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COMPANY NUMBER 3108890

THE COMPANIES ACT

COMPANY LIMITED BY GUARANTEE

MEMORANDUM

and

ARTICLES OF ASSOCIATION

OF

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TAUNTON DEANE BOWLING CLUB LIMITED

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THE COMPANIES ACT 1985 AND 1989

A COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

OF

TAUNTON DEANE BOWLING CLUB LIMITED

Adopted by Special Resolution

dated the 28th day of June 1996

1. The name of the company is "Taunton Deane Bowling Club Limited" (herein after called "the Club")
2. The registered office of the Club is to be situate in England.
3. The objects for which the Club is established are to promote the game of flat green bowls and to carry on the business of a club by providing for the members' leisure and recreation facilities and the means of social intercourse, welfare, enjoyment and mutual helpfulness and as incidental or conducive to any of those objects the Club shall have the following powers:
  - a) to take over the property and assets of Taunton Deane Bowling Club;
  - b) to acquire with or without consideration any legal and equitable estate or interest in land, any personal property and any rights, actions or privileges which the Club may think necessary for the promotion of its objects, and to construct, maintain, demolish, adapt and alter any buildings or erections necessary or convenient for the objects of the Club;
  - c) to sell, mortgage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Club;
  - d) to let out or take on hire as places of assembly, display centres or otherwise any part or parts of any land or buildings and in such divisions and manner as may seem expedient;
  - e) to edit, print and publish books, papers, reports, guide books, periodicals, circulars, articles and other matter;
  - f) to hold conferences, seminars, meetings, lectures, courses and discussions;
  - g) to borrow or raise money for the purposes of the Club on such terms and on such security (if any) as may be thought fit, and to issue any debentures or debenture stock whether perpetual, irredeemable or otherwise;
  - h) to establish, promote, form and support or aid in the establishment, promotion and formation and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with or calculated to further the object of the Club;
  - i) to raise funds and invite and to receive subscriptions endowments, grants (whether government, municipal or from any statutory or charitable body or otherwise) and donations (whether of real or personal property) and devises and bequests for all or any of the purposes aforesaid and to sell charge, exchange, or dispose of, and lease and accept surrenders of leases of and manage all real estate (including leaseholds)

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so received and not required to be or capable of being occupied for the purposes of the Club and generally to manage, invest and expend all monies belonging to the Club;

- j) to invest the monies of the Club not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
- k) to sell or to co-operate with others in selling in any building postcards, souvenirs, novelties, promotional articles, gift merchandise, sporting equipment and such types of general merchandise as shall be approved from time to time by the Board of Directors for the purpose of promoting the objects of the Club;
- l) to establish, operate and carry on or to co-operate with others in establishing, operating and carrying on in any building which the Club is interested the supply of food and drink and other refreshments by way of sale;
- m) to make representations at public enquiries, appeals or in such other ways as shall appear necessary from time to time in furtherance of the objects of the Club;
- n) to employ and pay architects surveyors, engineers construction experts, accountants and solicitors and other professional persons clerks and other staff for the purpose of fulfilling the objects of the Club;
- o) to do all such other things as are necessary to the attainment of the above objects or any of them.

4 The income and property of the Club whensoever derived shall be applied solely towards the promotion of the objects of the Club as set forth in this memorandum of association and no member shall have any personal claim on any property of the Club and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise nothing herein shall prevent the payment in good faith by the Club of a reasonable and proper remuneration to any officer or servant of the Club, or to any member of the Club, in return for any services actually rendered to the Club or interest on money lent or reasonable and proper rent for premises demised or let by any member to the Club, but so that no member of any committee of the Club shall be appointed to any salaried office of the Club, or any office of the Club paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Club to any member of such committee except repayment of out of pocket expenses demised or let to the Club Provided further that the provision last aforesaid shall not apply to any payment to any company of which a member of the committee may be a member and in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5 The liabilities of the members is limited.

6 Every member of the Club undertakes to contribute such amount not exceeding £1 as may be required to the assets of the Club if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the debts and liabilities of the club

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contracted before he ceases to be a member, and the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves.

- 7 True accounts shall be kept of the sums of money received and expended by the Club and the matters in respect of which such receipts and expenditure takes place and of the property, credits and liabilities of the Club, and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Club for the time being, such accounts shall be open to inspection of the members. Once at least in every year the accounts of the Club shall be examined by one or more auditor or auditors qualified to act as auditor under the Companies Act 1985.
  
- 8 If upon the winding up or dissolution of the Club there remains after the satisfaction of all debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Club, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Club and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Club under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Club at or before the time of dissolution or, in default thereof, by a judge of the High Court of Justice having jurisdiction in regard to charitable fund, and if and insofar as effect cannot reasonably be given to the aforesaid provision then to some charitable object.

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THE COMPANIES ACT 1985 AND 1989

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A COMPANY LIMITED BY GUARANTEE

Company Number 3108890

ARTICLES OF ASSOCIATION

OF

TAUNTON DEANE BOWLING CLUB LIMITED

(Adopted by Special Resolution

dated 28th day of June 1996)

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PRELIMINARY

1

- a) In the articles of association of the company named above (hereinafter called 'the Club') as may be amended from time to time (hereinafter called 'the articles' and the expression 'article' shall be construed accordingly) the expression 'the Act' means the Act relating to Companies.
- b) Words and expressions used in the articles, unless the context otherwise requires, have the same meaning as in the Act. Statutory references in the articles shall include, subject as aforesaid, the statute as amended, extended or applied by or under any other statutory provision or as reenacted. Any references in the articles to a member of the Board of Directors shall be construed as a reference to a director in the Act relating to Companies.
- c) The regulations apply to the Company save insofar as they are not excluded or varied by the articles.
- d) References in the articles to 'Secretary' shall be construed as if they were references to the Company Secretary as defined and provided for in the Act.
- e) In the articles the use of words importing the masculine gender only shall include the feminine gender and words importing the singular number only shall include plural number where the context admits.
- f) Any reference in these articles to the Board shall be construed as a reference to the Board of Directors.

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- a) The Club is established for the purposes expressed in the memorandum of association.
- b) The Club is to be a private company limited by guarantee and not having a share capital.
- c) The articles are adopted by special resolution of the Company, and the members for the time being shall be bound by them in accordance with the Act.

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## CLUB MEMBERS

- 3 Membership of the Club shall be open to all sections of the community from the age of 8 upwards irrespective of ability.
  
- 4 There shall be the following classes of membership available: -
  - I. Full Annual Members
  - II. Winter only Members
  - III. Summer only Members
  - IV. Associate Members
  - V. Life Members
  - VI. Honorary Members
  - VII. Social Members
  - VIII. Junior Members (aged 8 to 18 or 8 to 21 if in full time education)

Full Annual Members, Life Members and Honorary Members may attend, speak and vote at general meetings of the Club.

Winter only and Summer only Members may speak at any general meeting, but only vote on matters affecting their membership.

No member shall be allowed to vote at any club or committee meetings until their subscription has been paid in full.

Members are entitled to use and enjoy the facilities and amenities of the Club during their membership period as follows:

- I. Full Annual Members use of outdoor rink and indoor rink at current charges for Members  
use of amenities
- II. Winter only Members use of indoor rink at current charges  
use of amenities during the winter season
- III. Summer only Members use of indoor and outdoor rinks at current charges  
use of amenities during the summer season
- IV. Associate Members use of outdoor rink and indoor rink  
use of amenities
- V. Life Members use of outdoor rink and indoor rink  
use of amenities

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- VI. Honorary Members      use of amenities  
   use of outdoor rink and indoor rink
- VII. Social Members      use of amenities only
- VIII. Junior Members      use of indoor and outdoor rinks at current charges  
   use of all amenities

- 5 Persons wishing to join the Club as Full Annual Members shall first complete the Club's official proposal form which shall then be signed by a proposer and seconder who must be Full Annual Members of the Club. Notice of the completed official proposal form shall be displayed on the notice board of the clubhouse for at least fourteen days. Once this notice period has elapsed, the Board of Directors shall decide whether to accept the proposed new Full Annual Member at its next meeting. Applicants will be advised in writing of the decision of the Board of Directors. Persons wishing to join the Club as Members shall first complete the Club's official application form for membership, agreeing to abide by the rules of the Club at all times.
- 6 The maximum number of Members with which the Club shall be registered at any one time shall be determined by the Board of Directors.
- 7 Any member of the Club shall be limited to introduce a maximum of 9 guests in any one calendar year of which only 3 may be introduced on any one day, except for Fund Raising Evenings when Members may invite Non-Members to attend. The members introducing a guest shall enter the name and address of the guest(s) together with the member's own name in the visitor's book which shall be kept at the Club for that purpose.
- 8 Members of bowling teams visiting the Club to play in a recognised bowling match shall be deemed to be temporary members, but only on the date that the team is visiting the Club for the purpose of fulfilling the fixture or fixtures.
- 9 Honorary Members and Life Members may be elected at any General Meeting of the Club on the recommendation of the Board of Directors. To ensure election of an Honorary Member or Life Member, a two thirds majority of the vote of the members present shall be necessary. Honorary Members may be elected for life or such other periods as the general meeting shall deem expedient and shall be entitled to all the privileges of a Full Annual Membership.
- 10 A person shall cease to be a member of the Club when he gives notice to the Company Secretary specifying the date that he wishes to cease to be a member of the Club. Any member whose subscriptions are not paid within 30 days of falling due in any year shall receive a reminder from the Membership Secretary and if such subscription is not paid

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within 21 days of such reminder being sent a resolution to remove that person from the register of the club shall be placed before the Board of Directors.

#### GENERAL MEETING

- 11 The Club shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and not more than fifteen months shall elapse between the date of one annual meeting of the Club and that of the next. The annual general meeting shall be held as early as is convenient after the end of the Club's financial year and the Accounts have been approved by the Board of Directors at such place as the Board of Directors shall appoint.
- 12 All general meetings, other than annual general meetings, shall be called extraordinary general meetings.
- 13 The Board of Directors may whenever they think fit convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition by Full Annual Members of the Club, as at the date of the deposit of the requisition, represent not less than one tenth of the total voting rights of all Full Members having at the said date a right to vote at general meetings of the Club.

#### NOTICES OF GENERAL MEETINGS

- 14 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by twenty-one clear days' notice in writing respectively. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given. The notice shall be given, in manner herein after mentioned or in such other manner, if any, as may be prescribed by the Club in general meeting, to all the Full Annual Members, to the members of the Board of Directors provided always that any meeting of the Club shall, notwithstanding that it is called by shorter notice than that specified in this article, be deemed to have been duly called if it is so agreed by all the Full Annual Members entitled to attend and vote. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceedings, at any meeting.
- 15 Any notice convening a general meeting must indicate the place, date and time of it, set out and describe as such all proposed special and extraordinary resolutions, say if it is to be an annual general meeting, and describe generally the nature of all intended business, except routine business at an annual general meeting comprising consideration of the accounts balance sheet, and the reports of the Board of Directors and the election of members of the Board of Directors in place of those retiring.



- 16 Business shall not be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided a quorum shall not be less than thirty persons who at the commencement of the meeting are Full Annual Members of the Club and are entitled to attend and vote thereat and who are present in person.
- 17 If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting, if convened on the requisition of Full Annual Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Board of Directors may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting or if during the meeting a quorum ceases to be present the Full Annual Members present in person who are entitled to attend and vote thereat shall be a quorum.
- 18 The chairman of the Board of Directors, or in his absence the vice-chairman (if any), shall preside as chairman at every general meeting, but if there be no such chairman or vice-chairman, or if at any meeting neither shall be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the Full Annual Members present shall choose some member of the Board of Directors, or if no such member be present, or if all the members of the Board of Directors present decline to take the chair, they shall choose some Full Annual Member of the Club who shall be present and entitled to vote thereat to preside. The chairman of the meeting shall conduct and make all arrangements and determine all disputes at any meeting as in his absolute discretion but subject to the articles he shall think fit.
- 19 The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as for an original meeting. Save as aforesaid, the members shall not be entitled to any notice of adjournment, or of the business to be transacted at an adjourned meeting.
- 20 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the chairman or any member present in person. A Full Annual Member entitled to vote may demand a poll and vote on a show of hands or on a poll and in so demanding or voting the corporation shall be deemed to be acting personally. Unless a poll be so demanded a declaration by the chairman of the meeting that resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes of the Club shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution save that any error which would change the result of a

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resolution being passed or not as the case may be at the meeting shall vitiate the resolution in question. The demand for a poll may be withdrawn.

- 21 Except as provided in article 20, if a poll is duly demanded it shall be taken by way of a secret ballot, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 22 A poll demanded on the election of a chairman of the meeting, or on a question of adjournment, shall be taken forthwith. Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
- 23 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which a poll is demanded, shall be entitled to a second or casting vote.
- 24 Any resolution must have a proposer and a seconder and have the support of the number of Full Annual Members previously mentioned in these articles.

#### ANNUAL GENERAL MEETINGS

- 25 At the annual general meeting of the Club the following items will be regarded as Standing Orders :-
  - i. the appointment of Directors
  - ii. the appointment of Treasurer
  - iii. the appointment of Company Secretary
  - iv. the election of the Chairman of the General Management Committee (for the definition of the 'General Management Committee' see the Club rules which do not form part of these articles)
  - v. the election of the Club President
  - vi. the election of Membership Secretary
  - vii. the election of Match Fixtures Secretary
  - viii. the election of Safeguarding Officer
  - ix. the amount payable for annual subscriptions to the Club and general charges
  - x. the approval of the accounts

#### VOTES OF MEMBERS

- 26 Subject as hereinafter provided, every Full Annual Member, Life Member and Honorary Member shall have one vote.
- 27 A Full Annual Member shall not be entitled to vote at any general meeting unless all moneys presently owing by him to the Club and demanded by the Club have been paid.
- 28 On a poll, votes must be given personally.

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#### APPOINTMENT OF DIRECTORS

- 29 At every annual general meeting one third of the directors shall retire by rotation. The directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed directors on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot. The retiring directors shall be eligible for re-election.
  
- 30 The Club may, at the meeting at which any members of the Board of Directors retire in manner aforesaid, fill up the vacated offices by persons elected thereto and in default the retiring members, if offering themselves for re-election, shall be deemed to have been re-elected unless a resolution for the re-election of retiring members shall have been put to the meeting and lost.
  
- 31 No person not being a member of the Board of Directors retiring at the meeting shall, unless recommended by the Board of Directors for election, be eligible for election to membership of the Board of Directors at any general meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the secretary notice in writing, by some Full Annual Member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person proposed, of his willingness to be elected. The prescribed time mentioned above shall be such that between the date when the notice is or is deemed to be Served, and the day appointed for the meeting, there shall be not less than four nor more than twenty-eight intervening days.
  
- 32 The Club may from time to time in general meeting determine in what rotation any increased or reduced number of members of the Board of Directors shall go out of office, and may make the appointments necessary for effecting any such increase.
  
- 33 The Club may by ordinary resolution remove any member of the Board of Directors before the expiration of his period of office, and may by an ordinary resolution appoint another member in his stead but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.
  
- 34 The minimum number of directors at any one time shall be six and the maximum shall be twelve.

#### BOARD OF DIRECTORS

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- 35 The management of the club shall be vested in the Board of Directors which shall consist of the Chairman and up to eleven other members.
- 36 Any five members of the Board of Directors shall form a quorum and the nominated Chairman of a meeting shall have a casting vote.
- 37 The President of the Club shall not be a director and if a director shall be elected President of the Club and shall accept such office he shall immediately thereby be deemed to have resigned his office as director of the Company.
- 38 A member of Taunton Deane Borough Council (who shall from time to time be nominated by the Council) shall be entitled to attend all meetings of the Board of Directors and shall be sent notice of all meetings of the Board. Such member shall be entitled to speak at all Board meetings but shall not be entitled to vote.
- 39 The Chairman of the Board of Directors or any member of the Board of Directors shall have power to instruct the Company Secretary to call a meeting of the Board of Directors. The Board of Directors shall meet at least bi-monthly throughout the year and at any time the Company Secretary, on giving reasonable notice to the members of the Board of Directors, may convene a meeting of the Board of Directors. A meeting of the Board of Directors may also be called by the Company Secretary on any ten Full Annual Members giving written notice requesting such a meeting to the Company Secretary, such notice shall set out the grounds and reason for the request.
- 40 The Company Secretary shall give as much advance notice of all meetings of the Board of Directors as is possible to all directors and other persons entitled to receive such notice. The notice should include an agenda for the meeting. In addition, the Company Secretary shall place a notice of each meeting of the Board of Directors (but not details of the business to be discussed at such meeting) on the Club notice board for the information of members.
- 41 The Board of Directors and all the committees of the Club shall have the power to co-opt other members of the Club where, in their opinion, it is necessary for the more efficient running of the Club.
- 42 Only Full Annual Members, Life Members and Honorary Members of the Club shall serve on the Board of Directors.

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- 43 The Board of Directors shall be responsible for the safe-keeping of all the property of the Club. An inventory of all the Club's assets, fixtures and fittings and equipment (either fixed or moveable) shall be maintained by a member of the Board of Directors and signed by the Chairman annually.
- 44 The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors after the Annual General Meeting. The current Chairman will hold office until such meeting is held.
- 45 No director shall hold more than one of the following offices at any one time: Chairman or Company Secretary.
- 46 The Board of Directors shall ensure that proper books and accounts are kept and shall submit them together with all relevant documents for approval by the Board of Directors on an annual basis prior to the annual general meeting.

#### POWERS AND DUTIES OF THE BOARD OF DIRECTORS

- 47 The business of the Club shall be managed by the Board of Directors, who may pay all expenses incurred in promoting and registering the Club, and may exercise all such powers of the Club in general meeting, subject nevertheless to the provisions of the Act, the articles, and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Club in general meeting; but any regulation made by the Club in general meeting shall not invalidate any prior act of the Board of Directors which would have been valid if that regulation had not been made.
- 48 The Board of Directors may make from time to time and at any time such rules or bye-laws not inconsistent with the memorandum and articles of association as they consider to be in the good interests of the Club Subject always to any extension, modification or repeal thereof resolved to be made by the members in general meeting, and such rules or bye-laws shall be deemed not to form part of the articles and shall be construed separately from the articles except as such rules or bye-laws may provide to the contrary but nevertheless shall be binding on the members and the Board of Directors Subject as therein provided.
- 49 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Club, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by any one or more members of the Board of Directors or the Company Secretary in such manner as the Board of Directors shall from time to time determine.

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- 50 The Board of Directors may exercise all the powers of the Club to borrow money as to amount and upon such terms and in such manner, and to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, security for any debt, liability or obligation of the Club, or of any third party, as they think fit provided that if the amount borrowed or offered for security exceeds £10,000.00 the prior consent of the Full Annual Members in General Meeting will be required. Any expenditure proposed by the Board of Directors exceeding £10,000.00 should have prior consent of the membership at a meeting called by the Board of Directors.
- 51 The Board of Directors shall cause minutes to be made:
- a) of all appointments of officers made by the Board of Directors
  - b) of the names of the Directors present at each meeting of the Board of Directors and any committee thereof, and
  - c) of all resolutions proceedings of the Board of Directors, and General Management Committee, and, together with all registers, instruments, contract notices, records or other information or any thereof statutorily or otherwise required to be registered or recorded by the Club. The same may be recorded as the Board of Directors may determine in bound books or by some other means so long as the recording is capable of being reproduced in legible form and adequate precautions are taken for guarding against falsification. Every member of Board of Directors present at any meeting of Board of Directors and every member of a committee present at any meeting of that committee shall sign their names in a book to be kept for that purpose, and any such minutes of any meeting, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
  - d) copies of all minutes must be kept in the Club's offices. The minutes of any meeting of the Board of Directors shall not be circulated to any other members of the Club unless such circulation is first approved at a meeting of the Board of Directors.
  - e) the minutes of all meetings of the committees of the Club shall be available in the Club's offices for inspection by any Full Annual Member of the Club.
- 52 The Board of Directors shall allocate specific duties to each individual director however those duties shall not form part of these articles but shall be set out in a separate schedule prepared from time to time by the Board of Directors which shall be kept at the Club's registered office and wherever possible posted on a notice board in the Club's premises so that it is open for inspection by the members.
- 53 The members for the time being of the Board of Directors may act notwithstanding any vacancy in their body, provided always that in case the members of the Board of Directors shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with those present it shall be lawful for them to act as the Board of Directors for the purpose of admitting persons to membership of the Club, filling up vacancies in their body, or of summoning a general meeting, but not for any other purpose.
- 54 The Board of Directors may from time to time appoint a Full Annual Member of the Club to be a member of the Board of Directors either to fill a casual vacancy or by way of addition to

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the Board of Directors Provided always that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next annual general meeting, but he shall then be eligible for re-election.

- 55 No member of the Board of Directors shall be entitled to any remuneration by the Club other than reimbursement of expenses previously authorised by the Board of Directors.

#### DISQUALIFICATION OF DIRECTORS

- 56 The office of a member of the Board of Directors shall be vacated if he:
- a) becomes bankrupt or he makes any arrangement or composition with his creditors generally, or
  - b) becomes a person in respect of whom an order is made by any competent court by reason of mental disorder, or
  - c) ceases to be for whatever reason a Full Annual Member, Life Member and Honorary Member of the Club, or
  - d) resigns his office by notice in writing to the Club, or
  - e) becomes prohibited from holding office by reason of any of the matters in the Company Directors Disqualification Act 1986, or
  - f) is convicted of an offence which is likely to bring the Club into disrepute, or
  - g) is removed from office under the provisions of the Acts or the articles immediately upon the happening of any such event

#### PROCEEDINGS OF THE BOARD OF DIRECTORS

- 57 The Board of Directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. A member of the Board of Directors may and the Company Secretary on the requisition of a member of the Board of Directors shall, at any time summon a meeting of the Board of Directors. It shall not be necessary to give notice of a meeting of the Board of Directors to any director for the time being absent from the United Kingdom unless he has given the Club notice of his address abroad.
- 58 The quorum necessary for the transaction of the business of the Board of Directors shall be five.
- 59 The chairman of the Board of Directors shall be entitled to preside at all meetings of the Board of Directors at which he shall be present. In his absence, the Board of Directors shall elect another person to preside for that meeting.
- 60 The Board of Directors may delegate any of their powers to committees consisting of such member or members of the Club as they think fit, and any committee so formed shall, in the exercise of powers so delegated, conform to the articles and to any regulations imposed on it by the Board of Directors. The meetings and proceedings of any such committee shall be

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governed by the provisions of these articles for regulating the meetings and proceedings of the Board of Directors so far as applicable and so far as the same shall not be superseded by any regulations made by the Board of Directors.

- 61 All acts bona fide done by any meeting of the Board of Directors or of any committee, or by any person acting as a member of the Board of Directors, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that he or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Board of Directors.
- 62 The seal of the Club shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and in the presence of at least two members of the Board of Directors or one director and the company secretary, and the said director and company secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Club such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.
- 63 Subject to the Act every director or other officer of the Club shall be indemnified out of the assets of the Club against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgments given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Club in the execution of the duties of his office or in relation thereto.

#### COMMITTEES

- 64 The Board of Directors shall delegate the organisation of the sporting activities of the Club to committees created for those purposes.
- 65 The number, composition and role of such committees may be varied from time to time by the Board of Directors as it deems appropriate. Any decision by the Board of Directors to disband an existing committee or to create a new committee must be confirmed by the Full Annual Members of the club at the next annual general meeting of the club.
- 66 Any Director may attend and speak at any meeting of a club committee but shall not be entitled to vote at such a meeting unless they are a member of that committee. A Director may be a member of any committee.
- 67 Save as is otherwise directed in these articles, the rules governing the composition of committees shall be at the discretion of the Board of Directors and shall not form part of these articles. Such rules shall be set out in a separate schedule which shall be kept at the club's offices and posted on the club notice board. Such schedule shall include a list of all the committees of the club, which details their composition and functions. The Chairman of the General Management Committee cannot also be Chairman of Directors.



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#### COMPANY SECRETARY

68 A provision of the Act or the articles requiring or authorising a thing to be done by or to a , member of the Board of Directors and the Company Secretary shall not be satisfied by its being done by or to the same person acting both as a Director and as, or in place of, the Company Secretary, and anything required or authorised to be done by or to the Company Secretary may, if the office is vacant be done by or to any officer of the Club authorised generally or specially in that behalf by the Board of Directors. The Company Secretary shall be a Full Annual Member of the Club.

#### ACCOUNTS

69 The Board of Directors shall cause accounting records to be kept in accordance with the Act.

70 The accounting records shall be kept at the registered office of the Club, or, subject to the Act, at such place or places as the Board of Directors shall think fit, and shall always be open to the inspection of the members of the Board of Directors.

71 Subject to any reasonable restriction as to the time and manner of inspecting the same, the accounts and books of the Club or any of them shall be open to the inspection of the Full Annual Members.

72 The Board of Directors shall from time to time cause to be prepared and to be laid before the Club in general meeting such income and expenditure accounts and balance sheets and reports as are required by the Act, and otherwise comply with the Act.

73 A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Club in general meeting, and the Board of Director's report shall, not less than twenty-one days before the date of the meeting, subject nevertheless to article 14, be made available to every Full Annual Member, Life Member and Honorary Member of the Club Provided always that this article shall not require copy of those documents to be sent to any person of whose address the Club is not aware.

74 The income of the Club shall be applied solely towards the provision of all or any of the objects of the Club in accordance with clause 4 of the Memorandum of Association of the Club at such time or times and in such manner as the Board of Directors shall think fit, with power to the Board of Directors to create a reserve fund or funds to be applicable as aforesaid and pending such application to invest it as the Board of Directors shall think fit Provided always that the payment of dividends to the members is prohibited.

#### NOTICES

75 A notice may be given by the Club to any member either personally, by sending it by post or by e-mail to him at his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, supplied by him to the Club for the giving of notice to

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him where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying, and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of twenty-four hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post. If sending by e-mail notice shall be sent to the last known e-mail address of that member.

- 76 Notice of every general meeting shall be given in any manner hereinbefore authorised to:
- a) every Full Annual Member, Life Member, Honorary Member, Winter only Member and Summer only Member, except those members who (having no registered address within the United Kingdom) have not supplied to the Club an address within the United Kingdom for the giving of notices to them;
  - b) every member of the Board of Directors;
- No other person shall be entitled to receive notices of general meetings.

#### DISSOLUTION

- 77 The provisions (if any) for the time being in the memorandum of association relating to the winding up and dissolution of the Club shall have effect as if the provisions thereof were repeated in the articles.

#### CORRESPONDENCE AND POST

- 78 All correspondence and post shall be addressed to the registered office. From there, all post will be distributed to the relevant persons for their action.

#### SAFEGUARDING

- 79 We adopt and follow all policies and guidelines approved by Bowls England and UK Antidoping. We follow all procedure set out in Bowls England Regulation 9, 9A and 9B. We will abide with all sanctions, recommendations and/or decisions from the case management panel or national disciplinary panel.