

NATIONAL RIFLE ASSOCIATION (The Association)

BY-LAWS OF THE COUNCIL

(Pursuant to Rule 6 (d) of the Second Schedule to the Royal Charter)

(Adopted by the Council on 9th May 2003)

(Amended 3rd August 2004)

(Amended 15th October 2009)

(Amended 4th January 2010)

(Amended 16th March 2011)

(Amended 19th October 2019)

1. Election of Vice-Chairman of the Council

The Vice-Chairman shall be chosen annually at the Meeting of the Council next after 31st July in each year.

2. Provision for Chairmanship in Absence of Chairman and or Vice-Chairman

In case of absence of the Chairman or of his incapacity to act, such powers as are conferred upon the Chairman may be exercised by the Vice-Chairman. In the absence of the Chairman and of the Vice-Chairman, the chair at a Council Meeting shall be taken by a Member of the Council chosen by a majority of Members of the Council who are present.

3. Dates of Council Meetings

The Council shall meet at least five times annually on such dates and at such times as the Chairman shall direct.

4. Special Meetings

Special Meetings of the Council may be summoned by the Chairman or Vice-Chairman on their own authority, or by the Secretary General or at the request of not less than 3 members of the Council.

5. Notice of Meetings and Agenda

The Agenda papers for each Council Meeting shall be sent to the Members not less than five clear days before each Meeting, and the business of the Council shall be confined to the subjects therein mentioned and to such other business as may be accepted by the Chairman of the Meeting.

6. Casting Vote

In the case of an equality of votes upon any question the Chairman of the Meeting shall have a second or casting vote.

7. Committees

The following Committees shall be appointed responsible to the Council with composition determined by the Council from time to time:

a. Remuneration Committee

To be responsible for the terms and conditions of employment of all NRA and NSC staff earning salaries of £35,000 or higher.

b. Audit Committee

To supervise the annual audit of the Association and to deal with matters arising from the audit.

c. Investment Committee

To monitor and review the Association's financial investments, recommending changes to the Council as appropriate.

Other Tasks

From time to time the Council may without prejudice to the generality of the powers of the above Committees allot to the above Committees specific additional roles and responsibilities. The Council may also vary them as it may decide.

The Council may also, as it deems necessary, establish temporary committees to address specific issues. These will be known as Working Groups and will always be chaired by a member of the Council; other members of the Working Group may be drawn from the General Council and / or the wider membership of the Association. Such Working Groups will be wound up once they have dealt with the issue they were established to address.

All committees of Council may conduct business as they deem necessary - formal meetings, teleconferencing, written correspondence, email and other means are all acceptable. The Chairman of each committee is responsible for ensuring that appropriate records are kept to support the committee's findings.

Committees of Council exist for the purpose of providing advice to Council and will not normally be delegated any actual authority of decision on Council's behalf. Such authority may only be granted by a Resolution of the Council (which can include the adoption of Terms of Reference for the committee) and only for specific decisions identified in the Resolution (or the adopted Terms of Reference).

8. Disciplinary Body

The Council shall establish and maintain a Disciplinary Code which defines the operation of the Disciplinary Body.

9. <deleted - superseded>

10. Retirement of Members

- a. The Secretary General shall ascertain and include on the Agenda paper for the meeting of the Council next before July in each year the names of those elected Members of the Council who will shortly be due for retirement and ascertain whether they are willing to be re-elected.
- b. The Secretary General will inform Members of the General Council by the 14th August in each year of those elected Members who are willing to be re-elected.

11. Casual Vacancies on the Council

Whenever a vacancy on the Council shall occur amongst the Elected Members, otherwise than by the expiration of the period for which such Member may have been elected, the Secretary General shall as soon as possible announce such vacancy by sending notice thereof to each Member of the General Council and invite the election of a new Elected Member of the Council.

12. Corporate Seal

The Seal shall under no circumstances be affixed to any document except by resolution of the Council. Every document sealed shall be counter-signed by the chairman of the meeting at which the resolution is passed, or by a Council Member appointed by the Chairman, and by the Secretary General.

13. Books of the Accounts

The accounts of the Association shall be kept by an accountant under the control of the Secretary General.

14. Financial Statement

At each Meeting of the Council a financial statement shall be presented and a summary attached to the Minutes.

15. Orders of Goods and Services

All orders must be given on the Association printed order forms or headed paper, and must be signed by the Secretary General or by a member of staff authorised by him.

16. Absence of the Secretary General

In the absence or incapacity of the Secretary General his duties shall be performed by a person appointed by the Council or by the Chairman or, in his absence, the Vice-Chairman if no meeting of the Council is held.

17. Written Resolutions

The Council may use Written Resolutions to conduct business outside of formal meetings. Written Resolutions are intended for business that is non-contentious but may also be used if, in the opinion of the Chairman or Vice Chairman, it is not practical to convene a meeting within the requisite timescale. If an issue requires significant discussion, it should instead be included in the agenda of a Council meeting if at all possible.

A Written Resolution will usually be sent (normally by email, exceptionally in writing) to all Members of Council by the Secretary General, though the Chairman or Vice Chairman may distribute a Written Resolution if necessary or appropriate. Members of Council will be given at least 5 days to respond - though exceptionally the Chairman or Vice Chairman may authorise a shorter response time for urgent business.

A Written Resolution will be passed if at least 75% of the Members of Council agree it (by email or in writing) within the response time - provided that no Member of Council registers an objection to it within that time. Any Written Resolution which is so objected to by any Member of Council must be brought to a formal meeting of Council to be discussed and voted on.

The originator of each Written Resolution will inform all Members of Council whether it has been passed or whether it needs to be addressed in a meeting.

The Secretary General will keep records of all the responses received from Members of Council to each Written Resolution.