered for sale to the public.

## **ALLOTMENT OF SHARES**

2. (a) Shares which are comprised in the authorised share capital of the Company as at the date of adoption of these Articles shall be under the control of the Directors who may (subject to Section 80 of the Act and to paragraph (d) below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.

(b) All shares which are comprised in the authorised share capital of the Company as at the date of adoption of these Articles and which the Directors propose to issue shall first be offered to the Members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company in General Meeting shall by Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of the Article by any such Special Resolution as aforesaid shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefor than the terms on which they were offered to the Members. The foregoing provisions of this paragraph (b) shall have effect subject to Section 80 of the Act.

(c) In accordance with Section 91(1) of the Act Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.

(d) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.

## **SHARES**

3. The lien conferred by Clause 8 in Table A shall attach also to fully paid-up shares, and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing

registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Clause 8 in Table A shall be modified accordingly.

4. The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Clause 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

## **GENERAL MEETINGS AND RESOLUTIONS**

5. (a) Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to Members in regard to their right to appoint proxies and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditors for the time being of the Company.

(b) No business shall be transacted at any General Meeting unless a quorum is present. Subject to Article 5(c) below two persons entitled to vote upon the business to be transacted, each being a Member or a proxy for a Member or a duly authorised representative of a corporation, shall be a quorum.

(c) If and for so long as the Company has only one Member, that Member present in person or by proxy or if that Member is a corporation by a duly authorised representative shall be a quorum.

(d) If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved.

(e) Clauses 40 and 41 in Table A shall not apply to the Company.

(f) The sole member of the Company (or the proxy or authorised representative of the sole member representing that member at the relative General Meeting) shall be the chairman of any General Meeting of the Company and Regulation 42 of Table A shall be modified accordingly.

(g) A proxy for the sole member of the Company may vote on a show of hands and Regulation 54 of Table A shall be modified accordingly.

6. (a) If and for so long as the Company has only one Member and that Member takes any decision which is required to be taken in General Meeting or by means of a written resolution, that

decision shall be as valid and effectual as if agreed by the Company in General Meeting save that this paragraph shall not apply to resolutions passed pursuant to sections 303 and 391 of the Act.

(b) Any decision taken by a sole Member pursuant to paragraph (a) above shall be recorded in writing and delivered by that Member to the Company for entry in the Company's Minute Book.

(c) All other provisions of these Articles shall (in the absence of any express provision to the contrary) apply with such modification as may be necessary in relation to a company which has only one member.

## **APPOINTMENT OF DIRECTORS**

7. (a) Clause 64 in Table A shall not apply to the Company.

(b) The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whensoever the minimum number of Directors shall be one, a sole Director shall have authority to exercise all the powers and authorities by Table A and by these Articles expressed to be vested in the Directors generally, and Clause 89 in Table A shall be modified accordingly.

(c) Whilst the Company is a subsidiary of the NRA, the NRA shall have the sole right at any time and from time to time to appoint any person or persons to be a Director or Directors, and to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, subject to any maximum for the time being in force, and to remove from office any Director however appointed. Any such appointment or removal shall be in writing served on the Company and signed on behalf of the NRA by the Secretary General or by any two of its Trustees from time to time, and shall take effect upon receipt at the Registered Office of the Company or by the Secretary.

(d) The Directors (including those appointed to fill a casual vacancy or as an addition to the Board) shall not be required to retire by rotation and Clauses 73 to 80 (inclusive) in Table A shall not apply to the Company.

## **BORROWING POWERS**

8. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue

debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

### **ALTERNATE DIRECTORS**

9. (a) Any Director (other than an Alternate Director) may appoint any other Director, or such other person approved in advance by the NRA and willing to act, to be an Alternate Director and may remove from office an Alternate Director so appointed by him. Any such approval by the NRA shall be in writing served on the Company and signed on behalf of the NRA by the Secretary General or by any two of its Trustees from time to time, and shall take effect upon receipt at the Registered Office of the Company or by the Secretary.

(b) An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of Clause 66 in Table A shall be modified accordingly.

(c) A Director, or any such other person as is mentioned in Clause 65 in Table A, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

### **REMUNERATION OF DIRECTORS**

10. The Directors shall be entitled to such remuneration as shall be approved in advance by the NRA. Any such approval by the NRA shall be in writing served on the Company and signed on behalf of the NRA by the Secretary General or by any two of its Trustees from time to time. Clause 82 in Table A shall not apply to the Company.

### **GRATUITIES AND PENSIONS**

11. (a) The Directors may exercise the powers of the Company conferred by Clause 3(l) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

(b) Clause 87 in Table A shall not apply to the Company.

## PROCEEDINGS OF DIRECTORS

12. Subject to the provisions of these Articles, the Directors may meet for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. At any time any Director may, and the Secretary at the request of a Director shall, call a meeting of the Directors. Notice of Meetings shall also be given to those officers of the NRA specified in Article 16. Notice of any meeting of the Directors may be given by telephone, facsimile or electronic communication. It shall not be necessary to give notice of a meeting of Directors to any Director or other person for the time being absent from the United Kingdom provided that notice of any meeting shall be given to any such Director or person if in the opinion of the Secretary he is, at the time notice is given, in a place where it is possible to give him notice by telephone, facsimile or electronic communication and from where it is possible for him to participate in the meeting by telephone or other telecommunications link as referred to in the next following Article. Any Director may waive notice of any meeting but no such waiver may be retroactive. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall not have a second or casting vote. Regulation 88 of Table A shall not apply to the Company.

13. A Director may participate in a meeting of Directors or a committee of Directors by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A participant shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly. The meeting shall be deemed to take place where the largest group of those participating is assembled, or if there is no such group, where the chairman of the meeting then is.

14. In Regulation 93 of Table A the following words "either signed or approved by letter, facsimile, electronic communication or telegram" shall be substituted for the word "signed" where this first appears in the Regulation, and all other references in the Regulation to a resolution in writing being signed shall be construed accordingly.

15 (a) A Director may vote, at any meeting of the Directors or of any committee of the Directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.

(b) Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company.

16. Whilst the Company is a subsidiary of the NRA, the Chairman and Treasurer of the NRA and the Vice-Chairman of the Board of Trustees of the NRA for the time being shall be entitled to receive notice of and to attend and speak (but not vote) at any meeting of the Board of Directors of the Company.

## **CLUB RULES**

17. The Directors shall establish rules for the operation of the Club ("the Club") referred to in paragraph 3(c) of the Memorandum of Association of the Company, and shall have the power to vary such rules in such manner as they shall, in their absolute discretion, consider appropriate.

## **THE SEAL**

18. (a) If the Company has a seal it shall only be used with the authority of the Directors or of a committee of Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by one Director and by the Secretary or a second Director. The obligation under Clause 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Clause 101 of Table A shall not apply to the Company.

(b) The Company may exercise the powers conferred by Section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

## **INDEMNITY**

19. (a) Every Director or other officer or Auditor 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 144 or 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.

(b) The Directors shall have power to purchase and maintain for any Director, officer or Auditor of the Company insurance against any such liability as is referred to in Section 310(1) of the Act.

(c) Clause 118 in Table A shall not apply to the Company.

## **TRANSFER OF SHARES**

20. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share, and the first sentence of Clause 24 in Table A shall not apply to the Company.