

Company number: 06714071

**THE COMPANIES ACTS 1985-2006
COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
of
ENGLISH INDOOR BOWLING ASSOCIATION LIMITED**

DEFINITIONS AND INTERPRETATION

- 1.1. In these regulations and in the Memorandum of Association:
- 1.1.1. ~~%~~Act+means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force and any provisions of the Companies Act 2006 for the time being in force;
 - 1.1.2. ~~%~~Affiliated Bodies+means those bodies which are affiliated in accordance with Article 2.2;
 - 1.1.3. ~~%~~Annual General Meeting+ means the annual general meeting referred to in Article 7;
 - 1.1.4. ~~%~~Articles+means the articles of the Association;
 - 1.1.5. ~~%~~Association+means English Indoor Bowling Association Limited.
 - 1.1.6. ~~%~~Board+means the board of directors of the Association;
 - 1.1.7. ~~%~~Clear days+in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
 - 1.1.8. ~~%~~Club+means a club established to promote indoor bowling that has the use of a playing surface, rinks, banks, ditches and other facilities required by the Laws of the Sports of Indoor Bowls published from time to time by the World Indoor Bowls Council;
 - 1.1.9. ~~%~~Communication+ and ~~%~~electronic communication+ mean the same as in the Electronic Communications Act 2000
 - 1.1.10. ~~%~~County Association+ means (subject to Article 2.5) an unincorporated association or corporate body comprising Club(s) within an area constituted as an administrative county immediately prior to 1st May 1974;
 - 1.1.11. ~~%~~Directors+means the directors of the Association;
 - 1.1.12. ~~%~~Executed+includes any mode of execution;
 - 1.1.13. ~~%~~Member+means a Club or County Association admitted to membership of the Association ;
 - 1.1.14. ~~%~~Nominee Member+means a person nominated by an unincorporated Club or County Association to hold the rights of membership on behalf of the relative Club or County Association in accordance with Article 3.1;

- 1.1.15. ~~%Office+~~means the registered office of the Association;
 - 1.1.16. ~~%Officers+~~mean the President, Senior Vice-President and Junior Vice-President appointed in accordance with Article 37 and 38.
 - 1.1.17. ~~%Playing Member+~~means any person who is a member of a Club and who is entitled by virtue of his or her membership to use the indoor playing facilities of the Club
 - 1.1.18. ~~%Representative+~~means a member of a Club or official in a County Association in either case which is a person who is authorised, by a Club or County Association which is a corporate body (in accordance with Section 323 of the Act) to be its representative at any meeting of the Association ;
 - 1.1.19. ~~%Seal+~~means the common seal (if any) of the Association;
 - 1.1.20. ~~%United Kingdom+~~means Great Britain and Northern Ireland.
- 1.2. Unless the context otherwise requires:
- 1.2.1. words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the Association.
 - 1.2.2. a reference to one gender shall include a reference to the other gender and to the neuter

MEMBERSHIP

2.

- 2.1. Membership shall be open to:
 - 2.1.1. Clubs: and
 - 2.1.2. County Associations
 and for the purposes of the Act and the law, the “Members+shall be Clubs or County Associations that are corporate bodies and Nominee Members of Clubs or County Associations which are unincorporated associations.
- 2.2. The Board may grant affiliation to such other bodies as may be established for the promotion of the sport of indoor bowls upon such terms and with such rights and privileges, but excluding the right to attend, speak and vote at general meetings, as the Board may decide.
- 2.3. The Board may confer life membership upon individuals in recognition of their services to the sport of indoor bowls but such membership shall not constitute membership of the Association for the purposes of the Act or confer any rights under the provisions of these Articles. Honorary life members of the now dissolved English Indoor Bowling Association and English Womens Indoor Bowling Association shall be life members of the Association.
- 2.4. An individual shall not by virtue of his membership of a Club be a Member.

2.5. The Board may, upon the application of any County Association, permit the County Association to admit to membership a Club that falls outside the area of the County Association but no Club may be a member of more than one County Association at the same time

3.

3.1. If any Club or County Association that is an unincorporated association wishes to become a Member it must appoint one of its committee to be a Nominee Member to hold the rights of membership on trust for the Club or County Association and to exercise the rights of membership on its behalf but the Association shall not be concerned to see that the Nominee Member has cast any vote in accordance with the directions of such unincorporated association. The unincorporated association may at any time, but subject to Article 4:

3.1.1. remove the Nominee Member that it has nominated provided that it appoints a new Nominee Member in place of the Nominee Member that it has removed

3.1.2. appoint a new person to be a Nominee Member in place of a Nominee Member who has died or who wishes to retire

3.2. Any Member that is a corporate body may authorise a Club member for a Club or a County Official for a County Association, to be its representative at any meeting of the Association in accordance with Section 323 of the Act. The Member must give written notice to the Association of the name of its representative. The Member may at any time, but subject to Article 4:

3.2.1. Remove the Representative that it has nominated provided that it appoints a new Representative in place of the Representative that it has removed;

3.2.2. appoint a new person to be a Representative in place of a Representative who has died or who wishes to retire

4. Such Clubs or County Associations as are admitted to membership in accordance with the articles shall be Members of the Association. No Club or County Association or, where appropriate its Nominee Member, shall be admitted as a Member of the Association unless approved by the Board. Every Club or County Association that wishes to become a Member shall deliver to the Association an application for membership in such executed form as the Board requires.

5.

- 5.1. Each Member shall pay such annual subscription as may be determined by an ordinary resolution of the Members at the Annual General Meeting.
- 5.2. Each Member Club shall in addition pay a levy in respect of each of their playing members who have attained the age of 18 years of such amount as may be determined by an ordinary resolution of the Members at the annual general meeting

6.

- 6.1. A Member may at any time withdraw from membership of the Association by giving at least three months notice in writing to the Association unless, after the resignation, there would be less than two members. Membership shall not be transferable and shall cease on death or, in the case of a body corporate, dissolution, or where the Member holds the membership on trust for an unincorporated association, the dissolution of the unincorporated association.
- 6.2. A Member may be:
 - 6.2.1. removed from membership or
 - 6.2.2. suspended from the rights and privileges of Membership for such period as the Board may decideby a resolution of the Board that it is in the best interests of the Association that membership be terminated or the rights and privileges of membership be suspended.
- 6.3. A resolution to remove a Member from membership or to suspend the rights and privileges of membership in respect of that Member may only be passed if:
 - 6.3.1. the Member has been given at least 21 clear days' notice in writing of the meeting of the Board at which the resolution will be proposed and the reasons why it is to be proposed;
 - 6.3.2. the Member or its Representative (if applicable) has been allowed to make representations to the meeting.
 - 6.3.3. The power to remove a Member from membership shall be exercisable whether or not there has been a prior period of suspension of the rights and privileges of Membership.

GENERAL MEETINGS

- 7. The Board may call a general meeting at any time and must call a general meeting on the written requisition of 10% of the Members in accordance with the provisions of the Act.

8. The Board must call a general meeting at least once in every calendar year and designate it as an annual general meeting. No more than fifteen months shall elapse between annual general meetings.

NOTICE OF GENERAL MEETINGS

9. General meetings shall be called
 - 9.1. in the case of an annual general meeting, by at least one hundred and twenty clear days notice: and
 - 9.2. in the case of any other general meeting:
 - 9.2.1. by at least twenty eight clear days notice or
 - 9.2.2. upon shorter notice if it is so agreed by a majority in number of the Members having a right to attend and vote who together hold not less than ninety per cent of the total voting rights at the meeting.
10. The notice of a general meeting shall:
 - 10.1. specify the time and place of the meeting:
 - 10.2. specify the general nature of the business to be transacted: and
 - 10.3. subject to the provisions of the articles, be given to all the Members and to the Board and auditors although the accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

NOTICE OF RESOLUTIONS PROPOSED BY MEMBERS

11.
 - 11.1. A Member who wishes to propose a resolution at an annual general meeting must give at least sixty clear days notice of the resolution to the Association and the Association shall circulate the proposed resolution to the Members.
 - 11.2. If the Association receives two or more proposed resolutions upon the same subject the Board may in its absolute discretion treat one of the proposed resolutions as a proposed resolution and the other resolutions as amendments and counter amendments and may determine the order in which they are put to the general meeting.

PROCEEDINGS AT GENERAL MEETINGS

12. No business shall be transacted at any meeting unless a quorum is present. Fifteen per cent of the Members (irrespective of the voting rights exercisable by the Members) entitled to attend and vote upon the business to be transacted and present in person or by proxy shall be a quorum.

- 13.**
- 13.1. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall be:
- 13.1.1. adjourned to the same day in the next week at the same time and place or to such time and place as the Board may determine: or,
- 13.1.2. if it has been convened upon the requisition of Members, dissolved.
- 13.2. If a quorum is not present within fifteen minutes of the time appointed for a meeting adjourned under Article 13.1.1 to be reconvened, the Members who are then present shall be a quorum.
- 14.** The Chairman of the Board or in his absence the Vice Chairman or, if neither are present, some other member of the Board nominated by the Board, shall preside as Chairman of the meeting. If none of the Chairman, the Vice Chairman, or such other member of the Board (if any) are present within fifteen minutes after the time appointed for holding the meeting and willing to act, the members of the Board present shall elect one of their number to be Chairman and, if there is only one member of the Board present and willing to act, he shall be Chairman.
- 15.** If no member of the Board is willing to act as Chairman, or if no member of the Board is present within fifteen minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be Chairman.
- 16.** A member of the Board shall, notwithstanding that he is not a Member, be entitled to attend and speak at any general meeting but shall not have a vote otherwise than as a proxy for or an authorised representative of a Member or as a Nominee Member.
- 17.** The Chairman may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted but it shall not otherwise be necessary to give any such notice.

- 18.** A resolution put to the vote of a meeting shall be decided on a show of hands (and the number of votes that may be cast by each Member shall be determined in accordance with Article 28) unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
- 18.1. by the Chairman; or
- 18.2. by at least two Members having the right to vote at the meeting; or
- 18.3. by a Member or Members representing not less than one-tenth of the total voting rights of all the Members present and having the right to vote at the meeting;
- and a demand by a person as proxy for a Member shall be the same as a demand by the Member.
- 19.** Unless a poll is duly demanded, a declaration by the Chairman that a 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 meeting, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 20.** The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
- 21.** A poll shall be taken as the Chairman directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 22.** In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman shall not be entitled to a casting vote in addition to any other vote he may have.
- 23.** A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the Chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

24. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days notice shall be given specifying the time and place at which the poll is to be taken.

25. A resolution in writing executed by:

25.1. 51% of the Members in the case of an ordinary resolution; or

25.2. 75% of the Members in the case of a special resolution

who would have been entitled to vote upon it if it had been proposed at a general meeting at which the member was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more Members.

ATTENDANCE AT GENERAL MEETINGS AND VOTES OF MEMBERS

26. Every Playing member of a Club shall be entitled to attend and speak but not to vote at any general meeting of the Association.

27.

27.1. Each Club and County Association that is a Member shall be entitled to the number of votes calculated in accordance with Article 28.

28. On a show of hands or on a poll every Member present in person through its duly authorised Representative, Nominee Member or by proxy shall have:

28.1. two votes if it is a Club with a playing membership of four hundred playing members or less:

28.2. four votes if it is a Club with a playing membership of more than four hundred playing members.

28.3. one vote if it is a County Association that represents a single sex;

28.4. two votes if it is a unified County Association that represents both sexes

29.

29.1. The number of playing members of each Club shall be the number of members declared to the Association in such return as may be required from time to time by the Board.

29.2. To ensure that true and accurate figures are being declared, the Association will be permitted to gain access to the Club's Membership records to verify the figures at any time, subject to the requirements of Data Protection legislation.

30. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive.

31. On a poll votes may be given either personally or by proxy. A Member entitled to exercise more than one vote may appoint a proxy in respect of each vote.

32. The appointment of a proxy shall be executed by or on behalf of the Member and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Board may approve)-

%a...../Limited

.....

,, of, (~~%be~~ Club/County Association+) being a Member of the above-named Association, hereby appoint:

1..... of,

2.of,

3..... of,

as proxy to vote in the name and on behalf of the Club/ County Association at the general meeting of the Association to be held on 20....., and at any adjournment thereof.

Signed on 20.....+

33. Where it is desired to afford Members an opportunity of instructing the proxy how he shall act the appointment of a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Board may approve) -

%a...../Limited

.....

,, of, (~~%be~~ Club/County Association+) being a Member of the above-named Association, hereby appoint:

1..... of,

2.of,

3..... of,

as proxy to vote in the name and on behalf of the Club/ County Association at the general meeting of the Association to be held on 20....., and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 *for *against

Resolution No. 2 *for *against.

*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed this day of 20.....+

- 34.** The appointment of a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Board may:
- 34.1. in the case of an instrument in writing be deposited at the 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 Association in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- 34.2. in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications:
- 34.2.1. in the notice convening the meeting, or
- 34.2.2. in any instrument of proxy sent out by the Association in relation to the meeting, or
- 34.2.3. in any invitation contained in an electronic communication to appoint a proxy issued by the Association in relation to the meeting,
- it must be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;
- 34.3. in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
- 34.4. where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the Chairman or to any member of the Board;
- and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.
- In this regulation and the next, ~~%address+~~, in relation to electronic communications, includes any number or address used for the purposes of such communications.

- 35.** A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Association at the office or at such other place at which the instrument of proxy was duly deposited or, where the appointment of the proxy was contained in an electronic communication, at the address at which such appointment was duly received before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

MEMBERS AND OFFICERS OF THE BOARD

36.

- 36.1. Unless otherwise determined by ordinary resolution, the number of members of the Board shall be ten.
- 36.2. The Officers shall not be directors ex officio.

OFFICERS

- 37.** The Officers of the Association shall comprise the President, Senior-Vice President and the Junior Vice-President.
- 38.** At each annual general meeting and subject to Article 39.2:
- 38.1. The Members shall elect a man to be Junior Vice-President in even years and a woman to be Junior Vice-President in odd years or to fill any vacancy which may have arisen by virtue of Article 38.4 from nominations received by the Board. A prospective Junior Vice-President or other Officer must be proposed and seconded by Member Clubs and must sign a nomination form to signify his or her willingness to act which contains a description of that person not exceeding 100 words to include details of his or her relevant experience and expertise and must be sent to the Association no more than 120 clear days and no later than sixty clear days before the annual general meeting.
- 38.2. Subject to Article 39.2 the Junior Vice-President elected at the previous annual general meeting shall become the Senior Vice-President, and the Senior Vice-President shall become President.
- 38.3. The President who succeeded to this office at the previous annual general meeting shall retire from office.
- 38.4. The Members shall also elect a man or a woman to fill any vacancy which there may be as a result of there being no candidate to succeed to any of the positions referred to in Sub-Articles 1.1 to 38.3 (inclusive).

38.5. A prospective candidate must be proposed and seconded by Member Clubs and must sign a nomination form to signify his or her willingness to act which contains a description of that person not exceeding 100 words to include details of his or her relevant experience and expertise and must be sent to the Association no more than 120 clear days and no later than sixty clear days before the annual general meeting.

39.

39.1. The Members in general meeting may remove any Officer or member of the Board in accordance with the provisions of the Act in relation to the removal of a Director.

39.2. If any Officer dies, retires or is removed from office, the following provisions shall apply:

39.2.1. if the President ceases to hold office, the Senior Vice-President shall become the President. Similarly, if the Senior Vice-President ceases to hold office, the Junior Vice-President shall become Senior Vice-President;

39.2.2. the person succeeding to an office under this sub-clause shall hold office until the next annual general meeting and for the period until the next annual general meeting thereafter

40. A person may be an elected member of the Board and an Officer at the same time but shall have only one vote as a member of the Board

41.

41.1. The Board shall send to every member a notice with a list containing the names of the persons willing to be appointed as an Officer printed in alphabetical order on a form of voting paper to be approved by the Board together with a description of each candidate and a statement of the vacancy to be filled (unless there is only one duly nominated and qualified candidate for election as a particular Officer in which case a statement to that effect shall be included when convening the Annual General Meeting and any such candidate shall be deemed to have been elected).

41.2. The voting papers when completed shall be returned to the Office or such other place as shall be determined by the Board by a date to be fixed by the Board not less than 48 hours before the date of the Annual General Meeting who shall appoint two scrutineers to inspect the votes.

41.3. The scrutineers shall report in writing to the Chairman the result of such voting and those candidates (up to the number required to fill the said vacancies) who receive the most votes shall be declared by the Chairman at the Annual General Meeting and shall be deemed to have been elected at the Annual General Meeting to the vacancies for the relevant Officers.

- 42.** Every Member shall be entitled to one vote only in respect of each vacancy. No member shall give more than one vote to any candidate. Any voting paper containing more than the requisite number of votes or more than one vote for any one candidate shall be rejected by the scrutineers.
- 43.** In the event of two or more candidates obtaining an equal number of votes it shall be decided by lot at the said Annual General meeting which of those candidates shall be eligible for election as the relevant Officer

APPOINTMENT AND RETIREMENT OF DIRECTORS

- 44.**
- 44.1. Subject to article 55 the members of the Board shall be elected at the Annual General Meeting in any given year in the manner hereinafter provided.
- 45.** The elected members of the Board shall hold office for a period of three years from the date of their election at the Annual General Meeting, save that at the first Annual General Meeting following the date of adoption of these Articles, all of the Directors shall retire, with ten new directors being appointed, and at the next three Annual General Meetings thereafter the Directors shall retire as follows:-
- 45.1. At the second Annual General Meeting following the date of adoption of these Articles three Directors shall retire and those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.
- 45.2. at the third Annual General Meeting following the adoption of these Articles three further Directors (other than those retiring under Article 45.1) shall retire and those to retire shall (unless otherwise agreed amongst themselves) be determined by lot
- 45.3. at the fourth Annual General Meeting following the adoption of these Articles four Directors (other than those retiring under Articles 45.1 and 45.2 shall retire.

For the purpose of this Article 45 the period of one year shall be deemed to be the period between two successive Annual General Meetings.

- 46.** If a Director is required to retire at an Annual General Meeting by a provision of these articles the retirement shall take effect upon the conclusion of the meeting.

- 47.** No person may be appointed a Director at any Annual General Meeting unless:
- 47.1. not less than 60 nor more than 120 clear days or such other period as the Board may from time to time decide before the date of the Annual General Meeting in any given year the Association is given notice that:
- 47.1.1. is proposed and signed on behalf of a Club which is a Member and seconded and signed on behalf of a Club which is a Member
- 47.1.2. states the Member Club's intention to propose and second the appointment of that person as a Director;
- 47.1.3. contains a description of that person not exceeding 100 words to include details of his or her relevant experience and expertise;
- 47.1.4. contains the details that, if the person were to be appointed, the Association would have to file at Companies House; and
- 47.1.5. is signed by the person who is to be proposed to show his or her willingness to be appointed; and
- 48.**
- 48.1. The Board shall send to every member a notice with a list containing the names of the persons willing to be appointed as a Director printed in alphabetical order on a form of voting paper to be approved by the Board together with a description of each candidate and a statement of the number of vacancies to be filled (unless the number of duly nominated and qualified candidates for election as members of the Board shall not exceed the number of vacancies to be filled in which case a statement to that effect shall be included when convening the Annual General Meeting and all such candidates shall be deemed to have been elected).
- 48.2. The voting papers when completed shall be returned to the Office or such other place as shall be determined by the Board by a date to be fixed by the Board not less than 48 hours before the date of the Annual General Meeting who shall appoint two scrutineers to inspect the votes.
- 48.3. The scrutineers shall report in writing to the Chairman the result of such voting and those candidates (up to the number required to fill the said vacancies) who receive the most votes shall be declared by the Chairman at the Annual General Meeting and shall be deemed to have been elected at the Annual General Meeting to be Directors of the Association.

49. Every Club which is a Member shall be entitled to one vote only in respect of each vacancy. No member shall give more than one vote to any candidate. Any voting paper containing more than the requisite number of votes or more than one vote for any one candidate shall be rejected by the scrutineers. For the avoidance of doubt County Associations shall not be entitled to a vote.
50. In the event of two or more candidates obtaining an equal number of votes it shall be decided by lot at the said Annual General meeting which of those candidates shall be eligible for election as a Director
51. The appointment of a Director must not cause the number of Directors to exceed any number fixed as the maximum number of Directors.

PROVISIONS APPLICABLE TO ALL MEMBERS OF THE BOARD

52. No more than one member of the Board may be members of the same Club.
53. If at the meeting at which a member of the Board retires the vacancy is not filled, the retiring member of the Board shall, if willing to act, be deemed to have been reappointed for a further period of three years;
54. The Board may appoint a person to fill a vacancy in the Board but
- 54.1. the person must be a member of a Club;
- 54.2. any member of the Board appointed under this Article shall hold office until the expiry of the period of office of the member of the Board who created the vacancy.

DISQUALIFICATION AND REMOVAL OF MEMBERS OF THE BOARD

55. The office of a member of the Board shall be vacated if:
- 55.1. he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or
- 55.2. he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- 55.3. he is, or may be, suffering from mental disorder and either:
- 55.3.1. he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or
- 55.3.2. an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or

- 55.4. he resigns his office by notice to the Association; or
- 55.5. he shall for more than six consecutive months have been absent without permission of the Board from meetings of the Board and any sub-committees of which he is a member held during that period and the Board resolves that his office be vacated.
- 55.6. he or she shall cease to be a member of a Club.

POWERS OF THE BOARD

- 56. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Association shall be managed by the Board who may exercise all the powers of the Association. No alteration of the memorandum or articles and no such direction shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the Board by the articles and a meeting of the Board at which a quorum is present may exercise all powers exercisable by the Board.

- 57. The Board may, by power of attorney or otherwise, appoint any person to be the agent of the Association for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

DELEGATION OF BOARD'S POWERS

- 58. The Board may delegate such of its powers as it thinks fit to such sub-committees of the Board as it may determine. Any such delegation may be made subject to any conditions the Board may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a sub-committee with two or more members shall be governed by the articles regulating the proceedings of the Board so far as they are capable of applying. The Chairman and the Vice Chairman of each sub-committee shall be appointed by the Board after consultation with the sub-committee members.

PROCEEDINGS OF THE BOARD

- 59. Subject to the provisions of the articles, the Board may regulate their proceedings as they think fit. The Chairman or not less than five members of the Board may call a meeting of the Board. It shall not be necessary to give notice of a meeting to a member of the Board who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall have a second or casting vote.

- 60.** The quorum for the transaction of the business of the Board may be fixed by the Board and unless so fixed at any other number shall be six.
- 61.** The continuing members of the Board or a sole continuing member of the Board may act notwithstanding any vacancies in their number, but, if the number of members of the Board is less than the number fixed as the quorum, the continuing members or member of the Board may act only for the purpose of filling vacancies or of calling a general meeting.
- 62.** At the first meeting of the Board after the annual general meeting the members of the Board shall appoint two of their number to be the Chairman and Vice Chairman respectively of the Board and may at any time remove such officers. Unless he is unwilling to do so, the Chairman shall preside at every meeting of the Board at which he is present. If there is no member of the Board holding that office, or if the member of the Board holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Vice Chairman shall be chairman of the meeting.
- 63.** All acts of a meeting of the Board or of a sub-committee of the Board, or by a person acting as a member of the Board shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any member of the Board or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a member of the Board and had been entitled to vote.
- 64.** A resolution in writing signed by all the members of the Board entitled to receive notice of a meeting of the Board or of a sub-committee of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board or (as the case may be) a sub-committee of the Board duly convened and held and may consist of several documents in the like form each signed by one or more members of the Board.

- 65.** Save as otherwise provided by the articles, a member of the Board shall not vote at a meeting of the Board or of a sub-committee of the Board on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Association unless his interest or duty arises only because the case falls within one or more of the following paragraphs:
- 65.1. the resolution relates to the giving to him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the Association or any of its subsidiaries;
- 65.2. the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the Association or any of its subsidiaries for which the member of the Board has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;
- 65.3. his interest arises by virtue of his subscribing or agreeing to subscribe for any debentures of the Association or any of its subsidiaries, or by virtue of his being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any such debentures by the Association or any of its subsidiaries for subscription, purchase or exchange;

For the purposes of this article, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the Association), connected with a member of the Board shall be treated as an interest of the member of the Board.

- 66.** A member of the Board shall not be counted in the quorum present at a meeting in relation to a resolution upon which he is not entitled to vote.
- 67.** The Association may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the articles prohibiting a member of the Board from voting at a meeting of the Board or of a sub-committee of the Board.
- 68.** Where proposals are under consideration concerning the appointment of two or more members of the Board to offices or employments with the Association or any body corporate in which the Association is interested the proposals may be divided and considered in relation to each member of the Board separately and (provided he is not for another reason precluded from voting) each of the members of the Board concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.

69. If a question arises at a meeting of the Board or of a sub-committee of the Board as to the right of a member of the Board to vote, the question may, before the conclusion of the meeting, be referred to the Chairman of the meeting and his ruling in relation to any member of the Board other than himself shall be final and conclusive.

70. The Chief Executive has the right to attend all Board meetings save in relation to matters relating to his appointment, but is not a director and for the avoidance of doubt shall not be entitled to vote.

BOARD EXPENSES

71. The members of the Board may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of the Board or sub-committees of the Board or general meetings or otherwise in connection with the discharge of their duties.

BOARD MEMBER'S' APPOINTMENTS AND INTERESTS

72. Subject to the provisions of the Act, and provided that he has disclosed to the Board the nature and extent of any material interest, a member of the Board may, notwithstanding his office:

72.1. be a party to, or otherwise interested in, any transaction or arrangement with the Association or in which the Association is otherwise interested;

72.2. be a member of the board of directors or other officer of, or employed by, or be a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Association or in which the Association is otherwise interested; and

72.3. shall not, by reason of his office, be accountable to the Association for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

73. For the purposes of article 72

73.1. a general notice given to the Board that a member of the Board is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the member of the Board has an interest in any such transaction of the nature and extent so specified; and

73.2. an interest of which a member of the Board has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

MINUTES

- 74.** The Board shall cause minutes to be made in books kept for the purpose:
- 74.1. of all appointments of officers made by the Board; and
- 74.2. of all proceedings at meetings of the Association, and of the Board, and of sub-committees of the Board, including the names of the members of the Board present at each such meeting.

THE SEAL

- 75.** The seal (if any) shall only be used by the authority of the Board or of a sub-committee of the Board authorised by the Board. The Board may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by two members of the Board

ACCOUNTS

- 76.** No Member shall (as such) have any right of inspecting any accounting records or other book or document of the Association except as conferred by statute or authorised by the Board or by ordinary resolution of the Association.

NOTICES

- 77.** Any notice to be given to or by any person pursuant to the articles (other than a notice calling a meeting of the Board) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice.

In this regulation, ~~%address+~~, in relation to electronic communications, includes any number or address used for the purposes of such communications.

- 78.** The Association may give any notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Association by the Member. A Member whose registered address is not within the United Kingdom and who gives to the Association an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him at that address, but otherwise no such Member shall be entitled to receive any notice from the Association.

In this regulation and the next, %address+, in relation to electronic communications, includes any number or address used for the purposes of such communications.

- 79. A Member present, either in person or by proxy, at any meeting of the Association shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
- 80. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

INDEMNITY

- 81. Subject to the provisions of the Act but without prejudice to any indemnity to which a member of the Board may otherwise be entitled, every member of the Board or other officer or auditor of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association.

POLICIES, RULES, REGULATIONS OR BYE-LAWS

- 82. The Board may from time to time make such reasonable and proper policies, rules, regulations or bye-laws as they may deem necessary or expedient for the proper conduct and management of the Association.
- 83. The policies, rules, regulations or bye-laws may regulate the following matters but are not restricted to them:
 - 83.1. the admission of Members of the Association and the rights and privileges of such Members, and the subscriptions and other fees or payments to be made by Members;
 - 83.2. the conduct of Members in relation to one another, and to the Association;
 - 83.3. the conduct of competitions and tournaments organised by or with the authority of the Association;

- 83.4. the procedure at general meetings and meetings of the Board in so far as such procedure is not regulated by the Act or by these Articles;
- 83.5. generally, all such matters as are commonly the subject matter of Association rules.
- 84.** The Board must adopt such means as they think sufficient to bring the policies, rules, regulations or bye-laws to the notice of Members of the Association.
- 85.** The policies, rules, regulations or bye-laws, shall be binding on all Members. No policy, rule, regulation or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.