

COUNCIL FOR CADET RIFLE SHOOTING

Registered Charity Number 1151650

CONSTITUTION

Date of constitution: 4 March 2013

1. Name

The name of the Charitable Incorporated Organisation ("The CIO") is the Council for Cadet Rifle Shooting (CCRS).

2. National location of principal office

The principal office of the CIO is in England.

3. Objects

The objects of the CIO are:

- 3.1. To encourage proficiency in target shooting among members of the Cadet Forces and thereby prepare them to play their part in the defence of the realm in either the Regular or Auxiliary Forces of the Crown;
- 3.2. To inculcate principles of good citizenship, loyalty, discipline and a sense of responsibility among members of the Cadet Forces through the demands made by shooting for their teams or units;
- 3.3. To provide assistance to pupils at schools and to others undergoing service in voluntary youth organisations, with specialist facilities and training designed to improve the physical education and development of such persons as well as the development and occupation of their minds.

Nothing in this constitution shall authorise an application of the property of the CIO for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 or section 2 of the Charities Act (Northern Ireland) 2008.

4. Trustees

In this constitution "charity trustees" means those elected or appointed to govern the CIO and shall include the Governing Officers and other charity trustees of the CIO specified in clauses 24 and 25.

5. Powers

The CIO has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular, the CIO's powers include power to:

- 5.1 promote and organise competitions in all shooting disciplines, including overseas tours by representative teams, and to institute and award prizes;
- 5.2 promote high standards of safety in all shooting disciplines;
- 5.3 raise funds. In doing so, the CIO must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
- 5.4 borrow money and to charge the whole or any part of the property belonging to the CIO as security for repayment of the money borrowed. The CIO must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land;

5.5 buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

5.6 sell, lease or otherwise dispose of all or any part of the property belonging to the CIO. In exercising this power, the CIO must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;

5.7 employ and remunerate such staff as are necessary for carrying out the work of the CIO. The CIO may employ or remunerate a charity trustee only to the extent that it is permitted to do so by clause 7 (Benefits and payments to charity trustees and connected persons) and provided it complies with the conditions of those clauses;

5.8 deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the CIO to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

5.9 co-operate with other charities, voluntary bodies, industry and commerce and statutory authorities; and to exchange information and advice with them;

5.10 establish or support any charitable trusts, associations or institutions (whether incorporated or not) formed for any of the charitable purposes included in the Objects;

5.11 acquire, merge with or enter into any partnership or joint venture arrangement with any other charity (whether incorporated or not) whose objects are the same as or similar to any of the Objects;

5.12 set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves.

6. Application of income and property

6.1. The income and property of the CIO must be applied solely towards the promotion of the Objects.

6.1.1. A charity trustee is entitled to be reimbursed from the property of the CIO or may pay out of such property, reasonable expenses properly incurred by him or her when acting on behalf of the CIO.

6.1.2. A charity trustee may benefit from trustee indemnity insurance cover purchased at the CIO's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

6.2. None of the income or property of the CIO may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the CIO. This does not prevent a member who is not also a charity trustee receiving:

6.2.1. a benefit from the CIO as a beneficiary of the CIO;

6.2.2. reasonable and proper remuneration for any goods or services supplied to the CIO.

6.3. Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by clause 7.

7. Benefits and payments to charity trustees and connected persons

No charity trustee or connected person may:

7.1. buy or receive any goods or services from the CIO on terms preferential to those applicable to members of the public;

7.2. sell goods, services, or any interest in land to the CIO;

7.3. be employed by, or receive any remuneration from, the CIO;

7.4. receive any other financial benefit from the CIO;

unless the payment or benefit is permitted in Appendix A to this constitution, or authorised by the court or the Charity Commission ("the Commission"). In this clause, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

8. Conflicts of interest and conflicts of loyalty

A charity trustee must:

8.1. declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the CIO or in any transaction or arrangement entered into by the CIO which has not previously been declared; and

8.2. absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the CIO and any personal interest (including but not limited to any financial interest).

Any charity trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.

9. Liability of members to contribute to the assets of the CIO if it is wound up

If the CIO is wound up, the members of the CIO have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

10. Membership of the CIO

10.1. Individual membership is open to:

10.1.1. individual current members of the cadet forces;

10.1.2. at the absolute discretion of the charity trustees, other individuals aged eighteen or over whose membership will further the Objects.

10.2. Corporate membership is open to:

10.2.1. Combined Cadet Force (CCF) Contingents, Sea Cadet Corps (SCC) Areas, Army Cadet Force (ACF) Counties and Air Training Corps (ATC) Wings;

10.2.2. at the absolute discretion of the charity trustees, other organizations (whether incorporated or not) whose membership will further the Objects.

10.3. The charity trustees:

10.3.1. may require applications for membership to be made in any reasonable way they decide;

10.3.2. may refuse an application for membership if they feel it is in the best interests of the CIO for them to do so.

10.4. If membership is refused, the charity trustees must inform the applicant in writing of the reasons for refusing membership, or for refusing re-admission to membership under sub-clause 12.3, within twenty one days of the decision, and give the applicant the opportunity to appeal in writing against the refusal within forty two days of being notified.

10.5. The charity trustees must give fair consideration to any written representation the applicant may make about the decision. The charity trustees' decision following any written representation must be notified to the applicant in writing but shall be final.

10.6. Membership of the CIO cannot be transferred to anyone else except in the case of an individual or corporate body representing an organisation which is not incorporated, whose membership may be transferred by the unincorporated organisation to a new representative.

10.7. The CIO may require members to pay reasonable membership fees to the CIO.

10.8. All members of the unincorporated CCRS at the time when the CIO is registered shall automatically become members of the CIO in the same category of membership as they hold in the unincorporated CCRS.

10.9. It is the duty of each member of the CIO to exercise his or her powers as a member of the CIO in the way he or she decides in good faith would be most likely to further the purposes of the CIO.

11. Categories of Individual Membership

11.1. There shall be the following categories of individual membership:

11.1.1. Honorary Members;

11.1.2. Life Members;

11.1.3. Annual Members;

11.1.4. Associate Members (non-voting).

11.2. Appointment as an Honorary Member is by invitation of the charity trustees. The charity trustees may determine the rights and obligations of non-voting members (including payment of membership fees), and the conditions for admission to, and termination of membership of any such class of members.

11.3. Other references in this constitution to “members” and “membership” do not apply to non-voting members, and non-voting members do not qualify as members for any purpose under the Charities Act 2011, General Regulations or Dissolution Regulations.

12. Termination of Membership

Membership of the CIO comes to an end if:

12.1. the member dies or, in the case of an organisation (or the representative of an organisation) that organisation ceases to exist; or

12.2. the member sends a notice of resignation to the charity trustees; or

12.3. any money owed by the member to the CIO is not paid in full within six months of its falling due unless the charity trustees decide otherwise, but the member may be re-admitted on payment in full of the sum due; or

12.4. the member is removed from membership by a resolution passed at a duly constituted meeting of the charity trustees by a majority of not less than two thirds of the charity trustees present and voting that it is in the best interests of the CIO that his, her or its membership is terminated. A resolution to remove a member from membership may only be passed if:

12.4.1. the member has been given at least twenty one clear days' notice in writing of the meeting of the charity trustees at which the resolution will be proposed and the reasons why it is to be proposed; and

12.4.2. the member or, at the option of the member, the member's representative (who need not be a member of the CIO) has been allowed to make oral or written representations to the meeting which are considered at that meeting.

13. Members' decisions

13.1. Decisions of the members of the CIO shall be taken by means of a resolution at a general meeting. Except where indicated in sub-clauses 13.2 to 13.4 such a resolution may be passed by a simple majority of votes cast at the meeting.

13.2. Any decision to amend this constitution must be taken in accordance with clause 43 of this constitution (Amendment of Constitution).

13.3. Any decision to wind up or dissolve the CIO must be taken in accordance with clause 44 of this constitution (Voluntary winding up or dissolution);

13.4. Any decision to amalgamate or transfer the undertaking of the CIO to one or more other CIOs must be taken in accordance with the provisions of the Charities Act 2011.

14. General meetings of members

14.1. There must be an annual general meeting (AGM) of the members of the CIO. The first AGM must be held within 18 months of the registration of the CIO, and subsequent AGMs must be held in each year. Not more than fifteen months may elapse between successive AGMs.

14.2. All general meetings other than AGMs shall be called special general meetings.

14.3. The charity trustees may call a special general meeting at any time.

14.4. The charity trustees must, within twenty one days, call a general meeting of the members of the CIO if requested to do so in writing by at least twenty individual and/or corporate members entitled to vote. The request must state the nature of the business to be dealt with at the meeting and may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting. A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.

14.5. If the charity trustees fail to comply with this obligation to call the meeting within twenty eight days of the request, or to hold it within sixty days of the request, the members who requested the meeting may themselves call a general meeting but in doing so they must comply with the provisions of this constitution. The CIO must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the charity trustees to duly call the meeting, but the CIO shall be entitled to be indemnified by the charity trustees who were responsible for such failure.

14.6. No business must be transacted at a special general meeting other than that for which it was called.

14.7. All individual members (including non-voting members), and representatives covered by clause 19, are entitled to attend a general meeting in person.

15. Notice of general meetings

15.1. The minimum period of notice required to hold any general meeting of the CIO is twenty eight clear days from the date on which the notice is deemed to have been given.

15.2. The notice must state the date and time of the meeting; the address at which the meeting is to be held; particulars of any resolution which is to be moved and the general nature of any other business to be dealt with at the meeting. If the meeting is to be an AGM, the notice must say so, and must include the annual statement of accounts and trustees' annual report, details of persons standing for election or re- election as trustee, or details of where the information may be found on the CIO's website. If a proposal to alter the constitution of the CIO is to be considered at the meeting, the notice must include the text of the proposed alteration.

15.3. Clause 40 (Notices) applies to general meetings of the CIO. Subject to sub-clause 40.3, the notice of any general meeting must be given to all the members.

16. Quorum at general meetings

16.1. No business shall be transacted at any general meeting unless a quorum is present when the meeting starts.

16.2. A quorum for a general meeting shall be ten members entitled to vote upon the business to be conducted at the meeting.

16.3. The authorised representative of a Corporate Member shall be counted in the quorum.

16.4. If the meeting has been called by or at the request of the members and a quorum is not present within fifteen minutes of the starting time specified in the notice of the meeting, the meeting is closed.

16.5. If the meeting has been called in any other way and a quorum is not present within half an hour of the starting time specified in the notice of the meeting, the person chairing the meeting must adjourn the meeting. The date, time and place at which the meeting will resume must either be announced by the person chairing the meeting or notified to the CIO's members at least seven clear days before the date on which it will resume.

16.6. If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the charity trustees but may not make any decisions. If decisions are required which must be made by a meeting of members, the meeting must be adjourned.

16.7. If a quorum is not present within fifteen minutes of the start time of the adjourned meeting the members present at the meeting constitute the quorum for that meeting.

17. Chairing of general meetings

17.1. General meetings shall be chaired by the person who has been elected as Chairman under clause 26, if present at the general meeting and willing to act.

17.2. If there is no such person or he or she is not present and willing to act within fifteen minutes of the time appointed for the meeting, a charity trustee, nominated by the charity trustees, shall chair the meeting.

17.3. If there is only one charity trustee present and willing to act, he or she shall chair the meeting.

17.4. If no charity trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.

18. Voting at general meetings

18.1. Except for Associate Members, each member shall have one vote but if there is an equality of votes the person chairing the meeting shall have a casting vote in addition to any other vote he or she may have.

18.2. All voting shall be by members present in person by a show of hands, unless (before or on the declaration of the result of the show of hands) a ballot of the members present is demanded by the person chairing the meeting or by at least 10% of the members present in person at the meeting. A ballot must be taken immediately and the result of a ballot shall be announced at the meeting. There is no voting by post, proxy or electronic means.

18.3. Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the person chairing the meeting shall be final.

19. Representation of Corporate Members

A Corporate Member of the CIO may, in accordance with its usual decision-making process, authorise a person to act as its representative, and to exercise the same powers on its behalf as could be exercised by an individual member of the CIO, at any meeting of the CIO.

20. Adjournment of meetings

20.1. The person chairing a meeting at which a quorum is present may decide, or the members present at a meeting may resolve, that the meeting shall be adjourned to another time and/or place.

20.2. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

20.3. If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice must be given of the reconvened meeting stating the date time and place of the meeting.

21. Proceedings of annual general meetings

The AGM:

21.1. must receive the annual statement of accounts (duly audited or examined where applicable);

21.2. must receive the trustees' annual report;

21.3. must elect Honorary Officers, Governing Officers and other trustees as required under clauses 23 and 26;

21.4. must appoint an auditor or independent examiner for the CIO where required;

21.5. may discuss or transact any other business submitted in writing to the General Secretary not less than 14 days before the date announced for the meeting (provided that voting on any business not specified on the notice of the meeting will be at the discretion of the person chairing the meeting).

22. Patron and Honorary Officers

22.1. The charity trustees may appoint a patron, who shall not be a charity trustee.

22.2. The CIO must have a president, and may have vice-presidents, the number at any time being decided by the charity trustees.

22.3. The President may as and when required by the charity trustees represent the views of the CIO to government departments and other public bodies and organisations. The Vice Presidents may deputise for the President if required. The President and the other Honorary Officers may advise the charity trustees but, subject to sub-clause 23.2, are not involved in the governance of the Charity.

23. Appointment of Honorary Officers

23.1. The President and the Vice Presidents shall be invited by the charity trustees and elected annually at the AGM.

23.2. Subject to clause 22.1, a person who is a charity trustee may separately be appointed as an Honorary Officer and vice versa.

24. Governing Officers

The CIO must have the following Governing Officers, who shall be charity trustees:

24.1. A chairman;

24.2. A treasurer.

25. Charity trustees

25.1. The charity trustees shall manage the affairs of the CIO and may for that purpose exercise all the powers of the CIO. It is the duty of each charity trustee:

25.1.1. to exercise his or her powers and to perform his or her functions as a trustee of the CIO in the way he or she decides in good faith would be most likely to further the purposes of the CIO; and

25.1.2. to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:

25.1.2.1. any special knowledge or experience that he or she has or holds himself or herself out as having; and

25.1.2.2. if he or she acts as a charity trustee of the CIO in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

25.2. Every charity trustee must be an individual member of the CIO and must be aged eighteen or over.

25.3. No one may be appointed a charity trustee if he or she would automatically cease to hold office under the provisions of clause 28.

25.4. No one is entitled to act as a charity trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the charity trustees decide, his or her acceptance of the office of charity trustee.

25.5. The number of charity trustees shall be not less than five nor greater than ten, and shall if possible include at least one member of each of CCF, SCC, ACF and ATC. If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the charity trustees, or appoint a new charity trustee.

25.6. A charity trustee may not appoint anyone to act on his or her behalf at meetings of the charity trustees.

25.7. The first charity trustees of the CIO are:

Wing Commander G Campbell
Major General PJG Corp
Major General IC Dale
WG Doe Esq
Major C Grafton
Major JRW Postle
Brigadier JR Smales
Lieutenant Colonel NS Suffield-Jones
Colonel JS Wilson

They shall hold office as such until the conclusion of the first AGM of the CIO.

26. Appointment of charity trustees

26.1. The CIO in general meeting shall elect the Governing Officers annually and the other Trustees for a term of up to three years. Terms of office of the other charity trustees shall be arranged so that approximately one third of the other charity trustees retire each year. The vacancies so arising may be filled by the decision of the members at the AGM; any vacancies not filled at the AGM may be filled as provided in sub-clause 26.2.

26.2. The charity trustees may at any time decide to appoint a new charity trustee, whether in place of a charity trustee who has retired or been removed in accordance with clause 28 (Retirement and removal of charity trustees) or as an additional charity trustee, for a term expiring at the next AGM. Subject to sub-clause 26.6, they may also appoint charity trustees to act as Governing Officers.

26.3. Each of the charity trustees must retire with effect from the conclusion of the AGM held in the year in which his or her term of office expires but shall be eligible for re-election at that AGM.

26.4. No-one may be elected or appointed as a charity trustee or Governing Officer unless he or she has expressly indicated, in whatever way the charity trustees decide, his or her willingness to be appointed.

26.5. The appointment of a charity trustee, whether by the CIO in general meeting or by the other charity trustees, must not cause the the limit specified in sub-clause 25.5 on the .number of trustees to be exceeded.

26.6. The charity trustees must not appoint a person to be a Governing Officer if a person has already been elected or appointed to that office and has not vacated the office.

27. Information for new charity trustees

The charity trustees will make available to each new charity trustee, on or before his or her first appointment:

27.1. a copy of this constitution and any amendments made to it; and

27.2. a copy of the CIO's latest trustees' annual report and statement of accounts.

28. Retirement and Removal of charity trustees

A charity trustee ceases to hold office if he or she:

28.1. is disqualified from acting as a charity trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);

28.2. ceases to be a member of the CIO;

28.4. becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

28.5. dies;

28.6. retires by notifying the CIO in writing (but only if enough charity trustees will remain in office when the notice of resignation is to take effect to form a quorum for meetings);

or

28.7. is absent without the permission of the charity trustees from three consecutive meetings of the charity trustees and the charity trustees resolve that his or her trusteeship be vacated.

29. Meetings and proceedings of charity trustees

29.1. The charity trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.

29.2. The charity trustees must hold at least two meetings a year.

29.3. The General Secretary must call a meeting of the charity trustees on the request of a Governing Officer or any two Trustees.

29.4. Trustees must be given at least fourteen clear days' notice of a meeting of the charity trustees specifying the business to be transacted. A special meeting of the charity trustees may be called at the direction of the Chairman at not less than four clear days' notice specifying the business to be transacted.

29.5. A meeting of the charity trustees may be held either through attendance in person or by suitable electronic means agreed by the charity trustees in which all participants may communicate with all other participants. Any charity trustee participating in a meeting by such electronic means shall qualify as being present at the meeting. Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

29.6. Questions arising at a meeting shall be decided by a majority of those eligible to vote. In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

29.7. No decision shall be taken at a meeting unless a quorum is present at the time the decision is taken. The quorum shall be two or the number nearest to one third of the total number of charity trustees, whichever is the greater, or such larger number as the charity trustees may decide from time to time. A charity trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.

29.8. If the number of charity trustees is less than the number fixed as the quorum, the continuing charity trustees or charity trustee may act only for the purpose of filling vacancies or of calling a general meeting.

29.9. The person elected as the Chairman shall chair meetings of the charity trustees. If the Chairman is unwilling to preside or is not present within ten minutes after the time of the meeting, the charity trustees present may appoint one of their number to chair that meeting.

29.10. The person appointed to chair meetings of the charity trustees shall have no functions or powers except those conferred by this constitution or delegated to him or her in writing by the charity trustees.

29.11. Any decision by the charity trustees may be taken either:

29.11.1. at a meeting of the charity trustees; or

29.11.2. by resolution in writing or electronic form agreed by all of the charity trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to each of which one or more charity trustees has signified their agreement.

30. Saving provisions

30.1. Subject to sub-clause 30.2, all decisions of the charity trustees, or of a committee of charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:

30.1.1. who was disqualified from holding office;

30.1.2. who had previously retired or who had been obliged by the constitution to vacate office;

30.1.3. who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

30.1.4. whose appointment was subject to a technical defect,

if, without the vote of that charity trustee, and without that charity trustee being counted in the quorum, the decision has been made by a majority of the charity trustees at a quorate meeting.

30.2. Sub-clause 30.1 does not permit a charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the charity trustees or of a committee of charity trustees if, but for sub-clause 30.1, the resolution would have been void, or if the charity trustee has not complied with clause 8 (Conflicts of interest).

30.3. No resolution or act of:

30.3.1. the charity trustees;

30.3.2. any committee of the charity trustees;

30.3.3. the CIO in general meeting,

shall be invalidated by reason of the failure to give notice to any charity trustee or member or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a member or the beneficiaries of the CIO.

31. Permanent Officers and their appointment

31.1. The Permanent Officers of the CIO are the General Secretary and any Assistant General Secretaries, who shall not be charity trustees.

31.2. The Permanent Officers are appointed by the charity trustees as paid employees of the CIO.

32. Delegation by charity trustees

32.1. The charity trustees may delegate any of their powers or functions to a committee of two or more charity trustees and such other members of the CIO as the charity trustees may think fit, and, if they do, they must determine and record in the minute book the terms and conditions on which the delegation is made. The charity trustees may at any time alter those terms and conditions, or revoke the delegation.

32.2. The charity trustees may likewise delegate to the General Secretary such of their powers and functions as they deem necessary for the efficient day-to-day running of the CIO and are consistent with the relevant guidelines issued by the Institute of Chartered Secretaries and Administrators.

32.3. The charity trustees may impose conditions when delegating, including the conditions that:

32.3.1. the relevant powers are to be exercised exclusively by the committee or person to whom they delegate;

32.3.2. no expenditure may be incurred on behalf of the CIO except in accordance with a budget previously agreed with the charity trustees.

32.4. These powers are in addition to the power of delegation in the General Regulations and any other power of delegation available to the charity trustees, but are subject to the following requirements:

32.4.1. the acts and proceedings of any committee must be brought to the attention of the charity trustees as a whole as soon as is reasonably practicable; and

32.4.2. the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

33. The Advisory Committee

33.1. The role of the Advisory Committee is to advise and make representations to the charity trustees and to provide representation of, and exchange of information with, organisations with which the CIO may have dealings.

33.2. The composition of the Advisory Committee shall be as follows:

33.2.1. The President;

33.2.2. The Chairman;

33.2.3. The Treasurer;

33.2.4. The Vice Presidents;

33.2.5. The Chairmen of all other committees of the CIO;

33.2.6. The Chairman of The Territorial Army Rifle Association (TARA);

33.2.7. The Chairman Joint Committee TARA/CCRS;

33.2.8. Representatives of the following organizations or their successors:
NRA, NSRA, BSSRA, CPSA, ARA, Council of RFCAs, CCFA, SCC, ACFA, ATC, Army
HQ;

33.2.9. Other co-opted members.

33.3. The Advisory Committee may co-opt members (who need not be individual members of the CIO) or representatives of organizations (whether incorporated or not and which need not be Corporate Members of the CIO) for a renewable term of up to three years.

33.4. The Advisory Committee shall meet at least once a year.

33.5. The provisions in this constitution for calling and chairing general meetings of the CIO shall apply, with due alteration of details, to meetings of the Advisory Committee. A quorum shall be six.

34. Execution of documents

The CIO shall execute documents by signature. A document is validly executed if it is signed by at least two of the charity trustees.

35. Use of electronic communications

The CIO will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

35.1. the requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form;

35.2. any requirements to provide information to the Commission in a particular form or manner.

36. Keeping of registers

The CIO must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, registers of its members and charity trustees.

37. Minutes

The charity trustees must keep minutes of all:

37.1. appointments of Officers and charity trustees made by the charity trustees;

37.2. proceedings at general meetings of the CIO;

37.3. meetings of the charity trustees and committees of charity trustees including:

37.3.1. the names of the charity trustees and others present at the meeting;

37.3.2. the decisions made at the meetings; and

37.3.3. where appropriate the reasons for the decisions;

37.4. decisions made by the charity trustees otherwise than in meetings;

37.5. proceedings at meetings of the Advisory Committee;

37.6. professional advice obtained, although the detail of such advice may be kept in separate records.

38. Accounting records, accounts, annual reports and returns, register maintenance

38.1. The charity trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of annual statements of accounts, and to the preparation of annual reports and returns. The statements of accounts, reports and returns must be sent to the Charity Commission, regardless of the income of the CIO, within 10 months of the financial year end.

38.2. The charity trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the CIO entered on the Central Register of Charities.

38.3. Annual reports and statements of accounts must be made available, on reasonable notice, for inspection by any member of the CIO.

39. Repair and insurance

The charity trustees must keep in repair and insure to their full value against fire and other usual risks all the buildings owned or leased by the CIO (except those buildings that are required to be kept in repair and insured by a tenant). They must also insure suitably in respect of public liability and employer's liability.

40. Notices

40.1. Any notice required by this constitution to be given to or by any person must be:

40.1.1. in writing; or

40.1.2. given using electronic communications.

40.2. The CIO may give any notice to a member:

40.2.1. personally; or

40.2.2. by sending it by post in a prepaid envelope addressed to the member at his or her address; or

by leaving it at the address of the member; or

40.2.4. by giving it using electronic communications to the member's address; or

40.2.5. for those who are Corporate Members:

40.2.5.1. by publishing it in suitable Cadet journals or newspapers; or

40.2.5.2. by sending it by post to the member's unit.

40.3. A member who does not register an address with the CIO or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the CIO.

40.4. A member present in person at any meeting of the CIO shall be deemed to have received notice of the meeting and of the purposes for which it was called.

40.5. Proof of notice

40.5.1. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

40.5.2. Proof that a notice contained in an electronic communication was sent in accordance with the guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.

40.5.3. A notice shall be deemed to be given:

40.5.3.1. two clear days after the envelope containing it was posted first class or five clear days if posted second class;

40.5.3.2. 48 hours after it was sent as an electronic communication or delivered by hand to the relevant address;

40.5.3.3. seven clear days after the publication of a journal or newspaper containing the notice;

40.5.3.4. on being handed to a member, or the authorised representative of a Corporate Member, personally;

40.5.3.5. as soon as a member acknowledges receipt.

40.6. A technical defect in the giving of the notice of which the charity trustees were unaware at the time does not invalidate decisions taken at a meeting. The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by the CIO.

41. Rules and Regulations

41.1. The charity trustees may from time to time make such reasonable and proper rules and regulations as they may deem necessary or expedient for the proper conduct and management of the CIO, but such rules and regulations must not be inconsistent with any provision of this constitution.

41.2. The rules may cover the conduct of shooting competitions and related training, the resolution of disputes and the award of prizes. The regulations may cover any other matters.

41.3. Copies of any such rules or regulations currently in force must be made available to any member of the CIO on request.

42. Disputes

If a dispute arises between members of the CIO about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

43. Amendment of constitution

As provided by section 224-227 of the Charities Act 2011:

43.1. This constitution can only be amended:

43.1.1. by resolution agreed in writing by all members of the CIO; or

43.1.2. by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the CIO.

43.2. Any alteration of clause 3 (Objects), clause 44 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members of the CIO or persons connected with them, requires the prior written consent of the Charity Commission.

43.3. No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.

43.4. A copy of any resolution altering the constitution, together with a copy of the CIO's constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

44. Voluntary winding up or dissolution

44.1. As provided by the Dissolution Regulations, the CIO may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the CIO can only be made:

44.1.1. at a general meeting of the members of the CIO called in accordance with clause 14 (General meetings of members), of which not less than 28 clear days' notice has been given to those eligible to attend and vote:

44.1.1.1. by a resolution passed by a 75% majority of those voting, or

44.1.1.2. by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting;

or

44.1.2. by a resolution agreed in writing by all members of the CIO.

44.2. Subject to the payment of all the CIO's debts:

44.2.1. Any resolution for the winding up of the CIO, or for the dissolution of the CIO without winding up, may contain a provision directing how any remaining assets of the CIO shall be applied.

44.2.2. If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of the CIO shall be applied.

44.2.3. In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the CIO.

44.3. The CIO must observe the requirements of the Dissolution Regulations in applying to the Commission for the CIO to be removed from the Register of Charities, and in particular:

44.3.1. the charity trustees must send with their application to the Commission:

44.3.1.1. a copy of the resolution passed by the members of the CIO;

44.3.1.2. a declaration by the charity trustees that any debts and other liabilities of the CIO have been settled or otherwise provided for in full; and

44.3.1.3. a statement by the charity trustees setting out the way in which any property of the CIO has been or is to be applied prior to its dissolution in accordance with this constitution;

44.3.2. the charity trustees must ensure that a copy of the application is sent within seven days to every member and employee of the CIO, and to any charity trustee of the CIO who was not privy to the application.

44.4. If the CIO is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

45. Interpretation

In this constitution:

“**connected person**” means:

(a) a child, parent, grandchild, grandparent, brother or sister of the charity trustee;

(b) the spouse or civil partner of the charity trustee or of any person falling within sub-clause (a) above;

- (c) a person carrying on business in partnership with the charity trustee or with any person falling within sub-clause (a) or (b) above;
- (d) an institution which is controlled –
 - (i) by the charity trustee or any connected person falling within sub-clause (a), (b), or (c) above; or
 - (ii) by two or more persons falling within sub-clause (d)(i), when taken together
- (e) a body corporate in which –
 - (i) the charity trustee or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or
 - (ii) two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest.

Section 118 of the Charities Act 2011 applies for the purposes of interpreting the terms used in this constitution.

“General Regulations” means the Charitable Incorporated Organisations (General) Regulations 2012.

“Dissolution Regulations” means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.

The **“Communications Provisions”** means the Communications Provisions in [Part 10, Chapter 4] of the General Regulations.

“charity trustee” means a charity trustee of the CIO.

A **“poll”** means a counted vote or ballot, usually (but not necessarily) in writing.

A **“Corporate Member”** means an organisation or corporate body admitted to membership under sub-clause 10.2.

An **“individual member”** means a natural person admitted to membership under sub-clause 10.1.

“the unincorporated CCRS” means The Council for Cadet Rifle Shooting, registered charity No. 284838, which the CIO is replacing.

The titles of the organisations or corporate bodies shown in abbreviated form in sub-clause 33.2.8 are familiar to persons involved in the governance of target shooting or cadet activities and are available from the General Secretary of the CIO.

APPENDIX A

Benefits and Payments to Charity Trustees and Connected Persons

(see clause 8 of this constitution)

A1. Scope and powers permitting trustees' or connected persons' benefits

A1.1. A charity trustee or connected person may receive a benefit from the CIO as a beneficiary of the CIO provided that a majority of the trustees do not benefit in this way.

A1.2. A charity trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the CIO where that is permitted in accordance with, and subject to the conditions in, sections 185 to 188 of the Charities Act 2011.

A1.3. Subject to clause A2 of this Appendix a charity trustee or connected person may provide the CIO with goods that are not supplied in connection with services provided to the CIO by the charity trustee or connected person.

A1.4. A charity trustee or connected person may receive interest on money lent to the CIO at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).

A1.5. A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the CIO. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

A1.6. A charity trustee or connected person may take part in the normal trading and fundraising activities of the CIO on the same terms as members of the public.

A2. Payment for supply of goods only - controls

The CIO and its charity trustees may only rely upon the authority provided by sub-clause A1.3 of this Appendix if each of the following conditions is satisfied:

A2.1. The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the CIO and the charity trustee or connected person supplying the goods ("the supplier") under which the supplier is to supply the goods in question to or on behalf of the CIO.

A2.2. The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.

A2.3. The other charity trustees are satisfied that it is in the best interests of the CIO to contract with the supplier rather than with someone who is not a charity trustee or connected person. In reaching that decision the charity trustees must balance the advantage of contracting with a charity trustee or connected person against the disadvantages of doing so.

A2.4. The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the CIO.

A2.5. The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting.

A2.6. The reason for their decision is recorded by the charity trustees in the minute book.

A2.7. A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised in this Appendix.

A3. In clauses A1 and A2 of this Appendix:

A3.1. "the CIO" includes any company in which the CIO:

A3.1.1. holds more than 50% of the shares; or

A3.1.2. controls more than 50% of the voting rights attached to the shares; or

A3.1.3. has the right to appoint one or more directors to the board of the company;

A3.2. "connected person" includes any person within the definition set out in clause 45 (Interpretation).

As approved at a Special General Meeting of the unincorporated CCRS on 4 March 2013

A handwritten signature in black ink, consisting of several overlapping, stylized lines.

Signed:

P J G Corp

Trustee