

**The Companies Act 2006**

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**Private Company Limited by Guarantee**

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**Articles of Association**

of

**Bowls Scotland (the “Company”)**

**(adopted on 15 December 2010 and amended by special resolutions passed on 23 November 2011, 5 October 2012, 21 November 2012, 19 November 2014, 18 November 2015 and 28 November 2020, 23 November 2022)**

**1 Interpretation**

1.1 In these Articles, unless the context otherwise requires:

<b>“Act”</b>	means the Companies Act 2006;
<b>“Affiliate Member”</b>	means as an affiliate member of the Company as set out in Article 3.1.4;
<b>“Anti-Doping Policy”</b>	means a policy in accordance with the requirements of the World Anti-Doping Agency or any other successor body;
<b>“Annual General Meeting”</b>	means a General Meeting of the Company to be held each year in accordance with Article 9.1;
<b>“Appointment Cycle”</b>	means, in respect of each Director, a quadrennial period which commences on the date of appointment of the relevant Director and ends on the close of the first Annual General Meeting which takes place following the end of that quadrennial period;
<b>“Articles”</b>	means the Company’s articles of Company for the time being in force;
<b>“Associate Member”</b>	means an associate member of the Company as set out in Article 3.1.3;
<b>“Board”</b>	means the board of Directors from time to time of the Company;
<b>“Board Members”</b>	has the meaning given in Article 4.1;
<b>“Business Day”</b>	means a day (other than a Saturday, Sunday or public holiday) when banks in Glasgow are open for business;
<b>“C.E.O”</b>	means the Chief Executive Officer of the Company from time to time who shall carry out executive and secretarial functions for the Company and shall not, for the avoidance of doubt, sit on the Board;

<b>“Chairperson”</b>	means a Director of the Company appointed in accordance with Article 4, who is appointed as the chairperson of the Board;
<b>“Company”</b>	means Bowls Scotland, a company incorporated in Scotland under the Companies Act (Company Number: SC386410);
<b>“Directors”</b>	has the meaning given in Article 4.1;
<b>“Disciplinary Committee”</b>	means the committee appointed in accordance with the Disciplinary Rules and Procedures;
<b>“Disciplinary Rules and Procedures”</b>	means the disciplinary rules and procedures adopted by the Board and published by the Company as binding on all Members (but which shall not, for the avoidance of doubt, deal with employees of the Company);
<b>“District Co-ordinator”</b>	means a co-ordinator appointed in respect of a District in accordance with these Articles and the Laws;
<b>“District”</b>	means a district as defined by the Board and published in the Laws;
<b>“General Meeting”</b>	means a general meeting of the Members of the Company whether or not it is an Annual General Meeting;
<b>“Honorary Member”</b>	means an honorary member of the Company as set out in Article 3.1.1;
<b>“Laws”</b>	means any laws, rules, bye-laws, codes of conduct, disciplinary rules or any other rules and/or laws of any kind adopted by the Board and published by the Company as binding on the Members which shall include the Laws of the Sport and all laws, rules, bye-laws, codes of conduct, disciplinary rules or any other rules and/or laws of the S.B.A and the S.W.B.A in so far as they are not superseded by any laws, rules, bye-laws, codes of conduct, disciplinary rules or other rules and/or laws of the Company;
<b>“Laws of the Sport”</b>	means the laws relating to the Sport as recognised by the National, European or World Governing Body of the Sport;
<b>“Member Club”</b>	means a club being a member of the Company as set out in Article 3.1.2;
<b>“Member”</b>	means an Honorary Member, Member Club, Associate Member or Affiliate Member;
<b>“Model Articles”</b>	means the model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 201313 (SI 2008/3229) as amended prior to the date of adoption of these Articles;
<b>“Persons”</b>	means a Member or any member, office bearer, official, employee, coach, referee, umpire, adult helper, contractor, worker, agent, volunteer or representative of a Member or affiliated to a Member;
<b>“Presidents”</b>	means the respective Presidents of the Company appointed in accordance with Article 7.1;

<b>“Registered Member”</b>	means all registered members of a Member Club, Associate Member or Affiliate Member notwithstanding whether or not such individual takes part in competitions or otherwise;
<b>“S.B.A”</b>	means the Scottish Bowling Association;
<b>“S.W.B.A”</b>	means the Scottish Women’s Bowling Association;
<b>“Sport”</b>	means the sport of bowling;
<b>“Vice-Presidents”</b>	means the respective Vice-Presidents of the Company appointed in accordance with Article 7.1; and
<b>“Voting Member”</b>	means any Member entitled to vote at a meeting of the Company under the terms of these Articles being Member Clubs and Associate Members.

1.2 Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Model Articles shall have the same meanings in these Articles, subject to which and unless the context otherwise requires, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles.

1.3 Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of any subordinate legislation from time to time made under it and any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.

1.4 The Model Articles shall apply to the Company, except insofar as they are modified or excluded by these Articles. In the event of conflict or inconsistency between these Articles and the Model Articles, these Articles shall govern and prevail.

1.5 Unless the context otherwise requires the singular shall include the plural, the masculine shall include the feminine and the feminine shall include the masculine and bodies corporate and unincorporated.

1.6 Any reference in these Articles to the C.E.O shall, in the event that no C.E.O is appointed, be deemed to refer to the Board.

## **2 Objects and Assets**

2.1 The objects of the Company shall be:

2.1.1 to acquire the property, assets and undertakings of S.B.A and S.W.B.A and to enter into any agreements for that purpose;

2.1.2 to act as the governing body of the Sport in Scotland; and

2.1.3 to foster, safeguard, promote and control the Sport in Scotland.

2.2 The Company shall have the power to do all lawful acts and things to further the foregoing objects. The objects in Article 2.1 shall not be restrictively interpreted and the widest interpretation shall be given to them.

2.3 The income and property of the Company shall be applied solely towards the promotion of the objects of the Company and no portion of the income or property of the Company shall be paid or transferred directly or indirectly to any Member provided that nothing in these Articles shall prevent any payment in good faith by the Company:

- 2.3.1 of reasonable and proper remuneration to any Member, officer or servant of the Company for any services rendered to the Company and of travel and out-of-pocket expenses necessarily incurred in carrying out their duties;
  - 2.3.2 of interest on money lent by a Member at a rate per annum not exceeding 2% less than the Bank of England base rate or 6% whichever is the greater; or
  - 2.3.3 of a reasonable and proper rent for premises let by any Member of the Company to the Company.
- 2.4 If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property whatsoever it shall not be paid to or distributed among the Members but given or transferred to some other body having objectives similar to the objectives of the Company and restrictions as set out in Article 2.3 above, such body or bodies to be determined by the Members at or before the time of dissolution or, if no such body is determined, to a charitable body with objects similar to those of the Company.

### **3 Membership**

- 3.1 There shall be the following classes of Membership:

3.1.1 Honorary Membership

Being those who by virtue of their position among bowlers or in view of their exceptional service to the Company or its predecessors and/or to the Sport in Scotland have the recommendation of the Board and the approval of the Annual General Meeting. All retiring Presidents shall be nominated for Honorary Membership of the Company at the Annual General Meeting immediately following the end of their term as President, in terms of these Articles;

3.1.2 Club Membership:

Being properly constituted bowling clubs (as determined by the Board in accordance with the Laws) who on application as mentioned in Article 3.3 to the Board in addition to payment of the appropriate subscription, may be accepted into this class of Membership;

3.1.3 Associate Membership:

Being any properly constituted and organised (as determined by the Board in accordance with the Laws) county or city bowling association in Scotland who on application as mentioned in Article 3.3 to the Board in addition to payment of the appropriate subscription, may be accepted into this class of Membership;

3.1.4 Affiliate Membership:

Being any properly constituted and organised (as determined by the Board in accordance with the Laws) amateur bowling association or club (other than those provided for in Article 3.1.2 and 3.1.3 above) who on application as mentioned in Article 3.3 to the Board, in addition to payment of the appropriate subscription, may be accepted into this category of membership, and who in all cases have satisfied the requirements of Article 3.3.

- 3.2 The voting rights of the Members shall be as set out in Article 3.4. Only Member Clubs shall be bound by the guarantee set out in the Model Articles. All Members shall be entitled to attend General Meetings but only Member Clubs and Associate Members shall be entitled to speak and vote at General Meetings.

- 3.3 Admission to Membership and Laws

- 3.3.1 All applicants for Membership shall be required to complete the Application for Membership form provided by the Board or shall be admitted to Membership in a manner determined by the Board and shall provide such further particulars as set out in the Laws or as the Board shall, acting reasonably, deem proper. All members of the S.B.A and the S.W.B.A (other than any individual members of the S.W.B.A), shall, as at the date of adoption of these Articles be deemed to be Members of the Company in such category as the Board determines.
  - 3.3.2 In signing the Membership form or being admitted as a Member of the Company the Member agrees that the Member and all the individual members of the Member shall be deemed to be and be in fact bound by the Laws and in particular the Disciplinary Rules and Procedures. All Members shall be required to cooperate in the enforcement of the Laws and to adhere to the Laws and further to require individuals in their membership to adhere to the Laws and to obtain the consent of their individual members to this jurisdiction. For the avoidance of doubt any club or Persons affiliated to a Member of the Company which or who is not a Member shall be recognised as being indirectly affiliated to the Company and will thus be deemed to accept the Laws.
  - 3.3.3 The policy rules and conditions for admission to Membership and the payment of capitation fees for all classes of Membership shall be fixed by the Board and subject to approval at the Annual General Meeting.
  - 3.3.4 In all cases, the decision of the Board on applications for Membership, renewal of Membership and decisions on whether or not they should be accepted, shall be the sole responsibility of the Board and in the event that any application is refused, the Board shall not be under any obligation to give any reason for such refusal.
  - 3.3.5 All rules, bye-laws, codes of conduct, disciplinary rules and other rules of the S.B.A (in respect of the Gents of the Company) and the S.W.B.A (in respect of the Ladies of the Company) shall continue to apply unless they are superseded by any rules, bye-laws, codes of conduct, disciplinary rules or other rules of the Company. In the event of any inconsistency, the rules, bye-laws, codes of conduct, disciplinary rules and any other rules of the Company shall apply in relation to all Members and Persons.
- 3.4 Rights and Privileges of Members
- 3.4.1 Honorary Members shall not (in their capacity as such) have the right to vote at any General Meeting of the Company and shall not be liable for the guarantee as set out in the Model Articles.
  - 3.4.2 Member Clubs, in addition to being liable for the guarantee as set out in Article 2 of the Model Articles, shall have the full powers, privileges and liabilities of Members as set out in these Articles and shall be entitled to one vote each at any General Meeting of the Company.
  - 3.4.3 Associate Members shall not be liable for the guarantee as set out in Article 2 of the Model Articles and shall have no liability for the liabilities of the Company nor any interest in the assets of the Company but they shall be entitled to one vote each at any General Meeting of the Company.
  - 3.4.4 Affiliate Members shall not be liable for the guarantee as set out in Article 2 of the Model Articles and shall have no liability for the liabilities of the Company nor any interest in the assets of the Company nor shall they be entitled to vote at any General Meeting of the Company.
- 3.5 Retiral or Resignation of Membership
- Notice of retiral or resignation from Membership of the Company or from any of its

committees, or subcommittees is to be intimated in writing to the C.E.O of the Company. Membership fees for the full year in which the Member retires or resigns may be payable at the discretion of the Board.

### 3.6 Registered Members

All Member Clubs, Associate Members and Affiliate Members shall maintain a full and comprehensive list of all Registered Members of that Member Club, Associate Member or Affiliate Member and shall (in accordance with Article 12.2) make such information available to the Company for inspection as may reasonably be required. All individuals participating in the Sport or the affairs of the Company must be registered as a Registered Member of a Member Club, Associate Member or Affiliate Member. For the avoidance of doubt, capitation fees shall be payable in respect of every Registered Member of each Member Club, Associate Member or Affiliate Member. Any Member Club, Associate Member or Affiliate Member not complying with this Article 3.6 may, at the discretion of the Board, not be entitled to vote at the Annual General Meeting of the Company in the relevant year.

## 4 The Board of Directors

4.1 The Board shall be comprised only of individuals being natural persons, who may or may not be Members, in good standing who must be over eighteen years of age (“**Directors**” or “**Board Members**”). Unless otherwise determined by an ordinary resolution, the number of Directors on the Board shall be not more than ten and not less than two and the Board must comprise of at least one Director of each gender. The Board of Directors shall, subject to the provisions of Articles 4.7 and 4.8, be elected prior to an Annual General Meeting by postal ballot in accordance with Article 4.9 to Article 4.12 and elections for seats on the Board shall be open and transparent.

4.2 Unless otherwise determined by ordinary resolution, the Board shall include Directors holding the following positions:

- 4.2.1 an executive Director of Development;
- 4.2.2 an executive Director of Marketing, Branding and Communications;
- 4.2.3 an executive Director of Finance;
- 4.2.4 an executive Director of Governance;
- 4.2.5 an executive Director of Competitions and Events; and
- 4.2.6 a non-executive Chairperson,

with details of each Director’s (other than the non-executive Chairperson’s) role and responsibilities being set out more fully in the ballot papers circulated to the Voting Members in accordance with Article 4.10.

4.3 The Chairperson shall chair all meetings of the Board and in the event of an equality of votes at a meeting of the Board, have a casting vote.

4.4 The Board Members shall not have power to appoint alternate Board Members.

4.5 Subject to the provisions of Article 4.6 to Article 4.8, each Director shall serve a regular term that represents an Appointment Cycle. Subject to the provisions of Article 4.6 to Article 4.8 and save in exceptional circumstances, a Director may be considered for reappointment or a new appointment at the end of an Appointment Cycle. Where a Director is not, or is not eligible to be, considered for such reappointment or a new appointment he shall retire at the end of such Appointment Cycle. For the avoidance of doubt, Directors of the Company who were in office continuously from prior to 21 November 2012 until 18 November 2015 shall, notwithstanding the foregoing, be required to be considered for reappointment or a new

appointment at the Annual General Meeting taking place in 2016.

- 4.6 No person shall be entitled to serve as a Director for a continuous period extending beyond the end of the second consecutive Appointment Cycle applicable to that Director after the original date of their appointment. As such, all Directors shall retire at close of the Annual General Meeting at the end of the second consecutive Appointment Cycle applicable to that Director. Following such retirement, a Director shall not be eligible to be appointed, elected or co-opted as a Director until a time falling on or after the close of the next following Annual General Meeting.
- 4.7 Any vacancy occurring at any time on the Board may be filled by the appointment of any natural person as a Director by the Board having regard to maintaining the proper skills, knowledge and representation balance on the Board in accordance with Article 4.1. Any Director appointed by the Board in accordance with this Article 4.7 shall retire at the close of the Annual General Meeting immediately following his appointment, unless he is re-appointed at the close of that Annual General Meeting by a postal ballot in accordance with Article 4.10 to Article 4.12. A natural person appointed (or re-appointed, as the case may be) to the Board, following a postal ballot held in accordance with Article 4.10 to Article 4.12, to fill such vacant position at the close of an Annual General Meeting, shall be appointed until the end of the Appointment Cycle applicable to that Director (such Appointment Cycle being deemed to have commenced on the date of the Director's appointment by the Board in accordance with this Article 4.7).
- 4.8 The Board shall have power at any time to co-opt up to four persons as Directors of the Company, for instance where specialist knowledge is required, so long as the Board has regard to maintaining the proper skills, knowledge and representation balance on the Board in accordance with Article 4.1. Any such co-opted Director shall hold office until the date of the second Annual General Meeting following their co-option whereupon they may be re-appointed at the close of that Annual General Meeting by a postal ballot in accordance with Article 4.10 to Article 4.12 until the end of the Appointment Cycle applicable to that Director (such Appointment Cycle being deemed to have commenced on the date of the Director's co-option by the Board in accordance with this Article 4.8). The Board shall also have power to appoint persons who are not on the Board to serve on committees or sub-committees.
- 4.9 All Board Members (other than those appointed under Article 4.7 or Article 4.8) shall be appointed following a postal ballot of the Voting Members in accordance with Article 4.10.
- 4.10 Persons shall be nominated for a specified elected Board position not less than 35 clear days before the date appointed for an Annual General Meeting. Such nominations shall be given to the Company by written notice signed by or on behalf of a Voting Member, such notice stating the Board position for which that person is being nominated and having been signed by that person to confirm his/her willingness to be appointed. Following close of the nomination period, the Board shall arrange for a postal ballot to commence. Such postal ballot shall commence at least 28 clear days prior to the Annual General Meeting and shall close at 5pm three clear Business Days before the Annual General Meeting. In the event of only one nomination being received for a vacant position on the Board that nominee shall be elected if at least thirty per cent of the Voting Members' properly recorded votes are in favour of that nominee's election. If there are two or more candidates for one position on the Board then the person for whom the highest number of properly recorded votes is cast shall be declared elected and in the event of an equality of votes the Chairperson shall have a casting vote.
- 4.11 Subject to the provisions of the Act, no person shall be appointed or re-appointed as a Board Member at any General Meeting or by postal ballot unless:
- 4.11.1 they are recommended by the Board; or
- 4.11.2 they have been nominated and elected in accordance with Article 4.10 and furthermore, at least 28 clear days prior to the relevant Annual General Meeting details of that person's curriculum vitae are made available on the Company's

website (and the Members consent to the communication of the Curriculum vitas via the Company's website for the purpose of Article 34 of the Model Articles),

and Article 17.1 of the Model Articles shall be modified accordingly.

- 4.12 The successful candidates shall be informed of their appointment by the C.E.O or, whom failing, a Director on the Business Day prior to the relevant Annual General Meeting of the Company and their appointment will take effect from close of the relevant Annual General Meeting.

#### **4A Remit of the Chairperson and C.E.O**

- 4A.1 The Board has responsibility for the supervision and management of the Company and its business.

#### **4A.2 C.E.O**

- 4A.2.1 The C.E.O has direct charge of the Company's business on a day-to-day basis and is accountable to the Board for the financial and operational performance of the Company's business. The C.E.O shall also manage the Board's business and act as its facilitator. This will include planning and managing Board and Board committee meetings and providing guidance on Board and management responsibilities. The C.E.O will use his reasonable endeavours to develop the effectiveness of the Board and to improve Director training.

#### **4A.3 Chairperson**

- 4A.3.1 The Chairperson shall be the highest elected position in the Company. The responsibilities of the Chairperson shall be to preside at all meetings of the Board. The Chairperson shall be a full voting member of the Board, and have the right to attend the meetings of all committees.

- 4A.3.2 The division of responsibilities between the Chairperson of the Board and the C.E.O is clearly defined. The Chairperson leads the Board in the determination of its strategy and in the achievement of its objectives and is responsible for organising the business of the Board, ensuring its effectiveness and setting its agenda. The Chairperson is a non-executive Director and has no involvement in the day-to-day business of the Company. The Chairperson facilitates the effective contribution of the Directors and constructive relations between management and Directors, ensures Directors receive accurate, timely and clear information and facilitates effective communication with key stakeholders.

### **5 Proceedings of the Board**

- 5.1 The office of a Board member shall be vacated if:

5.1.1 they become incapable by reason of illness or injury of managing and administering their property and affairs;

5.1.2 they cease to be a Board Member by virtue of any provision of the Act or the Company Directors Disqualification Act 1986 or they become prohibited by law from being a director;

5.1.3 they become bankrupt or make any arrangement or composition with their creditors generally;

5.1.4 they resign from office by notice to the Company;

5.1.5 they are removed from office by resolution duly passed pursuant to Section 168 of



the Act; or

- 5.1.6 they shall for more than six consecutive months have been absent without permission of the Board from meetings of the Board held during that period and the Board resolves that their office be vacated.
- 5.2 Any Director who becomes ineligible to hold a position as a Director, for any reason, must immediately inform the Company of this event and forthwith vacate their position as a Director of the Company.
- 5.3 The quorum for the transaction of business of the Board shall be a simple majority of the Board Members for the time being in office.
- 5.4 A Board member may participate in a meeting of the Board by means of conference telephone, video conferencing or other similar communications equipment whereby all the members of the Board participating in the meeting can hear each other and the members of the Board participating in a meeting in this manner shall be deemed to be present in person at such meeting for the purpose of Article 5.3 herein.
- 5.5 The Board Members shall meet at regular intervals as determined by the Board but shall not meet less than four times in any calendar year.
- 5.6 Subject to the provisions of the Articles, the Board Members may regulate their proceedings as they think fit.
- 5.7 The Board may, in accordance with the requirements set out in this Article and the Act, authorise any matter or situation proposed to them by any Board Member which would, if not authorised, involve a Director breaching their duty under Section 175 of the Act to avoid conflicts of interest and Article 14 of the Model Articles shall be modified accordingly. Any authorisation given under this Article will be effective only if:
  - 5.7.1 the matter in question shall have been proposed by any Board Member for consideration at a meeting of the Board in the same way that any other matter may be proposed to the Board under the provisions of these Articles or in such other manner as the Board may determine;
  - 5.7.2 any requirement as to the quorum at the meeting of the Board at which the matter is considered is met without counting the Board member in question; and
  - 5.7.3 the matter was agreed to without the Board member in question voting or would have been agreed to if their vote had not been counted.

## **6 Powers of Board Members**

- 6.1 The Board shall have power:
  - 6.1.1 to determine the policy to be followed in carrying out the objectives of the Company as specified in these Articles. The Board shall further have power to make, maintain, publish and enforce all necessary policies, statements, codes of conduct, codes of ethics, standing orders, bye-laws, rules and regulations in connection with the said objectives and the Sport including the Disciplinary Rules and Procedures but any Disciplinary Rules and Procedures adopted by the Board shall be ratified by the Members at the next following Annual General Meeting;
  - 6.1.2 to delegate any of its powers to a duly appointed subcommittee, panel, working group or individuals whether or not the persons to whom the powers are delegated are members of the Board, the members of such subcommittee or working group will elect a chairman from their number and such chairman will have a casting vote;

- 6.1.3 to carry out the objects of the Company excepting such of them as are under these Articles only capable of being dealt with by the Company in General Meeting;
  - 6.1.4 to prohibit any act or practice by Members or Persons which in the opinion of the Board are or were detrimental to the interests of the Sport and to deal with any Member or Person disregarding such prohibition in such manner as it may think proper;
  - 6.1.5 to impose penalties and sanctions on Members and/or Persons for misconduct in accordance with the procedures set out in the Laws;
  - 6.1.6 to require the Members and Persons and others over whom it may have jurisdiction to ensure that their members and individuals accept, comply with and adhere to these Articles and the Laws;
  - 6.1.7 to nominate representatives to other bodies to represent the Company; and
  - 6.1.8 to alter the boundaries of any District.
- 6.2 Subject to the provisions of the Act and the Articles and to any directions given by Special Resolution, the business of the Company shall be managed by the Board Members and the C.E.O who may exercise all the powers of the Company. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the Board Members and/or the C.E.O which would have been valid if that alteration had not been made or that direction had not been given.
- 6.3 The Company's policy is to promote good practice and compliance without prejudice to this generality by adopting after appropriate consultation with the Members Codes of Conduct and Ethics with particular reference to child protection issues, as also for coaches and the Board shall introduce and maintain an Anti-Doping Policy.

## **7 Presidents and Vice-Presidents**

- 7.1 In addition to the Board, there shall also be a President; a Vice-President and a Junior Vice President of the Company, who shall represent the Company and shall be approved by the Members at the Annual General Meeting of the Company on an annual basis and upon such conditions as shall be approved by the Board.
- 7.2 The Presidents and Vice-Presidents shall not sit on the Board but shall be entitled to receive notice of and attend and speak at all meetings of the Board although shall have no right to vote.

## **8 District Co-ordinators**

All matters relating to each District Co-ordinator including their appointment, rights and responsibilities shall be governed by the Laws.

## **9 General Meetings**

- 9.1 The Annual General Meeting of the Company shall be held each year not earlier than Thirtieth September and prior to the Twenty fourth day of December at such time and place as the Board shall determine. The Agenda shall be prepared by the Board and issued as part of the notice of the meeting or made available on the Company's website at least twenty one days prior to the due date.
- 9.2 Notice of the Annual General Meeting shall include the date, time and place of the meeting, details of any person recommended by the Board or nominated by the Members to sit on the Board and any resolution proposed by a Member in accordance with Article 9.13 below and shall be sent to all Members and the Board at least twenty one days prior to the due date for

the meeting. The notice calling the Annual General Meeting shall be accompanied by such written reports and other documents (including a copy of the accounts) as may be relevant to the proposed business of the Annual General Meeting.

- 9.3 Voting at all General Meetings is restricted to Voting Members who have one vote and persons with validated Proxy votes as per Article 9.17.
- 9.4 A resolution put to the vote of a General Meeting must be decided on a show of hands unless a poll (in physical or electronic form) is duly demanded in accordance with the Act and the Model Articles.
- 9.5 No business shall be transacted at any General Meeting unless there are present (either in person or by proxy) 10% of the Voting Members. If after thirty minutes there is still no quorum present, the C.E.O will be instructed to call another Annual General Meeting within Fifty Six days. At the second meeting the business of such an Annual General Meeting will proceed whether or not a quorum is present.
- 9.6 A Member or Director (as the case may be) is able to exercise the right to speak at an Annual General Meeting or General Meeting when that Member or Director (as the case may be) is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that Member or Director (as the case may be) has on the business of the meeting.
- 9.7 A Member is able to exercise the right to vote at an Annual General Meeting or General Meeting when:
  - 9.7.1 that Member is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
  - 9.7.2 that Member's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other Members attending the meeting.
- 9.8 The Directors may make whatever arrangements they consider appropriate to enable those attending an Annual General Meeting or General Meeting to exercise their rights to speak or vote at it.
- 9.9 In determining attendance at an Annual General Meeting or General Meeting, it is immaterial whether any two or more Members attending it are in the same place as each other.
- 9.10 Two or more Members who are not in the same place as each other attend an Annual General Meeting or General Meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.
- 9.11 The business of the Annual General Meeting shall be:
  - 9.11.1 to receive the report of the Board and the financial statements;
  - 9.11.2 to elect the Presidents, Vice-Presidents and the Auditor (if required) for the ensuing year;
  - 9.11.3 to elect or re-elect Board Members if appropriate, as nominated in accordance with these Articles;
  - 9.11.4 to fix the rates of the capitation fees payable by the Members to the Company;
  - 9.11.5 to consider resolutions of which due notice has been given; and

- 9.11.6 any other competent business.
- 9.12 The C.E.O. shall call a General Meeting at the request of the Board or upon receipt of a request in writing signed by such percentage of the Voting Members as required by the Act stating the purpose for which the meeting is to be called and the resolution or resolutions which will be moved by the requisitionists at the meeting. The General Meeting shall be held within Fifty Six days of the request being received by the C.E.O. and notice shall be sent out to all Members at least Twenty Eight days prior to the date of the meeting. No other business shall be conducted at such a meeting except that of which notice has been given. If within thirty minutes of the time of which notice has been given a quorum is not present, the meeting will be abandoned.
- 9.13 The terms of any resolution or resolutions to be proposed at any Annual General Meeting must be communicated in writing by a Voting Member before the thirtieth day of September in each year to the C.E.O.
- 9.14 The rates of the capitation fees payable to the Company by the Members shall continue at the rates previously fixed unless altered by an ordinary resolution.
- 9.15 The accidental omission to give notice of a meeting to or the non receipt of a notice of meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.
- 9.16 A resolution in writing executed in the case of an ordinary resolution by more than 50% of the Voting Members and in the case of a special resolution by not less than 75% of the Voting Members shall be as effectual as if it had been passed at a General Meeting duly convened and held and may consist of several documents in the same form each signed by or on behalf of one or more Voting Members.
- 9.17 All Voting Members shall be entitled to appoint a proxy to attend, speak and vote at General Meetings in accordance with the provisions of the Act. The proxy form shall be signed by or on behalf of the Voting Member by their president or secretary and shall be in the form sent to the Voting Members with the notice of the General Meeting or in any other form approved by the Board. The appointment of a proxy and any authority under which it is signed (in a manner approved by the Board) shall:
- 9.17.1 in the case of a written document be deposited at the registered office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting; or
- 9.17.2 in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications: (i) in the notice convening the meeting; (ii) or in any instrument of proxy sent out by the Company in relation to the meeting; (iii) or in any invitation contained in an electronic communication to appoint a proxy issued by the Company in relation to the meetings, be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting.

## **10 Minutes**

Each of the committees or sub-committees of the Board and the District Co-ordinators (when meeting collectively as provided for in Article 8.6) shall be responsible for ensuring that copies of the minutes of their meetings are sent to the C.E.O within one month of the meeting for distribution to the Board.

## **11 The Seal**

The Company shall not be obliged to have a Common Seal.

## **12 Finance and Capitation Fees**

- 12.1 The accounting reference date of the Company shall be 31 August in each year but subject to the approval of the Company in General Meeting and to the provisions of the Act, the Board may alter the accounting reference date and make the necessary consequential amendments to the Articles of Association with respect to the date of payment of the capitation fees.
- 12.2 All capitation fees together with any other levies payable to the Company as may be appropriately determined in accordance with these Articles shall be due and payable by each Member to the Company by 31 October in each year. The basis for calculating the sum due by each Member shall be the number of Registered Members of each Member as ascertained in accordance with the Laws as of 30th September. Members are required in terms of these Articles and the rules of World Bowls Limited to maintain a register of Registered Members for the purpose of reconciling capitation fees, which Members will be required to make available to the Company for inspection as may be reasonably required.
- 12.3 Any Member which fails to make payment of its capitation fees within thirty days of the due date for payment shall not be entitled to any of the rights and privileges of membership of the Company nor shall its Registered Members be allowed to compete in any competition under the jurisdiction of the Company until the subscription is paid. The Board shall have the right at its discretion to impose a penalty of 10% of the value of the capitation fees due by any Member which fails to make payment on or before the due date and any Member which fails to make payment within three months of the due date may be expelled by the Board from membership of the Company and its members shall lose all rights to compete in any competition under the jurisdiction of the Company and all other rights of membership conferred by the Company.

## **13 Discipline and Misconduct**

- 13.1 For the avoidance of doubt the Board shall have the power to prohibit any act or practice by Members and all other organisations under the jurisdiction of the Company or by any of the individual members thereof and all Persons which in the opinion of the Board is or was detrimental to the interests of the Sport and to inflict sanctions in accordance with the Disciplinary Rules and Procedures and in particular shall have powers to delegate to a Disciplinary Committee (as set out in the Disciplinary Rules and Procedures) or otherwise as set out in these Articles the powers of the Board to deal with discipline in terms of this Article and in accordance with the Disciplinary Rules and Procedures.
- 13.2 All Members and Persons (as defined in Article 1.1) shall be bound not only to observe the Laws made or published under the authority granted in these Articles but all other Laws of the Sport.

## **14 Notices**

- 14.1 A notice or other document may be given by the Company to any Member in writing either: personally or by sending it by pre-paid post to its registered address (supplied by it to the Company for the giving of notice to it); or a notice or other document excluding a share certificate may be given by the Company to any Member by telefax at the last telefax number notified to the Company (but in the absence of such address or telefax number the Member shall not be entitled to receive from the Company notice of any meeting); by a website the address of which shall be notified to the Member in writing or by electronic mail to an address notified by the Member to the Company in writing. This Article does not affect any provision in the Act or these Articles requiring notices or documents to be delivered in a particular way.
- 14.2 If a notice or document is delivered by hand, it is treated as being delivered at the time it is handed to or left for the Member. A properly addressed notice or document sent by pre-paid post shall be deemed to have been given 48 hours after the date on which the notice is posted. A notice or document sent by telefax shall be deemed to have been given 2 hours

after the time of transmission. A notice or document (other than a share certificate) sent by electronic mail, shall be deemed to have been delivered at the time it was sent. A notice or document (other than a share certificate) published on a website shall be deemed to have been delivered when the material was first made available on the website, or, if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.

## **15 Indemnity**

Subject to the Act, but without prejudice to any indemnity to which a Director or officer may otherwise be entitled, every Director or other officer (including District Co-ordinators) of the Company shall be indemnified out of the assets of the Company against all costs, charges, expenses, losses or liabilities which they may sustain or incur in or about the execution of the duties of their office or otherwise in relation thereto including any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application under Section 1157 of the Act in which relief is granted to them by the Court and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of their office or in relation thereto; but this Article shall only have effect insofar as its provisions are not avoided by Section 1532 of the Act.