

I, Andrew Greig (member number 415) do hereby propose a number of changes to the Company Articles of Mattersey Rifle and Pistol Club Limited (here after referred to as 'Company Articles')

These are listed as numbered proposals these are numbered 1 to 36 inclusive, and in some cases there are alternative proposals to each proposal:

1 These are purely a cosmetic change to the Articles:

- a It is proposed that the numeric and text for Sub-Article 3.2 is repositioned so it matches the text position of other Articles, and is not indented as far as it currently is.
- b It is proposed that the numbering system is changed from "W.X.Y.Z" to "W.X.Y.Z." (note the full stop added after the numbers).

*This is just to make the sequence of numbers consistent as it changes from an Article to a Sub-Article, and then to a Sub-Sub-Article.*

- c It is proposed that under "Article 1, Defined terms" Sub- Article 1.1, paragraph 6 heading is changed from:

**Chairman of the meaning**

Is changed to read as follows:

**Chairman of the meeting**

*This is to correct a 'spelling error'*

2 This proposal is to change the number of directors on the Board of Directors:

To accommodate this, it is proposed that an additional Sub-Article is added to Article 4, between existing Sub-Articles 4.1. and 4.2.. This will require existing Sub-Article 4.2. to be renumbered 4.3. and all associated sub-Sub-Articles renumbered to suit. The new Sub-Article 4.2. to read as follows:

- 4.2. The number of directors can only be changed at an Annual General meeting of the Company by a vote of the members present (that are entitled to vote).

*This is to make it quite clear that the Board of Directors has no right to add extra directors to the board.*

3 This proposal is to change the list of Role Titles that the directors have and add a role with the option to add further roles:

- a Delete Sub-Sub-Article 4.3.7. and replace with new Sub-Sub-Article 4.3.7. to read:

4.3.7. Police Liaison (as is required by the Home Office)

*This is to make it clear that there is a requirement for a person to have this Job Role.*

- b Add an additional Sub-Sub-Article 4.3.8. to read as follows:

4.3.8. Other members of the Company Board, which may hold office as a director as required by the Board of Directors, these roles maybe as suggested but are not restricted to:

- 4.3.8.1. Safety Officer
- 4.3.8.2. Training Officer
- 4.3.8.3. Membership Secretary
- 4.3.8.4. Website and Social Media (controller)
- 4.3.8.5. Any director with no actual specific role

*This is to make it clear that the Directors can be given different roles..*

- 4 This proposal is to add an additional Sub-Article to take into account that some directors may have multiple roles

4.4. Any director may have multiple roles within the board.

*This is suggested to clarify that Directors may have other roles other than the main role.*

- 5 This proposal is to alter the way that the Company Name may be changed, such that the Board of Directors cannot change the name of the Company without the approval of all the Full membership of the Company.

It is proposed to:

Delete Sub-Article 5.1. in its entirety:

5.1. Without prejudice to the generality of Article 4, the directors may resolve in accordance with Article 9 to change the Company's name

Then insert new Sub-Article 5.1 to read as follows:

5.1. The name of the Company cannot be changed except by an Annual General Meeting or at a General Meeting of the Company where there is 60 percent of the members present (that are entitled to vote), and requires a 75 percent of the members present (that are entitled to vote) to vote for the change of the Company Name.

*This is to remove the right of the Directors to be able to change the name of the Company without the support of the membership.*

- 6 This proposal is to permit a person who is not a member of the Board to chair a Board meeting.

It is proposed that Article 14, Chairing of Directors' meetings, change Sub-Article 14.3. which reads:

14.3. If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

Be changed to read as follows:

14.3. If the Chairman has either:

14.3.1. Given notice that they will not be attending a Board meeting to the Company secretary, or

14.3.2. Is not participating in a directors' meeting within ten minutes of the time at which it was to start

Then participating directors must appoint a person to chair the meeting, that person does not require to be a director, but if that person is not a director, then they have NO voting rights at that directors meeting, though they are styled "The Chairman of the Meeting".

*This is to cover a situation where it would be a need to have a non-director chair a board meeting due to a split in the Board.*

- 7 This proposal is to clarify the 'casting vote' of the chairman.

It is proposed to change the wording of Sub-Article 15.1. from:

15.1. If the numbers of votes for and against a proposal at a meeting of directors are equal, the chairman or other director chairing the meeting has a casting vote

Be changed to read as follows:

15.1. If the numbers of votes for and against a proposal at a meeting of directors are equal, the chairman or other director chairing the meeting has **an additional vote which is** a casting vote. **This vote is over and above their normal Director's vote.**

*This is to provide 'clarity' to the Chairman's 'extra' casting vote is only to be available under a particular set of circumstances, that is when the vote of the Board for and against is balanced.*

*Note: in the final form of this Article, the text in bold is to be inserted as normal text. The bold is only to make what are additions / changes to the wording.*

- 8 This proposal is to permit the quorum required for a directors meeting to change depending on the number of actual number of director appointed by the members

It is proposed that under Article 16, Quorum for directors' meetings, change Sub-Article 16.2. which reads:

- 16.2. Subject to Article 16.3, the quorum for the transaction of business at a meeting of directors may be fixed from time to time by a decision of the directors but it must never be less than four directors, and unless otherwise fixed it is four. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum. If and so long as there is a sole director, he may exercise all the powers and authorities vested in the directors by these Articles and accordingly the quorum for the transaction of business in these circumstances shall be one.

Be change to read as follows:

- 16.2. Subject to Article 16.3, the quorum for the transaction of business at a meeting of directors may be fixed from time to time by **the members at either an Annual General Meeting or at a General Meeting of the Company, it must never be less than 4 or the integer part of half the number of directors plus one.**

A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum, if and so long as there is a sole director, he may exercise all the powers and authorities vested in the directors by these Articles and accordingly the quorum for the transaction of business in these circumstances shall be one.

*The reason for the "integer part of half the number of directors plus one", is to ensure that there is always more than half the number of directors present to create a quorum of directors at a meeting.*

*Note: in the final form of this Article, the text in bold is to be inserted as normal text. The bold is only to make what are additions / changes to the wording.*

- 9 This proposal is to ensure that exact records are kept of the voting of the directors on any action of the board that requires a vote.

It is proposed that the body text of Article 18. is numbered as Sub-Article 18.1., then an additional Sub-Article is added to Article 18 numbered Sub-Article 18.2., renumbering and wording of new article to read as follows:

- 18.1. The directors must ensure that the Company keeps a record, in writing, for at least ten years from the date of the decision recorded, of every unanimous or majority decisions taken by the directors.
- 18.2. A record of who votes, and the way that each director votes (whether it be for the proposal, against the proposal or abstain from voting), unless it is a unanimous vote, either for or against the proposal.

*This is to ensure that if there is ever an investigation into a conflict of interest at a future date, then there is a record of which way each director voted on each and every proposal.*

- 10 This proposal is in two parts and is to clarify the Articles such that the Board of Directors cannot add additional Directors to the Board without the members entitled to vote approval. This proposal suggests changes to two articles, being Article 20. and Article 21..

a It is proposed that Article 20., Number of Directors wording shall be changed from reading:

20. Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum but shall not be less than seven.

Change this to read:

20. Unless otherwise determined by ordinary resolution **at an Annual General Meeting**, the number of directors (other than alternate directors) shall not be subject to any maximum but shall not be less than seven, **except for the time that a director or directors resign, then the number could be less than seven, at which point the board shall wait to the next programmed board meeting or an Annual General Meeting, which ever is soonest, to fill the vacancy or vacancies.**

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*Note: in the final form of this Article, the text in bold is to be inserted as normal text. The bold is only to make what are additions / changes to the wording.*

b It is proposed that Article .21 has an additional Sub-Article 21.4. added to read as follows:

- 21.4. Other that under Article 21.2., a Director can only be appointed by the members entitled to vote at either an Annual General Meeting, or a General Meeting of the Company.

11 This proposal is to deal with the re-election of directors.

It is proposed to add an additional Sub-Article to Article 21., to read as follows:

- 21.5. Should a director decide that they wish to serve for a further term in their current role, they do not require to have a Proposer and Seconder, but at the Board Meeting before the Annual General Meeting confirm that they wish to stand for their respective role. Should they decide to stand for a different Role on the Board, they must have a Proposer and Seconder.

*This is suggested to cover the fact that all directors have to resign before an Annual General meeting and have to be re-elected, and as such need a Proposer and Seconder..*

12 This proposal is to deal with what happens if an Annual General Meeting, or an Adjourned Annual General Meeting is not the required quorum.

It is proposed that an additional Sub-Sub-Articles are added under Sub-Article 22.1. to read as follows:

- 22.1.1. Should the Annual General Meeting or an Adjourned Annual General Meeting not be the required quorum, then the Directors of the Board may, if they are willing to continue. Continue to be Directors of the Board, until the next Annual General Meeting or until an Adjourned Annual General Meeting is convened.
- 22.1.2. Should a director or directors decide to not continue, then after enacting Article 22.1.1 above, the Board of directors can then enact Article 21.2, this has to be done at the Annual General Meeting or Adjourned Annual General Meeting, in front of the members, even though the meeting is not the required quorum.
- 22.1.3. Should ALL the directors decline to continue as directors of the Company, then ALL members attending the Annual General Meeting or Adjourned Annual General Meeting (though they do not meet the required quorum) may appoint an interim board to run the day to day running of the Company until an Adjourned Annual General Meeting is called.
- 22.1.3.1. This interim board does not require to meet the requirements of Article 20, relating to the minimum number of members of the board of directors.
- 22.1.3.2. This interim board has no authority to add any directors to this interim board, other than replace a member, who has ceased to be able to carry on their duties for any reason.
- 22.1.3.3. This interim board cannot authorise any additional expenditure other than for items related to the safety of the members, insurance payments any statutory payments, or in the pursuit of an Adjourned Annual General Meeting.

*This proposal is to clarify what happens if an Annual General Meeting is NOT the required attendance to be a quorum as under Sub-Article 22.1. which states "a director shall hold office until the next general meeting of the Company at which point the director shall automatically resign", this would mean that at an AGM all directors resign, and the AGM would not be in a position to elect directors..*

13 This proposal is to bring the Company Articles into line with the Model Articles provided by the UK government.

It is proposed that Sub-Sub-Article 22.2.6., delete entirely

- 22.2.6. by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have or,

and replace with:

- 22.2.6. *[paragraph omitted pursuant to mental Health (Discrimination) Act 2013]*

Note: that the italics form is as used in the Model Articles (Government Website).

- 14 This proposal is to clarify the situation when a Director resigns, and their position on the board being reinstated by the board.

Add a 'full stop' at the end of the current Sub-Sub-Article 22.2.7.:

Notification is received by the Company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.

Then add additional wording to be inserted at the end of Sub-Sub-Article 22.2.7., that wording to read as follows:

On a director resigning from their role, it is taken that that director resigns from the board, and cannot be reinstated by the board under any circumstances, they can only be reinstated by the membership at an Annual General Meeting of the Company which has the required quorum attendance.

*This is to make it clear that when a Director resigns they do not just resign from the role, but actually resign as a Director.*

- 15 This proposal is to permit the Board of Directors to suspend a Director, who is under investigation as per Article 36

Add an additional Sub-Article 22.3. to read as follows:

22.3. A Director can be suspended from the Board of Directors, by a vote of the Directors at a meeting of the Directors where the ratio for the suspension is two thirds of all the directors (less the one being suspended)

- 16 This proposal is to ensure that the members of the board may not receive actual monetary payment for their services, other than the offer of not requiring them to pay membership fees for the year.

It is proposed to delete Article 23 and all Sub-Articles in Article 23 entirely and replace with, a new Article 23 which is split into Sub-Articles to read:

23. **Directors' remuneration**

23.1. Directors in certain director roles may at the Boards discretion be given the option not to be required to pay their membership fees if they choose, for the year that they serve as directors, in the following Roles:

23.1.1. Chairman

23.1.2. Secretary

23.1.3. Treasurer

23.1.4. Captain

23.1.5. Range Manager

This list of roles may be changed at the discretion of the Board of Directors.

23.2. Directors are permitted to take the deduction in subscriptions as is any member for day participating in 'Work Parties' on the Range Complex, and for any other reduction in the Subscriptions that the Board may decide.

*This is to ensure that directors are not 'effectively' able to receive a 'salary' for their time on the Board of Directors of the Company, and also to give certain Directors a small recompense for the effort they put into the running of the Company, if they choose to do so.*

- 17 This proposal is to deal with Directors' expenses.

It is proposed to delete all Sub-Articles and Sub-Sub-Articles in Article 24. entirely and replace with, a new set of Sub-Articles and Sub-Sub-Articles to read as follows:

- 24.1. The Company may pay any reasonable expenses which the directors (including alternative directors if representing the actual director, where the actual director is not able to attend), properly incur in connection with their attendance to:
  - 24.1.1. Meetings of Directors other than the normal monthly Directors Meeting.
  - 24.1.2. Any Disciplinary Meeting or Requested Directors Meeting which does not take place on the same day as a normal monthly Directors Meeting.
  - 24.1.3. Any other occasion where they in their role as a Director require to attend the Range Complex or any other location in their role as a Director and are representing the Company other than stated in 24.1.1. and 24.1.2..
  - 24.1.4. The Range Manager is entitled to claim expenses for each occasion that they attend the Range Complex for purely Work related action, even though there may not actually be a work party other than effectively themselves (though there should actually be another person present on the range complex at all times).
    - 24.1.4.1. Should there be a requirement of a person to attend the Range Complex (for a specific reason) and the Range Manager cannot attend, then that person can effectively claim expenses under Article 24.1.4. as they are acting under the direction of the Range Manager.

*Articles 24.1.4. and 24.1.4.1. are to permit the Range Manager or their representative to receive expenses for attending the Range Complex to carry out work on said Range Complex.*

- 18 This proposal is to make a change to the wording to make it clear to which category of membership that an applicant is accepted as, and to make it clear what fees are required from them.

It is proposed that the wording of Sub-Article 30.2. be changed, and additional Sub-Sub-Articles added, it will change from:

- 30.2. No subscription fees are due from a person applying for membership until the directors have notified the applicant that they have been formally accepted as a Member.

Changed to read, and have the additional Sub-Sub-Articles added:

- 30.2. Joining and Subscription Fees
  - 30.2.1. A Joining Fee is due on the day that the directors accept a person as a Probationary Member (the particular class of Probationary Member will depend on age and / or the type of shooting they wish to pursue, as listed in Article 32).
  - 30.2.2. Subsequently on completion of their probationary period, a person's subscription is due on the day that the directors change their class of membership from Probationary to which ever class of membership the directors decide.  
At this point in time their subscription fee is calculated pro-rata of the annual subscription fee, in months or part there of, and is calculated from the date of acceptance as a Probationary Member (in the particular class of Probationary Member dependent on age and / or the type of shooting they wish to pursue, as listed in Article 32).

*This is to clarify when fees are due from prospective members and probationary members.*

19 This proposal is to make it much clearer the difference between “Ordinary” members and ALL other classes of membership.

a. The first part of this proposal is to change the wording of Sub-Article 31.1. to be changed from:

31.1 The members of the Company at the date of adoption of these Articles are classed as “Ordinary” members of the Company.

Changed to read:

31.1 The **Adult** Members of the Company at the date of adoption of these Articles are classed as “Ordinary” members of the Company.

b. The second part of this proposal is to add an additional paragraph under Sub-Article 31.1, to read as follows:

Only “Ordinary” members are permitted to vote at an Annual General Meeting or General Meeting of the Company.

c. The third part of this proposal is to change the wording of Sub-Article 31.2. to be changed from:

31.2. Unless otherwise determined by ordinary resolution of the members, any future members will be classed as “Associate” members and such members

Changed to read:

31.2 Unless otherwise determined by ordinary resolution of the members, any future **Adult Probationary Members, who have completed their probationary period and the required requisite training, provided that they have been accepted by the Board as such, shall** be classified as “Associate” members and such members:

*Note: in the final form of this Article, the text in bold is to be inserted as normal text. The bold is only to make what are additions / changes to the wording.*

20 This proposal is to deal with the fact that the Articles mention Associate members in certain places and Affiliated members in other places. Also to give the Board to change a members class of membership at its discretion.

It is proposed to change the wording of Sub-Article 31.3. to change the word Affiliated to Associated.

31.3. When an Ordinary member has ceased to be a member under Article 35 below, any Affiliate member may apply to the directors to fill this vacancy and become an Ordinary member but the directors are under no obligation to accept such application

To read as follows:

31.3. When an Ordinary member has ceased to be a member under Article 35 below, any **Associate** member may apply to the directors to fill this vacancy and become an Ordinary member but the directors are under no obligation to accept such application. **The Board of Directors may at its discretion change an Associate members class of membership to that of Ordinary.**

*Note: in the final form of this Article, the text in bold is to be inserted as normal text. The bold is only to make it clear the wording.*

*This is to eliminate the confusion between “Affiliated” and “Associated” membership terms which the Articles use.*

- 21 This proposal is to clarify the “Classes of Membership” as there is considerable confusion about the classes and the requirements

To do so it is suggested that all the Sub-Articles to Article 32. are deleted, and are replaced by the following:

- 32.1. Members shall hold one of the following classes of membership, as determined by the Board of Directors:
  - 32.1.1. Ordinary (Adult member)
  - 32.1.2. Associate (Adult member)
  - 32.1.3. Probationary (Adult member)
  - 32.1.4. Junior
  - 32.1.5. Probationary Junior
  - 32.1.6. Social
- 32.2. Full members of any other approved Club or Company may attend and shoot on the Company's range complex (taking in to consideration the Company's Range Safety and Operating Plan and the individual Range Orders).
  - 32.2.1. They shall be required to prove membership of Approved Club or Company
  - 32.2.2. They shall be required to pay a fee approved and determined by the Board of Directors.
- 32.3. **Ordinary Members** (Adult Member)  
Shall normal be of the following status:
  - 32.3.1. **Full**, these members pay an annual subscription at a level determined by the Board of Directors.
  - 32.3.2. **Life**, these members have paid a fee as determined by the Board of Directors, and from that time forward do not require to pay the annual membership fee.
  - 32.3.3. **Honorary**, these members have been granted this status, by a vote of the membership at an Annual General Meeting and hence from that date are no longer required to pay an annual membership fee.
  - 32.3.4. The number of Ordinary members is decided by the number of members at the incorporation of the Company.
  - 32.3.5. Voting Rights of each and every Ordinary Member:
    - 32.3.5.1. This is the only class of membership that has the right to vote at an Annual General Meeting or General Meeting of the membership.
- 32.4. **Associate Members** (Adult Member)
  - 32.4.1. These are Adult members who have completed their required probationary period and have had there status as Associate Members ratified by the Board of Directors.
  - 32.4.2. Once an Ordinary Member has effectively left the Company for what ever reason, at the discretion of the Board of Directors an Associate Member maybe offered Ordinary Membership, this is usually offered to the longest serving Associate Member.
- 32.5. **Probationary Member** (Adult Member)
  - 32.5.1. Applications for this category membership require to follow the procedure set out in the Range Safety and Operating Plan.
  - 32.5.2. Each Probationary Member requires to attend at least minimum number of times, in a set period of time as specified in the Range Safety and Operating Plan, the number of attendances and period of time may be varied by the Board of Directors, and may depend on the Probationary Member.
  - 32.5.3. Each Probationary Member requires to complete a program of Training as specified in the Range Safety and Operating Plan.
  - 32.5.4. The Probationary Member may only have access to firearms and ammunition if they are personally supervised at all times by an Ordinary or Associate Full Adult Member.
  - 32.5.5. At the end of the respective probationary period the Board of Directors shall review the situation with regards to the Probationary member, and may decide to offer a different class of membership to the said Member.

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32.6. **Junior Member**

- 32.6.1. A Junior Member shall be divided into three categories dependent on their age and their educational status, these categories are as follows:
- 32.6.1.1. Under the Age of 14
  - 32.6.1.2. Under the Age of 18
  - 32.6.1.3. 18 years of age or over, but in full time education. This person may be referred to as a “**Student Member**”.
- 32.6.2. A Junior Member under the age of 18 requires to be accompanied by a Ordinary or Associate Member who is a Parent or Guardian or have written authority from the Parent or Guardian. That person must be of the age 21 or over.
- 32.6.3. On reaching the age of 18, or older if in full time education, the Board of Directors may decide to offer a different class of membership.

32.7. **Junior Probationary Member**

- 32.7.1. All the requirements for an Adult Probationer Member apply.
- 32.7.2. All the requirements for a Junior Member apply.

32.8. **Social Member**

- 32.8.1. Social members are non-shooting and will not be eligible to shoot on the Company's ranges or have access to firearms or ammunition.
- 32.8.2. The exception is that on an organised Guest Day Sub-Sub-Article 32.8.1. does not apply, and they will be treated as any other Guest.

*This complete change of Article 32, is to make the classes of membership much clearer and simpler, and move some of the details to the Range Safety and Operating Plan, which will make it easier to make detailed changes to the requirements for classes of membership.*

**22** This is a further proposal to deal with the formation of an Air Weapons Branch of the 'Club / Company' as decided at the Meeting of the Board of Directors on 2 August 2025.

- a. The first part of this proposal is to add the required classes of membership to Sub Article 32.1., to include classes for the Air Weapons Branch.

It is suggested that an additional Sub-Sub-Article is added to Sub-Article 32.2., along with its own Sub-Sub-Sub-Articles to read as follows:

- 32.1.7. Air Weapons Branch Members:
- 32.1.7.1. Air Weapons Branch Associate (Adult member)
  - 32.1.7.2. Air Weapons Branch Probationary (Adult member)
  - 32.1.7.3. Air Weapons Branch Junior
  - 32.1.7.4. Air Weapons Branch Probationary Junior

- b. The second part is to include more detailed information on the classes of membership of the Air Weapons Branch.

It is further suggested that an additional Sub-Article 39.9. is added Article 32., with its own Sub-Sub-Articles and where required Sub-Sub-Sub-Articles to read as follows:

32.9. **Air Weapons Branch**

Any member who is an “Air Weapon Branch” member, irrespective of class of membership, shall not be permitted use firearms and the associated ammunition other than on an official “Guest Day”.

32.9.1. **Air Weapons Branch Associate Member**

These are Adult members of the Air Weapons Branch who have completed their required probationary period and have had their status as Air Weapon Branch Associate Members ratified by the Board of Directors.

32.9.2. **Air Weapons Branch Probationary Member**

- 32.9.2.1. Applications for this category membership require to follow the procedure set out in the Range Safety and Operating Plan pertinent to the Air Weapons Branch.

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- 32.9.2.2. Each Air Weapons Branch Probationary Member requires to attend at least minimum number of times, in a set period of time as specified in the Range Safety and Operating Plan pertinent to the Air Weapons Branch, the number of attendances and period of time may be varied by the Board of Directors, and may depend on the Probationary Member.
- 32.9.2.3. Each Air Weapons Branch Probationary Member requires to complete a program of Training as specified in the Range Safety and Operating Plan pertinent to the Air Weapons Branch.
- 32.9.2.4. At the end of the respective probationary period the Board of Directors shall review the situation with regards to the Air Weapons Branch Probationary Member, and may decide to offer a different class of membership to the said Member.
- 32.9.3. **Air Weapons Branch Junior Member**
  - 32.9.3.1. An Air Weapons Branch Junior Member shall be divided into three categories dependent on their age and their educational status, these categories are as follows:
    - 32.9.3.1.1. Under the Age of 14
    - 32.9.3.1.2. Under the Age of 18
    - 32.9.3.1.3. 18 years of age or over, but in full time education. This person may be referred to as a **“Air Weapons Branch Student Member”**.
  - 32.9.3.2. An Air Weapons Branch Junior Member under the age of 18 requires to be accompanied by a Ordinary, or Associate Member, or Air Weapons Branch Associate Member who is a Parent or Guardian or have written authority from the Parent or Guardian. That person must be of the age of 21 or over.
  - 32.9.3.3. On reaching the age of 18, or older if in full time education, the Board of Directors may decide to offer a different class of membership.
- 32.9.4. **Air Weapons Branch Probationary Junior Member**
  - 32.9.4.1. All the requirements for an Air Weapons Branch Adult Probationer Member apply.
  - 32.9.4.2. All the requirements for a Air Weapons Branch Junior Member apply.

*This change of Article 32, is to add in the additional classes of membership that cover the members of the Air Weapons Branch of the Company.*

## 23 This proposal is to deal with the total number of members

It is proposed that there should be a limitation of the number of members of ALL categories of 450.

To this end it is proposed that Sub-Article 33.1. be deleted and a new Sub-Article to read as follows is inserted:

- 33.1. The membership of the Company shall not exceed 450 members this covers ALL categories of membership.

*This is to clarify the total number of members of the Company rather than have a number and then additional exceptions.*

- 24 This proposal is to clarify the maximum number of members who can be Probationary Members in the Company, and set a fixed limit.

It is proposed is that there is a set numerical limitation on the number of probationary members of the Company,, to this end it is suggested that Sub-Article 33.2. is deleted and a new Sub-Article 33.2. is inserted to read as follows:

- 33.2. The Directors shall ensure that the number of Probationary members in the Company does not at any time exceed the number of Ordinary and Associate members combined or numerically 50, which ever is the smaller.

- 25 This proposal is to deal with members who are having financial difficulties in paying their subscriptions

It is proposed that the Article 34. paragraph and numbering it Sub-Article 34.1. with text identical to that currently given. Then to add additional Sub-Articles to deal with persons who have problems paying their subscriptions for whatever reason, and persons who pay their membership fees late.

- 34.1. Subscriptions shall become due from each member on 1 st January (the first day of the Company's financial year) and shall be paid before 31 st January.
- 34.2. Should a person who has a problem with this arrangement, they must contact the Director acting as the Treasurer before the 31 st January, and the said Treasurer is permitted to deal with payment in a manner that they find appropriate for that person.
- 34.3. Should a person not have paid their subscriptions by the 31 st January, and not made an arrangement with the Treasurer, then that person should be aware that they may be deemed not to be a member of Mattersey Rifle and Pistol Club, and are NOT covered by the club insurance, and the requisite authorities shall be informed.
- 34.4. If and when a person who makes a payment after the 31 st January, the Board of Directors shall be permitted to set a financial penalty against that person up to and including the Joining Fee, along with the right to change the persons class of membership.

*This is to give the Company the right to deal with late payment of subscriptions, and the Treasurer the power to resolve this situation should a person have difficulty in make these arrangements and keeps the anonymity of the person to only the treasurer knowing. Also make it clear that there are implications regarding late payment*

- 26 This proposal is to amend Sub-Article 36.1., such that it encompasses any future procedures that the Company may deem that breach of could result in the member having disciplinary proceeding brought against them.

It is proposed to change the wording of Sub-Article 36.1. from:

- 36.1. Every member must comply with these Articles and the Range Safety and Operating Plan (RSOP) of the Company and any infringement may result in the implementation of the Company's disciplinary procedures

Be changed to read as follows:

- 36.1 Every member must comply with these Articles, the Range Safety and Operating Plan (RSOP) **and any other Safety or Policy related documents** of the Company and any infringement may result in the implementation of the Company's disciplinary procedures

*Note: in the final form of this Article, the text in bold is to be inserted as normal text. The bold is only to make what are additions / changes to the wording.*

- 27** This proposal is to add an additional Sub-Sub-Article to Sub-Article 36.2, to cover a situation where a member is being considered to be processed for disciplinary action, but resigns from the company, before the Disciplinary Hearing takes place.

It is proposed to add to Sub-Article 36.2. a Sub-Sub-Article 36.2.1. to read as follows:

- 36.2.1. The Board of Directors may at their discretion decide to proceed with disciplinary procedure against an ex-member who is being considered for disciplinary action to be instigated, but decides to resign from the company before the disciplinary procedure can take place, or if started continue.

*This to ensure that due process takes place, and that should a person decide to terminate their membership so as to escape the disciplinary process. The person has a chance to defend their actions, and a true record of the actions can be made such that the relevant authorities may be informed of the situation.*

- 28** This proposal is to add an additional Sub-Sub-Articles to Sub-Article 36.5., such that the member who is attending the hearing has the right to bring a person with them, this is to bring the Articles in line with UK Government working requirements.

It is proposed to add to Sub-Article 36.5. a number of Sub-Articles to read as follows:

- 36.5.1. The member who is attending the meeting may take a companion with them to the meeting.
- 36.5.2. That companion may be:
- 32.5.2.1. A colleague (in this instant is taken to be a member of the Company)
- 32.5.2.2. A trade union representative and / or official
- If they request the attendance of a person from a trade union, they require to provide proof of membership of that union, but do not require to provide proof prior to the start of the disciplinary meeting.
- 36.5.3. If they cannot get a person that meets the requirements of Article 36.5.2, they, at the discretion of the Board of Directors bring a family member or a person from a Citizens Advice Centre.
- 36.5.4. The members companion can:
- 36.5.4.1. Present or summarize the member's case
- 36.5.4.2. Support the member's case
- 36.5.4.3. Speak to the member during the meeting
- 36.5.4.4. Address the meeting to put the member's case
- 36.5.4.5. Respond on the member's behalf to any view expressed at the meeting.
- 36.5.5. The members companion cannot:
- 36.5.5.1. Answer questions on behalf of the member.
- 36.5.5.2. If a member, cannot be disciplined for supporting the member.

*These changes are suggested to bring the Company Article in line with legal requirements.*

- 29** This proposal is to group together the Sub-Articles relating to the Appeals Procedure, to make the Articles easier to differentiate the Appeals Procedure part of the Disciplinary Procedure.

It is proposed to change the numbering of the Sub-Articles 36.7. to 36.13. such that these Sub-Articles are grouped under a new Article (heading) to read as follows:

- 36.7. Appeals Process:
- 36.7.1. The member must be given the right of appeal to be heard by an appeals committee
- 36.7.2. The member shall be given fourteen days in which to notify the directors of his wish to appeal their decision
- 36.7.3. The directors will then establish or notify the appeals committee and the appeal should be heard within a further fourteen days
- 36.7.4. The appeal committee shall consist of a chairman and a minimum of two other Full members of the Company The chairman of the appeals committee must not have been at the meeting of the directors that disciplined or expelled the member

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- 36.7.5. If the number of votes for and against a proposal at the meeting of the appeals committee is equal, the chairman of the appeals committee shall have a second and casting vote
- 36.7.6. The decision of the appeals committee will be final
- 36.7.7. The member should be notified of the appeals committee's decision within seven days

Then renumber Sub-Article 36.14. as Sub-Article 36.8. to read as follows:

- 36.8. The member shall remain a member of the Company until the disciplinary procedures under this Article 36 is concluded

*This change is to make it clearer in the Articles the Appeals procedure and bring this under one Sub-Article.*

The following proposal is out of sequence of the Article numbering, as they affect the sequence of Article 36's, Sub-Articles.

- 30** This proposal is to give the Directors the additional power to suspend a member pending a Disciplinary Hearing, and if required a subsequent Appeals Hearing.

It is proposed to add an addition Sub-Article 36.3., with Sub-Sub-Article 36.3.1. and 36.3.2. further added, and then re-number all subsequent Sub-Articles to suit.

These Sub-Articles would read as follows:

- 36.3. Three members of the Board of Directors in conference, who are not directly involved in the incident at their absolute discretion, shall have the power to suspend a member if they consider that the members actions or omissions require such suspension
  - 36.3.1. Once suspended that Member cannot set foot on Club Land, or obstruct access to Club Land to the members, other than when they attend a Disciplinary Hearing or an Appeals Hearing.
  - 36.3.2. On the day of the Hearing they should arrive no more than 30 minutes of the start of the Hearing, and depart within 30 minutes of the end of the Hearing..

- 31** This proposal is to ensure that should there be a requirement to have a Disciplinary Hearing, and if required a subsequent Appeals Hearing any person involved directly in the incident or witnesses to the incident should not attempt to direct the outcome of the Disciplinary Hearing or a subsequent Appeals Hearing.

It is suggested that an additional Sub-Sub-Article is added to Sub-Article 36.1., to read as follows:

- 36.10. Any person who is directly involved in an incident, or a witness of said incident, should they make contact with any person involved in the incident or witness to the incident, or any person who may or may not serve on the Disciplinary Hearing or Appeals Board may themselves be the subject of Disciplinary Action.

*The numbering of this Sub-Article assumes that proposals 29 and 30 is accepted, otherwise this Sub-Article will be numbered as 36.15..*

*This is to make it clear that any person trying to pervert the course of justice, by coercing witnesses and person who may or may not serve on the Board of the require Hearing maybe themselves be liable to Disciplinary Action.*

- 32** This proposal is to ensure that reports are heard from other directors or persons who have roles on the board of directors, or in connection with the running of the Company:

It is proposed to change Sub-Sub-Article 38.1.5. from:

38.1.5. any other report required by the directors,

To read as follows:

38.1.5. any other report required by the directors or others, for example:

Then to add Sub-Sub-Articles 38.1.5.1. to 38.1.5.4. inclusive under Sub-Sub-Article 38.1.5. to read as follows:

- 38.1.5.1. Club Captain
- 38.1.5.2. Range Manager
- 38.1.5.3. Training Officer
- 38.1.5.4. Safety Officer
- 38.1.5.5. Any other person or persons requiring to make a report to the Board, (this person or persons may or may not be a member of the Company).
- 38.1.5.6. A Sub-Committee that the Board requires a report from

*This is just to make it clearer what reports maybe required.*

- 33** This proposal is to permit the use of e-mail to inform the membership of an Annual General meeting or a General Meeting of the Company, this is in compliance with Companies Act 2006, Section 308 as follows:

*Notice of Meetings*

**308 Manner in which notice to be given**

Notice of a general meeting of a company must be given—

- (a) in hard copy form,
  - (b) in electronic form, or
  - (c) by means of a website (see section 309),
- or partly by one such means and partly by another.

The interpretation of this is that it notification has to be in writing by post, or by e-mail or that it is permissible to use partly in writing (by post) and partly by e-mail, also on a website.

It is further suggested that it is posted on the notice board where the master Signing Register resides, and if practical on range firing points.

Hence the proposal to change Article 38 as follows:

Renumber Sub-Article 38.5. to be Sub-Article 38.7.

- a. Add a new additional Sub-Article 38.5. to read as follows:

- 38.5. The notice of an Annual General Meeting or a General Meeting, can be sent out by:
  - 38.5.1. e-mail to all persons who have supplied the Company with an e-mail address
  - 38.5.2. any member who has not supplied an e-mail will be notified in writing, by a posted letter
  - 38.5.3. It is for the members to ensure:
    - 38.5.3.1. that the supplied e-mail address on record by the Company is their current e-mail address, and
    - 38.5.3.2. that the address they have supplied is the current postal address for correspondence.

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38.5.4. It is **NOT** the Company's fault if the information supplied by the Members is not current, it is for the members to ensure that it is current, this can be achieved by informing the Company Secretary, by e-mail or in writing

b. Add a further additional Sub-Article 38.6. to read as follows:

38.6. The notice of an Annual General Meeting or a General Meeting will also be placed on:

38.6.1. the Company's web site

38.6.2. on the Notice board above the Master Signing in Register, and if practical, on all Range Firing Points.

*The purpose of these suggestions of changes to the Articles is to clarify the means that notifications to the members can be given.*

**34** This proposal is to deal with the use of the wording "Joint members" in the Company Articles. This proposal deals with two articles, being Sub-Article 45.3. and 53.6..

a It is proposed to delete Sub-Article 45.3. in its entirety as it deals with who can vote for "Joint Members", as there are NO Joint members

Then replace it with the following statement:

45.3. *[paragraph omitted as per resolution of Annual General Meeting of the Company held on the .....]*

or

**Delete Sub-Article 45.3. entirely and then renumber subsequent sub-Articles**

b It is further proposed to delete Sub-Article 53.6. in its entirety as it deals with who can vote for "Joint Members", as there are NO Joint members

Then replace it with the following statement:

53.6. *[paragraph omitted as per resolution of Annual General Meeting of the Company held on the .....]*

or

**Delete Sub-Article 53.6. entirely and then renumber subsequent sub-Articles**

**35** This proposal is to remove mention of pension scheme. This proposal deals with two articles, being Sub-Sub-Sub-Article 57.1.1.2. and Sub-Sub-Article 57.3.2..

a Change Sub-Sub-Sub-Article 57.1.1.2. wording from:

57.1.1.2. in relation to the company's (or any associated company's) activities as trustee of an occupational pension scheme (as defined in section 235(6) of CA 2006)

To read:

57.1.1.2. in relation to the company's (or any associated company's) activities as trustee

b Change Sub-Sub-Article 57.3.2. wording from:

57.3.2. a relevant officer means any director or alternate director or other officer or former director or other officer of the Company or an associated company (including any company which is a trustee of an occupational pension scheme (as defined by section 235(6) of CA 2006) and may, if the members so decide, include any person engaged by the Company (or any associated company) as auditor (whether or not he is also a director or other officer), to the extent he acts in his capacity as auditor) and also includes any person appointed by the members as Observing Trustees

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By removing the statement

"(including any company which is a trustee of an occupational pension scheme (as defined by section 235(6) of CA 2006))"

To read as follows:

- 57.3.2. a relevant officer means any director or alternate director or other officer or former director or other officer of the Company or an associated company and may, if the members so decide, include any person engaged by the Company (or any associated company) as auditor (whether or not he is also a director or other officer, to the extent he acts in his capacity as auditor) and also includes any person appointed by the members as Observing Trustees

*This is to remove any reference to pension scheme.*

- 36** This proposal is to ensure that the Company only indemnifies Directors and Observing Trustees against actions by others and cannot be used to provide financial assistance for the Director or Observing Trustee to take an action or seek advice against any a member of the company, or the company, other than if that member takes action against them in their pursuit of their role in the Company

Add an additional Sub-Article to Article 57. to read as follows:

- 57.4. The Company will NOT indemnify nor provide any financial assistance for a Director or Observing Trustee taking any action or seeking legal advice to take action against another Director or Trustee of the Company, nor against the Company.

*This is to ensure that a Director or Observing Trustee cannot get financial assistance if they are taking legal action against another Director or Trustee, not against the Company.*

Proposed by: ... ANDREW GREIG

Signed: ... ADC1

Memb' No.: ... 415 Date: ... 16 Aug 2025

Seconded by: ... < HAYWARD

Signed: ... < Hayward

Memb' No.: ... 175 Date: ... 16-8-25