

FILE COPY



**CERTIFICATE OF INCORPORATION  
OF A  
PRIVATE LIMITED COMPANY**

Company Number **14963912**

The Registrar of Companies for England and Wales, hereby certifies that

**PORTSLADE BOWLS CLUB LIMITED**

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in England and Wales

Given at Companies House, Cardiff, on **27th June 2023**



\*N14963912M\*



Companies House



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



Application to register a company



Received for filing on the: **16/06/2023**

AC5TP2TF

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<i>Company Name in full:</i>	<b>PORTSLADE BOWLS CLUB LIMITED</b>
<i>Company Type:</i>	<b>Private company limited by guarantee</b>
<i>Situation of Registered Office:</i>	<b>England and Wales</b>
<i>Proposed Registered Office Address:</i>	<b>(SPORTS PAVILION EAST) VICTORIA RECREATION GROUND VICTORIA ROAD PORTSLADE BRIGHTON EAST SUSSEX ENGLAND BN41 1XD</b>
<i>Sic Codes:</i>	<b>93110 93120 93199</b>
<i>Principal activity description:</i>	<b>Operation of sports facilities Activities of sport clubs Other sports activities</b>

*I wish to adopt entirely bespoke model articles.*

## ***Proposed Officers***

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### ***Company Secretary***     ***1***

*Type:*                                **Person**

*Full Forename(s):*                **JOHN EDWARD**

*Surname:*                         **GREEN**

*Service Address:*                **(SPORTS PAVILION EAST) VICTORIA RECREATION GROUND  
VICTORI ROAD PORTSLADE  
BRIGHTON  
EAST SUSSEX  
ENGLAND BN41 1XD**

*The subscribers confirm that the person named has consented to act as a secretary.*

*Company Director* 1

Type:	Person
Full Forename(s):	MARION JEAN
Surname:	WHITNEY
Service Address:	recorded as Company's registered office
Country/State Usually Resident:	ENGLAND

*Date of Birth:*     **10/08/1944**                      *Nationality:*       **BRITISH**

*Occupation:*     **NONE**

*The subscribers confirm that the person named has consented to act as a director.*

*Company Director* 2

Type:	Person
Full Forename(s):	RAYMOND FRANCIS
Surname:	AYLWARD
Service Address:	19 GRAHAM CLOSE PORTSLADE BRIGHTON EAST SUSSEX BN41 2YE
Country/State Usually Resident:	ENGLAND

*Date of Birth:*     **26/08/1939**                      *Nationality:*     **ENGLISH**  
*Occupation:*     **NONE**

*The subscribers confirm that the person named has consented to act as a director.*

## Company Director 3

Type: **Person**

Full Forename(s): **GILLIAN ELIZABETH**

Surname: **SELL**

Service Address: **FLAT 1 123 LANSDOWNE PLACE  
HOVE  
EAST SUSSEX  
ENGLAND BN3 1FP**

Country/State Usually Resident: **ENGLAND**

Date of Birth: **12/11/1954** Nationality: **BRITISH**

Occupation: **ACCOUNTANT**

*The subscribers confirm that the person named has consented to act as a director.*

## Company Director 4

Type: **Person**

Full Forename(s): **JOHN EDWARD**

Surname: **GREEN**

Service Address: **48 COURT FARM ROAD  
HOVE  
EAST SUSSEX  
ENGLAND BN3 7QR**

Country/State Usually Resident: **ENGLAND**

Date of Birth: **09/08/1938** Nationality: **BRITISH**

Occupation: **NONE**

*The subscribers confirm that the person named has consented to act as a director.*

## ***Persons with Significant Control (PSC)***

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### **Statement of no PSC**

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**The company knows or has reason to believe that there will be no registerable Person with Significant Control or Relevant Legal Entity (RLE) in relation to the company**

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## **Election to keep information on the public register**

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The subscribers have elected to keep Register of Secretaries information on the public register

The subscribers have elected to keep Register of Directors information on the public register

The subscribers have elected to keep Register of Directors Usual Residential Addresses information on the public register

## *Statement of Guarantee*

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I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for:

- payments of debts and liabilities of the company contracted before I cease to be a member;
- payments of costs, charges and expenses of winding up, and;
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below.

*Name:* **MARION JEAN WHITNEY**

*Address* **4 ST ANDREWS ROAD  
PORTSLADE  
BRIGHTON  
EAST SUSSEX  
BN41 1DA**

*Amount Guaranteed* **1**

*Name:* **RAYMOND FRANCIS AYLWARD**

*Address* **19 GRAHAM CLOSE  
PORTSLADE  
BRIGHTON  
EAST SUSSEX  
BN41 2YE**

*Amount Guaranteed* **1**

*Name:* **GILLIAN ELIZABETH SELL**

*Address* **FLAT 1 123 LANSDOWNE PLACE  
HOVE  
EAST SUSSEX  
BN3 1FP**

*Amount Guaranteed* **1**

*Name:* **JOHN EDWARD GREEN**

*Address* **48 COURT FARM ROAD  
HOVE  
EAST SUSSEX  
BN3 7QR**

*Amount Guaranteed* **1**



## ***Statement of Compliance***

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*I confirm the requirements of the Companies Act 2006 as to registration have been complied with.*

<i>Name:</i>	<b>MARION JEAN WHITNEY</b>
<i>Authenticated</i>	<b>YES</b>
<i>Name:</i>	<b>RAYMOND FRANCIS AYLWARD</b>
<i>Authenticated</i>	<b>YES</b>
<i>Name:</i>	<b>GILLIAN ELIZABETH SELL</b>
<i>Authenticated</i>	<b>YES</b>
<i>Name:</i>	<b>JOHN EDWARD GREEN</b>
<i>Authenticated</i>	<b>YES</b>

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## ***Authorisation***

<i>Authoriser Designation:</i>	<b>subscriber</b>	<i>Authenticated</i>	<b>YES</b>
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THE COMPANIES ACT 2006

**ARTICLES OF ASSOCIATION**  
for  
**PORTSLADE BOWLS CLUB LIMITED**

**PRIVATE COMPANY LIMITED BY GUARANTEE**

THE COMPANIES ACT 2006



***Portslade Bowls Club from Season 2021***

*Associated to Bowls England & Affiliated to Sussex County Bowls*

THE COMPANIES ACT 2006  
**PRIVATE COMPANY LIMITED BY GUARANTEE**  
**ARTICLES OF ASSOCIATION**

for  
**PORTSLADE BOWLS CLUB LIMITED**

**Portslade Bowls Club Limited was created in 2023 to provide 'flat surface all weather bowling' facilities for amateur bowlers in Victoria Park, Portslade, managing the bowls club known as Portslade Bowls Club.**

Portslade Bowls Club is affiliated to Sussex County Bowls which itself is affiliated to Bowls England.



These Articles of Association were adopted by a special resolution voted by the Portslade Bowls Club members attending a Special Meeting held in the Club's premises in Victoria Park, Portslade, held on 29<sup>th</sup> November 2022.

The Company is registered with HMRC under section 658 of CTA 2010 as a Community Amateur Sports Club. *(Registering as a CASC entitles the Club to benefit from a range of tax reliefs which are similar to those available to a charity, but not as extensive.)*

**Company's Registered Office is Victoria Recreation Ground, Sports Pavilion (East), Victoria Road, Portslade. BN41 1XD**

*Notes to these Articles of Association;*

note 1: The headings in the Articles do not form part of the Articles nor in any manner affect the interpretation or construction of them.

note 2:  An highlighted double asterisk  before the commencement of a Clause indicates that this particular Clause is CASC compliant and so cannot be deleted by any future resolution put to the club's members at a Special Meeting. *(This is an HMRC ruling for incorporated CASC sports clubs).*

note 3: The text in brackets, (other than the (s) indicating a plural option) is for the reader's guidance only.

note 4: For the purposes of Section 20 of the Companies Act 2006 Act; the relevant model articles supplied by Bowls England shall be deemed to have been excluded fully and replaced with the provisions of these Articles.

Note 5: Companies House advised that on Incorporation the code numbers for the Company's Standard Industrial Classification of Economic Activities (SIC) shall be;

93110 (operation of sports facilities)     //     93120 (activities of sport clubs)     //     93199 (other sports facilities).

note 6: **For reference purposes, the Articles have been separated into the following sections;**

- 1-9     The Company
- 10-37     Directors, including their responsibilities
- 38-44     Members: section (1) on bowls club membership
- 45-59     Members: section (2) on bowls club members' decision making
- 60-64     Administrative Arrangements
- 65-66     Licensing Act 2003
- 67-70     Insurances
- 71-72     'Proxy Voting' Articles *(in Appendix A for future insertion in the main text)*

*(Appendix A provides additional Proxy Voting Clauses, Appendix B explains the 'Director's Letter of Appointment', Appendix C covers Accounts & Audit requirements and Appendix D defines the terms used in the following text.)*

## **INDEX OF THE ARTICLES**

### **The COMPANY**

1. Bespoke Articles of Association Statement
2. Interpretation
3. Purpose
4. Objects
5. Implementation
6. Powers of the Company
7. Income
8. Winding Up *(Refer also to, "Dissolution, the Application of Assets of the Company on Dissolution."*
9. Guarantee and Financial Contract Authorisations.

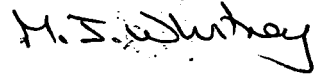
### **DIRECTORS, INCLUDING THEIR RESPONSIBILITIES**

10. Composition of Directors
11. Appointing Directors
12. Retirement of Directors
13. Directors' General Authority
14. Termination of Member'(s) Registration
15. Accounts and Reporting of Accounts
16. Presentation of Accounts
17. Directors and Club Officers' Remuneration
18. Members' Reserve Power
19. Directors May Delegate
20. Committees, *(including decision making at the General Purposes Committee meetings)*
21. Directors Taking Decisions Collectively
22. Unanimous Decisions
23. Calling a Directors' Meeting
24. Quorum for Directors' Meetings
25. Participation in Directors' Meetings
26. Chairing of Directors' Meetings
27. Casting Vote at a Director's Meeting
28. Directors' Conflicts of Interest

**Signed on behalf of Portslade Bowls Club**

Marion Whitney

(Club President)



Raymond Aylward

(Chair of Club's General Purposes Committee)



29. Execution of Contracts and Deeds
30. Retention of Minutes of Meetings and Records of Decisions
31. By-Laws (Rules)
32. Promulgate the By-Laws (Rules)
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34. Adults Care Act 2014 (or any subsequent Acts of Parliament.)
35. Equality Act 2010 (or any subsequent Acts of Parliament.)
36. Removal of Directors
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41. Joining Fees
42. Conditions of Membership
43. Rights of Members
44. Guests

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47. Manner of giving Meeting Notices
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52. Attendance and Speaking at Meetings
53. Quorum for Members' Meetings
54. Chairing Members' Meetings
55. Adjournment of Members' Meetings.

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57. Voting: General  
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66. CASC: Alcohol & Food Regulations

## **INSURANCES**

67. Director Legal Expenses and Indemnity Insurance  
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70. Dissolution, the Application of Assets of the Company on Dissolution.

**APPENDIX A** Proxy Voting (71) and Delivery of Proxy Notices (72)

**APPENDIX B** Director(s) Responsibilities & Letter of Appointment

**APPENDIX C** Company Accounts & Audit of Accounts

**APPENDIX D** Defines Terms used in the text

## **INTERPRETATION, OBJECTS AND LIMITATION OF LIABILITY**

- 1 Bespoke Article of Association Statement** *(Article 1 has 1 clause)*
- 1.1 For the purposes of Section 20 of the Companies Act 2006 Act, the relevant model articles supplied by Bowls England shall be deemed to have been excluded fully and replaced with the provisions of these Articles.
- 2 Interpretation** *(Article 2 has 4 clauses)*
- 2.1 Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles.
- 2.2 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.
- 2.3 Unless expressly provided otherwise, a reference to a statute or statutory provision shall include any subordinate legislation from time to time made under that statute or statutory provision;
- 2.4 Any word following the terms including, "include, in particular, for example or any similar expression" shall be construed as illustrative and shall not limit the sense of the words preceding those terms.

## **INTRODUCTION TO THE COMPANY KNOWN AS PORTSLADE BOWLS CLUB LIMITED**

- 3 Purpose** *(Article 3 has 6 clauses)*
- 3.1 The Company known as Portslade Bowls Club Limited has been established to;
- 3.2 **\*\*Provide facilities for and to promote participation in the amateur sport of lawn (flat) green bowls in Portslade, a district within the City of Brighton & Hove;**
- 3.3 **\*\*Principally provide facilities for and generally to promote, encourage and facilitate the playing of bowls amongst the whole community regardless of ability;**
- 3.4 **\*\*Ensure the members' wellbeing has the utmost importance; for everyone to feel comfortable and to encourage everyone to compete in the sport.**
- 3.5 **\*\*Display an Equality and Diversity Policy to ensure that everyone is treated fairly and with respect and that members, non-members and visiting teams are not denied access to the club's premises because of a discriminatory reason.; (the policy being that as published by Sussex Bowls).**
- 3.6 This Equality & Diversity policy is to be fully supported by the Company management, which will be responsible for the implementation and review of this policy.
- 4 Objects** *(Article 4 has 7 clauses)*
- 4.1 The Company is to acquire and take over all of the assets and liabilities of the unincorporated association known as Portslade Bowls Club and to indemnify Portslade Bowls Club, its officers, members, members of committees against all costs, claims, demands, actions and proceedings relating to the assets and undertakings of the Bowls Club and in respect of all liabilities, obligations and commitments (whether legally binding or not) of the Club and also in respect of the costs and expenses and outgoings from or attributable to the transfer of assets and undertaking.
- 4.2 To obtain funding for the activities of the Bowls Club by collecting joining fees, membership subscriptions, match fees and, by obtaining sponsorship and other available funding.
- 4.3 To promote the sport of bowls within the club.
- 4.4 To affiliate to Bowls England and to affiliate to the Constituent Body designated to it by BE.
- 4.5 To take and retain a membership of Sussex County Bowls.
- 4.6 To comply with and uphold the rules and regulations of Sussex County Bowls, Bowls England and World Bowls as amended from time to time and the rules and regulations of anybody to which Bowls England is registered or affiliated.

- 4.7     **\*\*To provide other ordinary benefits of an amateur sports club as set out in CASC Regulations 2015 including without limitation, provision of suitably qualified coaches; coaching courses; insurance; and post-match refreshments.**

**5                    Implementation** *(Article 5 has 1 clause)*

- 5.1     The Company Directors are to undertake the following activities;
- 5.1.1   To rent or lease and then maintain the Company's premises and bowling facilities;
- 5.1.2   To provide club-owned bowls equipment for the use of its members as required;
- 5.1.3   To buy, make, supply, sell and deal in all kinds of apparatus and equipment used in connection with bowls and in all kinds of liquors provisions and refreshment required or used by members of the company or other persons using the clubhouse or premises of the club;
- 5.1.4   To make rules, regulations, bye-laws and standing orders concerning the operation of the Bowls Club including without limitation regulations concerning disciplinary procedures that may be taken against the members;
- 5.1.5   To discipline the Bowls Club Members as permitted by these Articles and the Rules and to refer its members to be disciplined by Bowls England or the Constituent Body (*as appropriate*) where so required by the rules and regulations of BE or the Constituent Body (*as the case may be*);
- 5.1.6   To promote and hold, either alone or jointly with any other organization, club or persons, meetings, competitions and matches as the case may be for the playing of bowls, and to offer, give or contribute towards prizes, medals and awards for the sport or recreational activities and to promote, give or support any function designed to raise the local residents' interest in bowls or playing of sport generally;
- 5.1.7   To sell or supply food or drink to members and their guests as a social adjunct to the sporting purposes of the Club;
- 5.1.8   **\*\*The Club is to be 'non-profit making', any surplus income or gains being either reinvested in the Club; or**
- 5.1.9   **\*\*To make donations or offer support to other bowls clubs which are charities or CASCs.**
- 5.1.10   **\*\*CASC Status does not permit any distribution of club assets in cash or in kind to members or third parties;**
- 5.1.11   **\*\**(This does not prevent donations by the club to charities &/or to other clubs that are registered as Community Amateur Sports Clubs);***
- 5.1.12   To do all such other things as the Board of Directors consider to be in the best interest of this Bowls Club in order to further the interests of the Club, to advance and safeguard the interests of bowls; to promote increases in participation at all levels of bowls or as are otherwise incidental or conducive to the attainment of all or any of the objects stated in this article. To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any part of them;
- 5.1.13   Acknowledges its responsibility to ensure that nobody is unfairly discriminated against solely on grounds of gender, sexuality, age, race, religious belief, disability or level of personal income whilst participating in bowling with the club.

**6                    Powers of the Company** (*Portslade Bowls Club Limited*) *(Article 6 has 1 clause)*

- 6.1     In pursuance of the objects set out in these Articles of Association, the Company has the power to;
- 6.1.1   Do all such lawful things as are consistent with the furtherance of its Purpose & Objects,
- 6.1.2   Devolve the day-to-day management of the Bowls Club to a General Purposes Committee; (*see also the Article titled, "Directors' Powers to Delegate."*)
- 6.1.3   Agree the longer-term strategy and management of the Company to be undertaken by the Company's Board of Directors, being composed by those Bowls Club Members who have been elected by the Bowls Club Members at an AGM to be Directors of the company.

*Article 6 continues on next page*



- 6.1.4 Buy, lease or otherwise acquire and deal with any property real or personal and any rights or privileges of any kind over or in respect of any property real or personal and to improve, manage, develop, construct, repair, sell, lease, mortgage, charge, surrender or dispose of or otherwise deal with all or any part of such property and any and all rights of the Club;
- 6.1.5 Open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments; and
- 6.1.6 Pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Club and to contract with any person, firm or Club to pay the same;
- 6.1.7 Pay to a Company Director, *(or to an appointed officer, or committee or sub-committee member)* any reasonable and proper out of pocket expenses incurred in the exercise of their powers and the discharge of their responsibilities in relation to the Club;
- 6.1.8 Re-imburse members of the Bowls Club for the supply of goods bought with the Treasurer's permission;
- 6.1.9 Pay interest on money lent by a member of the Bowls Club or by a Company Director(s) at a commercial rate of interest;
- 6.1.10 Any premium in respect of the purchase and maintenance of indemnity insurance in respect of liability for any act or default of any or all Director(s) in relation to the Company;
- 6.1.11 Invest and deal with the funds of the Club not immediately required for its operations in or upon such investments as may be thought fit;
- 6.1.12 Do all such other lawful things as are incidental or conducive to the pursuit or to the attainment of any of the objects set out in the Article headed, "Purpose, Objects and Implementation".

## **7 Income** *(Article 7 has 3 clauses)*

- 7.1 **\*\***The income and property of the Company shall be applied solely towards the promotion of the 'Objects' and no portion thereof shall be paid or transferred directly or indirectly, overtly or covertly by way of distribution, bonus or otherwise by way of profit to the members of the club or third parties other than other CASCs or registered charities.
- 7.2 No person shall be paid a salary, bonus fee or any other remuneration for representing the Bowls Club in a Bowls Competition or Match against another Bowls Club.
- 7.3 The Company may benefit from its CASC status to collect Gift Aid UK Government rebates on donations to the Company made by donor(s) eligible to claim Gift Aid. *(An appropriate Gift Aid Declaration form has to be signed by the donor(s))*
- 7.3.1 The Gift Aid 'small donations scheme' allows eligible CASCs to claim a 'top up' payment on cash donations of £20 or less. The Company does not need to record the identity of the donor(s) nor collect a Gift Aid declaration form from the donor(s).

## **8 Winding Up** *(Article 8 has 1 clause)*

- 8.1.1 **\*\***Should Portslade Bowls Club Limited be wound up, whether voluntarily or otherwise, the liquidator shall with the sanction of an extraordinary resolution of the Company and any other sanction required by the Act vest the whole or any part of the Company's assets as instructed in the Article titled, "Dissolution, the Application of Assets on Dissolution.)"

## **9 Guarantee (Members' Liability) and Financial Contract Authorisations.** *(Article 9 has 2 clauses)*

- 9.1 The liability of each Bowls Club Member is limited to £1, being the amount that each Bowls Club Member undertakes to contribute to the assets of the Company in the event of the Company being wound up, or should a person cease to be a Member of the Bowls Club then their liability remains for a period of twelve months following leaving the Bowls Club. The liability is for;
  - 9.1.1 Payment of the Company's debts and liabilities contracted whilst being a member of the Bowls Club; and
  - 9.1.2 Payment of the costs, charges and expenses of the winding up; and

- 9.1.3 Adjustment of the rights of the contributories among themselves. (This clause covers the possibility that some members may not have paid all their fees before the company ceases to function.)
- 9.2 The Directors, Officers or any Committee Member (*or Sub-Committee member*) delegated by the Board of Directors to act as agent for the Company/Club or for the Bowls Club Members, may only enter into contracts expressly authorised, or authorised by implication, by the Company's Board of Directors. No one shall, without the express authority of the Board of Directors, borrow money or incur debts on behalf of the Company/Club or its membership.

*Section on 'The Company' ends.*

*The section on 'DIRECTORS' commences on the next page*

## **DIRECTORS, INCLUDING THEIR RESPONSIBILITIES**

- 10      **Composition of Directors** *(Article 10 has 8 clauses)*
- 10.1    Unless otherwise determined by a Special Resolution put to the Bowls Club Members at an AGM, the number of Company Directors shall be subject to a maximum of eight and not be less than five.
- 10.2    The Company's Board of Directors shall include the following Executive Directors; whilst the Board may invite the Bowls Club President and the Bowls Club Captain to serve as Non-Executive Directors from time to time.
- 10.2.1   Chairperson of the Board of Directors from time to time; for a term not lasting beyond three years in post.
- 10.2.2   The Chairperson of the Bowls Club's General Purposes Committee from time to time; *(Board's Vice-Chair, an Executive Director)* for a term not lasting beyond four years;
- 10.2.3   The Company *(Honorary)* Treasurer from time to time; *(An Executive Board appointment as long as in post)*
- 10.2.4   The Company *(Honorary)* Secretary from time to time, *(An Executive Board appointment as long as in post and who may also act as the General Purposes Committee Secretary);*
- 10.2.5   The Company *(Honorary)* Site Liaison Officer from time-to-time; *(An Executive Board appointment as long as in post, but only as and when the Directors decide that the post should be filled);*
- 10.3    The President of the Bowls Club from time-to-time may accept an invitation from the Board to become a Company Non-Executive Director whilst Club President.
- 10.4    The Bowls Club Captain from time-to-time may accept an invitation from the Board to become a Non-Executive Company Director whilst Club Captain.
- 10.5    The President of the Bowls Club and the Bowls Club Captain shall remain as Non-Executive Directors as long as they hold their respective Bowls Club Posts *(unless either or both of the respective posts remain vacant following the 3<sup>rd</sup> year AGM in which instance the Company Chairman may ask either or both to remain in post for one further year.)*
- 10.6    Should at any time the office of Company Chairperson become vacant, then the post shall be temporarily filled by the Chairperson of the Bowls Club's General Purposes Committee *(Board's Vice-Chairperson)* until the next Annual General Meeting of the Bowls Club.
- 10.6.1   The Chairperson of the Bowls Club General Purposes Committee will be an Ex-officio member of the Company's Board of Directors and will by right, be the Vice-Chairperson of the Board of Directors.
- 10.6.2   The Chairperson of the Bowls Club General Purposes Committee shall remain in office for no longer than a maximum of four years.
- 10.6.3   Should at any time the office of General Purposes Committee Chairperson become vacant, then the General Purposes Committee will elect an Interim Chairperson until the next AGM. *(This person will take up the now vacant Director's position as Vice-Chair of the Board of Directors.)*
- 10.6.4   The Captain of the Bowls Club General Purposes Committee shall remain in office for no longer than a maximum of three years.
- 10.6.5   The Bowls Club Captain may be invited by the Board of Directors to become a member of the Company's Board of Directors whilst that person is Captain of the Club. The retiring Captain may seek re-election by the AGM to continue as the Bowls Club Captain.
- 10.7    The Company Secretary, the Company Treasurer and the Site Liaison Officer, *(if in post)* are all Board appointments; *(though subject to the Bowls Club Members endorsing the Board's nominations at an AGM.)*
- 10.7.1   The Company Secretary, the Company Treasurer and the Site Officer, *(if in post)* will serve until they are either retired by the Board or the individual resigns from the post.
- 10.7.2   The Company Secretary's main role is to attend to the filing and compliance issues associated with Companies House and CASC; liaise with the General Purposes Committee Secretary regarding meetings & agendas, and to monitor compliance with the Articles of Association within the Bowls Club.
- 10.8    The Board of Directors may in its sole discretion co-opt Bowls Club Member(s) to the Board to participate on the Board as a Non-Executive Director(s) until the next Annual General Meeting.

11 **Appointing Directors** (Article 11 has 9 clauses)

- 11.1 Three Directors being the Company Secretary, Company Treasurer and Site Liaison Officer shall be Board appointments though subject to Bowls Club Members endorsing the Board's recommendations at an AGM.
- 11.2 The Chairperson of the Bowls Club General Purposes Committee shall become an Ex-Officio Executive Company Director having been elected by the Bowls Club Members at an Annual General Meeting from time to time in accordance with the Article headed "Annual General Meetings (AGM)"
- 11.3 The Bowls Club President may accept an invitation from the Board to be an Ex-Officio Non-Executive Company Director whilst Bowls Club President.
- 11.3.1 Should the newly elected Bowls Club President decline the Board's invitation to take the Chair then another appointee will be recommended by the Board for the AGM to endorse.
- 11.4 The Bowls Club Captain may accept an invitation from the Board to be an Ex-Officio Non-Executive Company Director whilst Captain of the Bowls Club.
- 11.4.1 Should the newly elected Bowls Club Captain decline the Board's invitation to become a Non-Executive Director of the Company then another appointee may be recommended by the Board for the AGM to endorse. *(This may depend on whether or not an additional director is needed to make the recommended 'odd number' of directors in lieu of the chairperson not having a casting vote.)*
- 11.5 Subject to these Articles and the Act, the Board may from time to time in its sole discretion co-opt Bowls Club Member(s) to be Director(s) of the Company until the next Annual General Meeting in order for the Board to maintain an odd number of directors, *(since the Company Chairperson has no casting vote)*.
- 11.6 The Board of Directors may from time to time in its sole discretion co-opt members to the Board to fill any vacancies until the next Annual General Meeting.
- 11.6.1 Co-opted directors shall be entitled to vote at the meetings of the Board subject to the 'conflict of interests' rules contained in the Article designated, "Directors' Conflicts of Interest".
- 11.7 Before any person is elected to be a Director of the Company, the Bowls Club Members must individually;
- 11.7.1 Consider the skills and diversity of the person they are considering to elect to be a Director of Portslade Bowls Club Limited;
- 11.7.2 Consider whether the prospective director would satisfy the HMRC 'fit and proper person' test *(being the same test as for potential charity trustees)* for involvement in the general control, management and administration of the Company.
- 11.8 Newly elected Director(s) shall sign a 'Letter of Appointment' which sets out their role on the Board of Directors and also the responsibilities all Directors of Portslade Bowls Club Limited are expected to fulfil. *(Appendix B provides a guide to these responsibilities and a suggested template Letter of Appointment.)*
- 11.9 The Company Secretary must advise Companies House within 14 days of any change in Directors or the Company Secretary, using form CH01 on-line, *(or with form AP01 if appointing an additional director to the Board.)*

12 **Retirement of Directors** (Article 12 has 6 clauses)

- 12.1 The Bowls Club Member who took the role as Company Chairperson shall hold office as a Company Director for three years from the date of the AGM when the Bowls Club Members present at an AGM endorsed their appointment unless;
- 12.1.1 It was the Bowls Club President who had accepted the Company Board's invitation to be the Company Chairperson for their three-year term from the date of the AGM when their election occurred. *(The Club Chairperson's election shall be endorsed by the Bowls Club members present at each intervening AGM.)*
- 12.2 The Bowls Club Member who became the Ex-Officio (Vice-Chairperson) Director shall hold office as a Company Director for their four-year term from the date of the AGM when their election as General Purposes Committee Chairperson occurred. *(The Chairperson of the General Purposes Committee's election shall be endorsed by the Bowls Club members present at each intervening AGM.)*

- 12.3 If the Bowls Club Member who was elected Club Captain had accepted the Board's invitation to be a Company Non-Executive Director then their term as a Director will continue whilst in office as Club Captain. (The Club Captain's election shall be endorsed at each intervening AGM.)
- 12.4 The Company Secretary, the Company Treasurer and the Company Site Officer (*if appointed*) from time to time will be permanent members of the Board of Directors until they resign their position or are required to resign by the Company Chairman at the direction of the Board of Directors. (*These all are Board 'Executive Director' appointments.*)
- 12.4.1 These Executive Directors shall remain in post until they resign for personal reasons or asked to resign from the office by the Board or be dismissed by the Board of Directors for misconduct.
- 12.5 At the Annual General Meeting immediately following the end of an Ex-Officio's term as a Bowls Club Officer, the relevant Director shall then retire from the Board of Directors unless re-elected by the Bowls Club Members present at the AGM for a second term.
- 12.5.1 The above retiring Bowls Club Officers may offer themselves for re-appointment by the Bowls Club Members for a second term as Directors and if re-appointed are to be treated as continuing in office without a break, (*for the purpose of notifying Companies House when new directors are appointed.*)
- 12.6 A Non-Executive Director having served two terms in office will not be eligible for re-appointment.
- 13 Directors' General Authority** (*Article 13 has 5 clauses*)
- 13.1 The Board of Directors is responsible for the management of the Company's business, for which purpose it may exercise all the Powers of the Company though subject to these Articles, and any Rules made pursuant to them and the Companies Act 2006.
- 13.2 The Bowls Club Members at a General Meeting may by resolution revoke or vary a rule made by the Directors. (*A Company Director present at the meeting should be given the opportunity by the Meeting's Chairperson to explain the Board's reasoning for the rule in question.*)
- 13.3 No By-Law (Rule) made by the Bowls Club at a General Meeting pursuant to the article headed, "By-Laws (Rules)" shall invalidate any prior act of the Board which would have been valid if such Rule had not been made.
- 13.4 The interpretation of these Articles and By-Laws (Rules) shall be the prerogative of the Company's Board of Directors.
- 13.5 The Company's Board of Directors Contractual Liability: The Board of Directors shall endeavour to ensure that the following clause is inserted in every contract, lease, licence or other agreement entered into by Portslade Bowls Club Ltd. The clause to read;  
 "The liability of the Company and/or its Directors for the performance of any contractual or other obligation undertaken by them on behalf of Portslade Bowls Club Ltd. shall be limited to the assets of the Company from time to time."
- 14 Termination of a Member's Registration** (*Article 14 has 7 clauses*)
- 14.1 **\*\***It shall be the duty of the Board of Directors, if at any time it shall be of the opinion that the interests of the Bowls Club or the sport of bowls so requires, by notice in hard copy form sent by prepaid post by the Company Secretary to a Bowls Club Member's address, to request that the Bowls Club Member withdraw from membership of the Bowls Club within a time specified in such notice provided any such proposed removal of a Member is only for good cause such as conduct or character likely to bring the Bowls Club into disrepute or if the Bowls Club member is no longer active within the Bowls Club, (*see later clause.*)
- 14.1.1 **\*\***The Member may appeal against the expulsion within the time period specified in such notice but only if the member concerned has not already withdrawn their membership by submitting notice in hard copy form of their resignation.

*Article 14 continues on next page*

- 14.1.2 \*\*This appeal should be made after receiving the notice requesting them to withdraw from membership by requesting in hard copy form that the matter to be submitted to a properly convened and constituted meeting of the Board of Directors. The Board and the Member whose expulsion is under consideration shall be given at least 14 days' notice of the meeting, and such notice shall specify the matter to be discussed. The Member concerned shall at the meeting be entitled to present a statement in their defence either verbally or in hard copy form. They shall not be required to withdraw from membership unless a majority of the Board members present and voting after receiving the statement in their defence, have voted for their expulsion. If such a vote is carried then they shall thereupon cease to be a member and their name shall be erased from the Bowls Club's register of Bowls Club Members.
- 14.1.3 \*\*If the Member fails to attend the meeting without sufficient reason being given then they shall thereupon cease to be a member and their name shall be erased from the register of members.
- 14.2 \*\*The Board may exclude the Member from the Company's premises until the meeting considering their expulsion has been held. *(For the avoidance of doubt, the Member shall be entitled to attend the Bowls Club's premises to attend that meeting if that is where the meeting is to be held for the purpose of making their representations.)*
- 14.3 \*\*A person may make a final appeal against such decision by notifying the Board who shall put the matter to a General Meeting of the Bowls Club for it to be decided by a majority vote of the Club Members present and voting at such meeting.
- 14.4 \*\*A Member whose Membership is terminated by the Directors shall still remain liable to pay to the Bowls Club any subscription or other sum owed by him.
- 14.5 Bowls Club Membership terminates automatically on the failure of the Bowls Club Member to comply or to continue to comply with any condition of membership set out in these Articles or the By-Laws (Rules).
- 14.6 \*\*A Bowls Club Membership may not be renewed at the end of a bowling-year if the Bowls Club Member has failed to participate in the sporting activities of the Bowls Club on at least 12 separate days during the clubs' bowling-year; *(Participating includes volunteering to coach, marking or umpiring club competitions, or acting as or assisting a groundsman:)* however;
- 14.6.1 The Company Secretary may advise the Board of Directors that there are exceptional reasons why renewal of membership has not been refused. *(For example, due to illness, or having family caring responsibilities or had to move away from the district due to work requirements.)*
- 14.7 \*\*Any person ceasing to be a member forfeits all rights in relation to and claims upon the Company or Bowls Club, its property and its funds and has no right to the refund of any part of his membership fees. However the Board may refund an appropriate part of a resigning member's annual fees if it considers it appropriate taking account of all the circumstances regarding the expulsion.
- 15 **Accounts and Reporting of Accounts** *(Article 15 has 3 clauses)*
- 15.1 The Directors of the Company must ensure that proper Books of Account are kept in respect of;
- 15.1.1 All sums of money received and expended by the Company and the matters in respect of which the receipts and expenditure take place, and the assets and liabilities of the Company.
- 15.1.2 The Books of Account must be kept at the registered office of the Company, or at such other place as the Directors think fit, and must always be open to the inspection of the Directors.
- 15.2 The Company Directors must from time to time determine whether, and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Company, or any of them, are to be open to the inspection of members of the Bowls Club who are not Directors. *(Whilst Companies Act 2006 does not oblige a company to hold an Annual General Meeting so that the Directors can present the Company's accounts to the bowling club members, the Company's Directors will call an AGM each year in order to present the Accounts to the bowls club members.)*
- 15.3 More information and the auditing of the accounts is covered in Appendix C of this document.

- 16      **Presentation of Account** *(Article 16 has 3 clauses)*
- 16.1      Once at least in every year the Directors are to lay before the Bowls Club Members at a General Meeting of Members an account of income and expenditure for the period since the preceding account. The Annual Accounts to include;
- 16.1.1      A Profit & Loss statement which must be made out in every year, made up to a date not more than six months before each meeting; and
- 16.1.2      A 'Balance' statement which must be made out in every year, made up to a date not more than six months before each meeting.
- 16.1.3      The 'Profit & Loss' statement, the 'Balance' statement and the Directors' Report must be signed by two Directors and countersigned by the Treasurer.
- 16.2      The Accounts must be accompanied by a Directors' Annual Report of the past year's activities and financial performance.
- 16.3      A copy of the 'Profit & Loss' statement and the 'Balance' statement must be made available to those persons entitled to receive notices of General Meetings.
- 17      **Directors and Club Officers' Remuneration** *(Article 17 has 1 clause)*
- 17.1      No Company Director or Officer of the Club may receive any remuneration for their services in the capacity of Director or Officer, but nothing contained in these Articles prohibits payment by the Company of any sum to any Director or Officer by way of reimbursement or for proper expenses.
- 18      **Members' Reserve Power to Restrain Directors' Actions** *(Article 18 has 2 clauses)*
- 18.1      The Club Members may, by Special Resolution, instruct the Company's Board of Directors to take, or refrain from taking, any specified action. A petition, signed by at least 35 Bowls Club Members calling for the Directors to reconsider their proposed actions must in the first instance be handed to the Company Secretary who shall advise the Board of Directors that the petition has been received for their consideration. The Bowls Club members may then follow up with a Special Resolution proposed and seconded by a minimum of seven Bowls Club Members should the Board insist on continuing with their proposed action.
- 18.1.1      The Company Secretary will receive and act on such a request from the Bowls Club Members, in the first instance advising the Board of the petition and then if necessary to ask the General Purposes Committee Secretary to arrange a Special Meeting with the single proposition on the agenda.
- 18.2      No such special resolution invalidates anything which the Board has done before the passing of the resolution.
- 19      **Directors' Powers to Delegate** *(Article 19 has 2 clauses)*
- 19.1      The Company Directors may delegate any of the powers which are conferred on them under these Articles: to such person or committee; by such means; to such an extent; in relation to such matters and on such terms and conditions as they shall think fit.
- 19.1.1      If the Directors so specify, any such delegation may authorize further delegation of the Directors' powers by any person to whom they are delegated.
- 19.1.2      The Directors may revoke any delegation in whole or part, or alter its terms and conditions.
- 19.2      All matters delegated under the above clauses must be reported and commented upon by the Directors at the first opportunity to the Bowls Club Members at a General Meeting and mentioned in their Directors' Annual Report required for presentation at the Bowls Club's AGM.
- 20      **Committees** *(Article 20 has 10 clauses)*
- 20.1      Those Committees to which the Company's Board of Directors have delegated any of their powers must follow procedures which are based as far as they are applicable on those provisions of these Articles which govern the taking of decisions by Company Directors.

- 20.2 The Board of Directors may make rules of procedure for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them.
- 20.3 The Board shall establish and retain a Bowls Club General Purposes Committee to be responsible for managing the Bowls Club on a day-to-day basis; the Committee shall be composed of Bowls Club Members either endorsed by those present at an AGM (*see later clause*) or elected annually at an AGM, but noting that;
- 20.3.1 The General Purposes Committee's Chairperson shall be recommended by the General Purposes Committee Members to the Bowls Club Members at an AGM. Two members of the Committee should propose & second the Committee's nomination for acceptance by the Bowls Club Members at an AGM. The Term of Office to be for a maximum of four years, and
- 20.3.2 The General Purposes Committee Chairperson shall become an Ex-Officio member of the Company's Board for the same maximum period of four years whilst undertaking the position of the Company's Vice-Chairperson.
- 20.4 Most of the GP Committee places will be reserved for those Club Members elected to be Club Officers so they shall only require endorsement approval at the AGM to be on the GP Committee. The remaining places are to be filled by elected Bowls Club Members.
- 20.4.1 The General Purposes Committee Chairperson will decide prior the AGM how many Committee places will be required to be filled at the AGM. The number of Committee Members may vary from time to time.
- 20.5 The Committee Chairperson may not hold the Office of Bowls Club President during their period of election.
- 20.6 **The Chairperson of the Bowls Club General Purposes Committee together with the Company Secretary shall indicate on the GP Committee's Agenda (*before distribution to the committee members*) any item which shall be for discussion only by the Committee members as the decision will subsequently be taken by the Board of Directors at a later Board Meeting; although;**
- 20.6.1 **The Chairperson of the Meeting of the Bowls Club General Purposes Committee may decide after listening to the discussion to permit an Indicative poll to be taken by the committee members to test the prevalent mood of the committee. The Company Secretary is to be advised of the result(s) of these indicative polls.**
- 20.6.2 **The Chairperson of the Bowls Club General Purposes Committee may at any time during a General Purposes Committee meeting curtail the discussion on an agenda item and forward the matter to the Company Secretary for inclusion on the next Board of Directors agenda for resolution by the Directors. The Chairperson may agree to take an Indicative poll and forward the result to the Company Secretary.**
- 20.6.3 **These 'discussion only' items will generally be Strategic or Financial Decisions ie decisions which either determine & establishes the strategies and objectives of Portslade Bowls Club Ltd. or a decision that requires the Company to make a financial commitment.**
- 20.7 **Whilst the Company Treasurer shall be a member of the Bowls Club General Purposes Committee with a vote, that vote is not to be employed in any 'Indicative' vote taken at a GP Committee Meeting on a matter which will subsequently be voted upon by the Board of Directors.**
- 20.8 The General Purposes Committee will meet on an 'as & when' basis, and will called by the General Purposes Committee Secretary at the request of the General Purposes Committee Chairperson.
- 20.8.1 The quorum for a General Purposes Committee shall be five Committee Members.
- 20.9 **\*\*The Bowls Club General Purposes Committee shall establish and retain an Alcohol Sub-committee, (see section titled, 'Licensing Act 2003') to arrange and monitor the supply of alcohol to Bowls Club Members in accordance with the Licensing Act 2003.**



- 20.10 The Bowls Club General Purposes Committee may appoint other such sub-committees as it may deem necessary and may delegate such of its powers as it may think fit upon such terms and conditions as shall be deemed expedient and/or required by the law.
- 21 Directors Taking Decisions Collectively** *(Article 21 has 1 clause)*
- 21.1 Any decision by the Company Board of Directors must either be a majority decision at a meeting of the Board or have been an unanimous decision taken in accordance with the following Article. *(A later Article rules that there shall be no 'casting vote' at Board Meetings.)*
- 22 Unanimous Decisions** *(Article 22 has 2 clauses)*
- 22.1 An unanimous decision of the Company's Board of Directors may be declared in accordance with this Article when all eligible Directors indicate to each other by any means that they share a common view on a matter.
- 22.1.1 Such a decision may take the form of a resolution in writing;
- 22.1.2 Where each eligible Director has signed one or more copies of it; or
- 22.1.3 To which each eligible Director has otherwise indicated agreement in writing.
- 22.2 A decision may not be taken in accordance with this Article if the eligible Directors would not have formed a quorum at such a meeting.
- 23 Calling a Directors' Meeting** *(Article 23 has 3 clauses)*
- 23.1 Any Company Director may call a meeting of the Board of Directors by requesting the Company Secretary to arrange the meeting, giving the other Directors not less than seven business days' notice of the meeting.
- 23.2 The Board of Directors shall hold at least three Board Meetings every calendar year.
- 23.3 Notice of a Board Meeting shall be given to each Director by the Company Secretary, but it need not be in writing.
- 24 Quorum for Directors' Meetings** *(Article 24 has 3 clauses)*
- 24.1 The quorum for the transaction of business at a Board Meeting of Directors shall be at least three of the directors unless the two absentees are both the Company Chairperson and the Vice-Chairperson in which instance the meeting shall to be adjourned to another time.
- 24.2 The quorum for meetings of the Board of Directors may be revised from time to time by a decision of the Company Directors, but it must never be less than three.
- 24.3 For the purposes of any Company Board Meeting *(or part of a meeting)* held pursuant to the Article headed, "Directors' Conflicts of Interest" which may authorise a Conflict, should there be only two Eligible Directors in office other than the Interested Director(s), then the quorum for such meeting shall be the two Eligible Directors.
- 25 Participation in Directors' Meetings** *(Article 25 has 3 clauses)*
- 25.1 Company Directors participate in a Directors' Board Meeting, *(or part of a Board Meeting)* when;
- 25.1.1 The Board Meeting has been called and takes place in accordance with these Articles, and
- 25.1.2 The Directors can each communicate to the other directors any information or opinions they have on any particular item of the business of the meeting.
- 25.2 In determining whether Directors are participating in a Directors' Meeting, it is irrelevant where any Director is located or how they communicate with each other.
- 25.3 If all the Company Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any one of them is located. *(Normally the meeting should select the address of the Chairperson of the Meeting.)*

- 26      **Chairing of Directors' Meetings** (Article 26 has 3 clauses)
- 26.1    In the first instance, a vacancy for the Company Chairperson will be filled by inviting the Bowls Club President to undertake the function, otherwise the Directors will recommend their nominated candidate to be elected by the AGM, the term to be for a period of three years maximum. The Company Chairperson's appointment shall be endorsed annually by the Bowls Club Members present at an AGM having been proposed and seconded by two Directors. *(Refer also to the Article titled, "Annual General Meetings (AGM)")*
- 26.2    The Bowls Club General Purposes Committee Chairperson, de facto the Company Vice-Chairperson, is to chair a Board Meeting in the absence of the Company Chairperson and will be known in the minutes of that meeting as the 'Chairperson of the Meeting'.
- 26.3    If neither the Company Chairperson nor the Bowls General Purposes Committee Chairperson (*Board Vice-chairperson*) is present within 15 minutes of the time at which a meeting was due to start but a quorum remains, then the members of the Board present shall choose one of their number to be Chairperson of the Meeting. The person so appointed for the time being is to be known in the minutes of the meeting as the Chairperson of the Meeting.
- 27      **Casting Vote at a Directors' Meeting** (Article 27 has 1 clause)
- 27.1    If the numbers of votes for and against a proposal at a Meeting of Directors are equal, then the proposal falls since the Company Chairperson (*or any other director chairing the meeting*) shall not have a casting vote. *(The status quo is to be preserved in these circumstances.)*
- 28      **Directors' Conflicts of Interest** (Article 28 has 11 clauses)
- 28.1    Should a proposed decision of the Board of Directors be concerned with an actual or proposed transaction or arrangement with another business in which any Company Director is interested (*Interested Director*) then that Director is not to be counted as participating in the decision-making process for quorum or voting purposes.
- 28.2    That prohibition shall not apply when;
- 28.2.1   The Board approves the Director counting towards the quorum and voting on the transaction or arrangement notwithstanding such interest in accordance with Section 175 of the Act; or
- 28.2.2   The Director need not declare an interest pursuant to Section 177 or 182 of the Act if it cannot reasonably be regarded as likely to give rise to a conflict of interest; or
- 28.2.3   If to the extent that, the other Directors are already aware of it, or
- 28.2.4   The Director's conflict of interest arises from a permitted cause.
- 28.3    For the purposes of these Articles, references to proposed decisions and decision-making processes include any meeting of the Board (*or part of a meeting of the Board*) as well as for the Board's Devolved Committees.
- 28.4    Should a question arise at a Meeting of the Board of Directors (*or at a Devolved Committee*) as to the right for a Director or Committee Member to participate in the meeting (*or part of the meeting*) for voting or quorum purposes, then the question may, before the conclusion of the meeting, be referred to the Chairperson of the Meeting whose ruling in relation to any Director or Committee person other than himself is to be final and conclusive.
- 28.5    If any question as to the right to participate in the meeting (*or part of the meeting*) should arise in respect of the Chairperson, the question is then to be decided by a decision of the Directors at that meeting, for which purpose the Chairperson is not to be counted as participating in the meeting (*or that part of the meeting*) for voting or quorum purposes.
- 28.6    Any authorisation of a Conflict under this these Articles may, whether at the time of giving the authorisation or subsequently;
- 28.6.1   Extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised; or

- 28.6.2 Provide that the Interested Director (*or Committee Person*) be excluded from the receipt of documents and information and the participation in discussions (whether at Meetings of the Directors or otherwise) related to the Conflict; or
- 28.6.3 Provide that the Interested Director (*or Committee Person*) shall or shall not be an Eligible Director (*or Committee Person*) in respect of any future decision of the Directors in relation to any resolution related to the Conflict; or
- 28.6.4 Impose upon the Interested Director (*or Committee Person*) such other terms for the purposes of dealing with the Conflict as the other Directors (*or Committee Persons*) think fit.
- 28.7 Provide that, where the Interested Director (*or Committee Person*) obtains, or has obtained through his involvement in the Conflict and otherwise than through his position as a Director of the Company information that is confidential to a third party, he shall not be obliged to disclose that information to the Board, or to use it in relation to the Company's affairs where to do so would amount to a breach of that confidence.
- 28.8 Permit the Interested Director (*or Committee Person*) to absent himself from the discussion of matters relating to the Conflict at any Meeting of the Directors or Committee Meeting and be excused from reviewing papers prepared by, or for, the Directors or Committee Members to the extent they relate to such matters.
- 28.9 Where the Directors or Committee Members authorise a Conflict, the Interested Director (*or Committee Person*) shall be obliged to conduct himself in accordance with any terms and conditions imposed by the Directors in relation to the Conflict.
- 28.10 The Directors (*or Committee Members*) may revoke or vary such authorisation at any time, but this shall not affect anything done by the Interested Director (*or Committee Person*) prior to such revocation or variation in accordance with the terms of such authorisation.
- 28.11 Subject to sections 177(5) and 177(6) and sections 182(5) and 182(6) of the Act, and provided they have declared the nature and extent of their interest in accordance with the requirements of the Act, a Director (*or Committee Person*) who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Company may;
  - 28.11.1 Be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise (directly or indirectly) interested;
  - 28.11.2 Be an Eligible Director (*or Committee Person*) for the purposes of any proposed decision of the Directors (*or Committee Persons*) in respect of such existing or proposed transaction or arrangement in which they are interested;
  - 28.11.3 Be entitled to vote at a Meeting of Directors (*or Committee*) or participate in any unanimous decision, in respect of such existing or proposed transaction or arrangement in which they are interested;
  - 28.11.4 Act alone or for their firm in a professional capacity for the Company (*otherwise than as auditor*) and they or their firm shall be entitled to remuneration for professional services;
  - 28.11.5 Be a Director or Officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, anybody corporate in which the Company is otherwise directly or indirectly interested; and
  - 28.11.6 The Interested Director (*or Committee Person*) shall not, save as they may otherwise agree, be accountable to the Company for any benefit which they (*or a person connected with them as defined in section 252 of the Act*) derives from any such transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of their duty under section 176 of the Act.

29 **Execution of Contracts and Deeds etc.** (*Article 29 has 1 clause*)

- 29.1 All Contracts and Deeds shall be signed by any two Company Directors or one Director and the Company Secretary; (*but only if the Company Secretary has previously been given that authority by an earlier resolution of the Directors:*) and;

- 29.1.1 Three Company Directors' signatures are to be registered with the Company's Bank, with any two of the three being required to authorise a bank transaction on behalf of the Company.
- 30 Retention of Minutes of Meetings and Records of Decisions** *(Article 30 has 3 clauses)*
- 30.1 The Company Directors shall require the Minutes of their Meetings to be transcribed in Books kept for the purpose, including the names of the Directors present at each such meeting; and that any such Minute, if signed by the Chair of the Meeting at which the proceedings were had, or by the Chair of the next succeeding meeting, shall be sufficient evidence of the proceedings.
- 30.1.1 Where decisions of the Directors are taken by electronic means, such decisions shall be recorded by the Directors in permanent form, so that they may be read with the naked eye.
- 30.1.2 Where decisions of the Directors are taken by electronic means, the Company Secretary shall be included in the electronic meeting for the purpose of recording any decisions agreed upon.
- 30.2 Directors' Meeting records shall be circulated to all Board members by the Company Secretary or by any person deputizing for the Company Secretary.
- 30.3 The Board of Directors must ensure that the Company keeps a record, in writing, for at least 10 years from the date of the decision recorded, and state whether or not the decision taken by the Directors was unanimous.
- 31 By-Laws (Rules)** *(Article 31 has 8 clauses)*
- 31.1 The Directors of the Company have the power from time to time to make, alter and repeal any Bye-Laws (Rules) they consider necessary or expedient or convenient for the proper conduct and management of the Company / Bowls Club.
- 31.2 In order to be valid, By-Laws (Rules) must be compliant with the Act and these Articles of Association. If there is a conflict between the terms of these Articles and any By-Laws (Rules) established under this Article, then the terms of these Articles shall prevail.
- 31.3 The Directors must adopt whatever means they consider sufficient to bring all By-Laws (Rules), including alterations and repeals to the notice of the Bowls Club Members.
- 31.4 The Bowls Club Members at a Special Meeting may by Special Resolution revoke or vary a rule. *(A Director present at the meeting should be given the opportunity by the Meeting's Chairperson to explain the Board's reasoning for the rule in question.)*
- 31.5 These By-Laws (Rules) may include but not be limited to;
- 31.5.1 The terms and conditions upon which Bowls Club Members and any visiting non-members may use the premises and property of the company;
- 31.5.2 Stating the opening and closing hours of the 'green' and premises or any part of them for such times as deemed necessary for cleaning, maintenance or holidays, being determined by the Board or the Managing Committee;
- 31.6 The Board of Directors shall also determine the permitted hours for the supply of intoxicating liquor; and create regulations in relation to the licensable activities of the Bowls Club.
- 31.7 No By-Laws shall be inconsistent with, or affect or repeal anything in the Memorandum of Association or these Articles of Association or be in breach of any Statutory provision.
- 31.8 **\*\*Provided that nothing in these Rules shall prejudice the Club's status as a CASC and provided that the said By-Laws (Rules) shall be consistent with these Articles and the Act.**
- 32 Promulgation of the By-Laws (Rules)** *(Article 32 has 3 clauses)*
- 32.1 Having Club Rules *(By-Laws)* is to remind the Bowls Club Members that they must regulate their conduct in relation to one another and when addressing the Bowling Club's Officers &/or Members undertaking voluntary rota duties and to;
- 32.1.1 Regulate all matters that are commonly the subject of Club Rules.

- 32.2 The Board of Directors must adopt whatever means they consider sufficient to bring all By-Laws, including alterations and repeals to the notice of the bowls club members.
- 32.3 All By-Laws as long as they are in force are binding on all members of the Bowls Club.
- 33 Health & Safety Legislation (or any subsequent Acts of Parliament.)** *(Article 33 has 3 clauses)*
- 33.1 The Company Directors are responsible for ensuring that the Company complies with the UK Legislation that covers discrimination, health and safety, specifically;
- 33.1.1 Health and Safety at Work Act (HSWA) 1974 or any subsequent Acts of Parliament.
- 33.2 The Company Directors are responsible for ensuring that the Company has an Health & Safety Policy. The Directors must endeavour that the Bowls Club Members and visitors to the Company's premises are kept from harm by providing a safe place for the members to meet and participate in bowling. *(The Law requires the Directors to do what is reasonably practicable to ensure peoples' health and protect them from harm by providing a safe space for them to participate in bowling activities.)*
- 33.3 The Company Directors must appoint a competent person to oversee workplace Health and Safety.
- 34 Adults Care Act 2014 (or any subsequent Acts of Parliament.)** *(Article 34 has 7 clauses)*
- 34.1 The Company Directors are responsible for ensuring that the Company has a Safeguarding Policy; and that all Bowls Club Members are aware of and do adhere to the Company's Safeguarding Policy and the processes the Company has in place to support and protect adults. Bowls Club Members must know how to report any concern(s) or allegation(s) of abuse or poor practice, and to whom they should report their concern(s).
- 34.1.1 A key part of being the Safeguarding Officer is to ensure that all the Bowls Club Members are made aware of the safeguarding issues and that this guidance is updated and delivered every two years in line with statutory changes and guidance.
- 34.1.2 It is recommended that the Club Directors arrange for all those with Safeguarding responsibilities within the Bowls Club undertake frequent refresher courses so as to stay familiar with the current statutory safeguarding duties and be knowledgeable of complying with Local Safeguarding Procedures. *(This Article includes the Club's Authorised Coaches)*
- 34.2 The Company Directors shall appoint a Bowls Club Member to act as the Club Safeguarding Officer (Welfare Officer) who shall attend *(or participate electronically in)* training courses as recommended by BE. This appointed Officer is responsible for putting in place the Statutory Safeguarding procedures.
- 34.3 The Directors are to ensure that the Safeguarding Officer has in place an appropriate Safeguarding Reporting System to permit the reporting of any relevant safeguarding concerns brought to their notice,
- 34.4 The Directors are to ensure that the Company's Safeguarding Policy is displayed in the pavilion for all Bowls Club Members and their guests or visitors to read at their leisure. A copy is to be placed on the Bowls Club's website.
- 34.5 Bowls Club Members who may coach children or vulnerable adults shall undertake safeguarding training every two years to stay up to date with any changes.
- 34.6 The Company Directors are to ensure that the club's authorised Coaches in addition to possessing their bowls' coaching qualifications will also attend *(or taken part electronically in)* a series of Safeguarding courses as required by Bowls England.
- 34.7 The Board shall appoint a Child Protection Officer as & when required. *(This task may be either undertaken by the Safeguarding Officer, or they shall have an Assistant).* The Child Protection role is to undertake these specific tasks;
- 34.7.1 To promote the safety and welfare of children and young people involved in the Company's activities at all times;
- 34.7.2 To make sure that children and young people who are involved in activities at Portslade Bowls Club *(and their parents/guardians)* know who they can talk to if they have a welfare concern and understand what action the Bowls Club will take in response;

- 34.7.3 To receive and record information from anyone who may have concerns about a child or young person who is participating in the Bowls Club's activities;
- 34.7.4 To work closely with the Board of Directors and the Bowls Club's Safeguarding Officer to ensure that they are kept up to date with any safeguarding issues;
- 34.7.5 To ensure that child protection is seen as an ongoing priority issue and that safeguarding and child protection requirements are being followed.

**35 Equality Act 2010 (&/or any subsequent Acts of Parliament.)** (Article 35 has 2 clauses)

- 35.1 The Equality Act requires that the Company Directors protect people from discrimination, harassment and victimisation; and to make reasonable adjustments to its services so that everyone may have access to the Company's facilities. *(The Directors need to recognise and remove any potential 'equality' barriers faced by those wanting to be involved in bowling, and requiring access to, and usage of the facilities available on the site premises.)*
- 35.2 The Company Directors are to ensure that the Company's Equality Policy is displayed in the Bowls Club Pavilion for all Bowls Club Members and their guests or visitors to read at their leisure. A copy is to be placed on the club's website.

**36 Removal of Directors** (Article 36 has 2 clauses)

- 36.1 An Office of a Company Director will be vacated if;
  - 36.1.1 A Director's membership of the club is terminated in accordance with these Articles or at the request of Bowls England *(due to BE suspending the individual from holding any office relating to club management);*
  - 36.1.2 The Director absents themselves from three consecutive Director Meetings without special leave of absence from their fellow Directors; or
  - 36.1.3 The Director gives his fellow Directors one calendar months' notice in writing that they resign their office; or
  - 36.1.4 The Director is removed by an extraordinary resolution passed at a Special Meeting of the Company. *(A Special Resolution is required under the Act; (a two-thirds majority in favour of removal by those at the meeting will be necessary to remove the Director from office.)*
- 36.2 Any person being an Ex-officio Director and who is removed from office as a Director of the Board for whatever reason shall also be deemed to have resigned from their respective Bowls Club Office and that vacancy shall subsequently be filled in accordance with these Articles of Association.

**37 Directors' Job Appointments** (Article 37 has 7 clauses)

- 37.1 All Directors' appointments are to be subject to acceptance by the Club Members at an AGM.
  - 37.1.1 Other than the Company's Vice-Chairperson, Directors may undertake more than one post at any one time.
- 37.2 Regarding Company (Honorary) Secretary, Company (Honorary) Treasurer and Company (Honorary) Site Liaison Officer;
  - 37.2.1 These honorary posts shall be filled by Bowls Club Members volunteering to undertake the respective tasks at the request of the Company Directors. *(The Directors may from time to time decide to leave the Site Liaison Officer post vacated.)*
  - 37.2.2 The Company Treasurer will also be an Ex-Officio Director of Portslade Bowls Club Limited.
  - 37.2.3 The Company Secretary will also be an Ex-Officio Director of Portslade Bowls Club Limited.
  - 37.2.4 The Company Site Liaison Officer will also be an Ex-Officio Director of Portslade Bowls Club Limited.
- 37.3 The Company Secretary shall register their personal details with Companies House on appointment.
- 37.4 The Directors having appointed a Bowls Club Member willing to act as the Company Secretary may also from time to time remove that person from office without appeal, and
  - 37.4.1 The Directors to then appoint another Bowls Club Member who is willing to act as the Company Secretary to fill the vacancy. *(Also should the vacancy be caused by resignation, or for any other reason.)*

- 37.5 The Directors having appointed a Bowls Club Member willing to act as the Company Treasurer may also from time to time remove that person from office without appeal, and
- 37.5.1 The Directors to then appoint another Bowls Club Member who is willing to act as the Company Treasurer to fill the vacancy. *(Also should the vacancy be caused by resignation, or for any other reason.)*
- 37.6 The Directors having appointed a Bowls Club Member willing to act as the Site Liaison Officer may also from time to time remove that person from office without appeal, and
- 37.6.1 The Directors to then appoint another Bowls Club Member who is willing to act as the Site Liaison Officer to fill the vacancy. *(Also should the vacancy be caused by resignation, or for any other reason.)*
- 37.7 Directors will also appoint Bowls Club Members to fill the Statuary posts being Health & Safety Officer, Safeguarding Officer and Child Protection Officer if & and when required; these appointees are to undertake any appropriate Approved Courses as required by BE.

*Section on 'DIRECTORS' ends.*

*Section on 'MEMBERS: SECTION 1' (Membership)' follows on next page*

## **MEMBERS (1) : SECTION ON MEMBERSHIP**

- 38      **Membership** *(Article 38 has 12 clauses)*
- 38.1      Membership may be limited subject to the available on-site facilities on a non-discriminatory basis.
- 38.1.1      For the purposes of the Company's registration at Companies House, the maximum number of Bowls Club Members is to be declared as being unlimited; how-ever this is subject to the number limited by the available facilities on-site; *(for example the Fire Brigade Service may restrict the numbers being inside the premises.)*
- 38.1.2      **\*\*CASC status insists that should the Bowls Club have a waiting list, then membership must be offered to those on the list as and when a vacancy occurs and in strict rotation date wise. *(CASC regulations forbid selecting from the waiting list based on the applicant(s)' bowling experience or skill level.)***
- 38.2      No person shall become a member of the Bowls Club unless;
- 38.2.1      That person has completed an application form for membership *(using a form approved by the Board)*, and
- 38.2.2      The Board has approved their application. *(The Board may delegate this function to anyone acting as the Bowls Club Membership Secretary, a function of the Bowls Club General Purposes Committee.)*
- 38.3      A letter or an email is to be sent to each applicant either confirming their membership of the Bowls Club or an explanation as to why they have been refused membership. The contents to successful applicants should include their receipt and the Bowling Club's Fixture Card if appropriate. The letter should also mention that the Bowling Club has By-Laws (Rules) which must be complied with, and give details as to where they may be found.
- 38.3.1      The By-Laws (Rules) should be displayed in the Company's premises and be published on the Bowls Club website.
- 38.3.2      One copy of this document should be made easily available to the Bowls Club Members; and copy each to be held by the Company Secretary and the General Purposes Committee Chairperson for reference purposes.
- 38.3.3      The details of each successful applicant shall be entered into the Register of Members maintained by the Board. *(This task may be delegated to a person acting as the Bowls Club Membership Secretary.)*
- 38.4      A new Bowls Club Member must wait 48 hours following their receipt of an 'acceptance' letter or email as a member before they may make purchases at the licenced bar.
- 38.5      **\*\*For the avoidance of doubt membership is open to all without discrimination and may only be refused where admission to membership for good cause such as conduct or character likely to bring the Bowls Club or bowls into disrepute. *(No person is to be denied membership of the Bowls Club on the grounds of race, ethnic origin, nationality, creed, colour, age, disability, sex, occupation, sexual orientation, religion, political or other beliefs.)* A person may appeal if denied membership by notifying the Company's Board who shall put the matter to a Bowls Club Members General Meeting for it to be decided by a majority vote of the bowls club members present and voting at such meeting.**
- 38.6      All Bowls Club Members shall be bound by and subject to these Articles and the By-Laws (Rules) and shall respect the rules of the game of bowls as set from time to time by World Bowls, Bowls England or Sussex County Bowls or their respective successors.
- 38.6.1      The Bowls Club Members must acknowledge that this Document constitutes a legally binding contract to regulate the relationship of the members with each other and the Bowls Club.
- 38.7      A Bowls Club Member shall not knowingly remove, injure, destroy or damage any property of the Club and shall make restitution for the same if called upon to do so by the board of Directors or by the Company Secretary upon the instructions of the Company Board of Directors.
- 38.8      **\*\*The Company's Bowls Club may not insist on prospective members agreeing to carry out voluntary services on a rota basis to support the Bowls Club since this would mean that the Club is no longer open to all and the Company would then be no longer qualified to be a CASC. *(The Bowls Club may ask its members to volunteer to undertake voluntary tasks at the club.)***



- 38.9     \*\*Membership must not be refused to applicants who refuse to volunteer.
- 38.10    \*\*The Company shall keep subscriptions at levels which shall not pose a significant obstacle to people participating.
- 38.11    \*\*The Company Directors may cease a person's Bowls Club Membership status, but only for good reason such as conduct or character likely to bring the Bowls Club or the sport of bowls into disrepute. Appeal against cancellation of membership may be made to the Bowls Club Members by writing (*or by electronic means*) to the Company Secretary for further consideration.
- 38.12    For the purposes of the Company's registration at Companies House, the maximum number of members is to be declared as being unlimited, (*but shall be subject to the limitations of the available facilities.*)

**39           Categories of Membership** (*Article 39 has 17 clauses*)

- 39.1     These shall consist of the following categories;
- 39.1.1   Club Member;
- 39.1.2   Associate Club Member;
- 39.1.3   Bowls Club Life Membership;
- 39.1.4   Junior Member / Young Adult;
- 39.2     A Member of Portslade Bowls Club shall pay an annual membership fee and also pay for either, a bowling season ticket or is willing to pay the appropriate green fees on each occasion. A Bowls Club Member has a single vote which they may only employ when attending a Bowls Club Meeting in person.
- 39.3     Associate Club Members are those Bowls Club Members who have paid the annual membership fee and wish to have access to the Company's premises so as to benefit from the social amenities of the Club. An Associate Bowls Club Member has a single vote which they may only employ when attending a Bowls Club Meeting in person.
- 39.3.1   Associate Bowls Club Members may only bowl on the 'green' by paying the appropriate green fees in force at the time.
- 39.4     Bowls Club Life Members are those Bowls Club Members who have their annual Bowls Club Membership fees paid by the membership in thanks and in recognition of their past service to the Bowls Club. Bowls Club Life Members have full access to all the Club's amenities but must pay the appropriate green fees when bowling.
- 39.4.1   Bowls Club Life Members retain all the rights, privileges and duties of being a Bowls Club Member but without any further obligation to pay annual membership' fees. A Bowls Club Life Member has a single vote which they may only employ when attending a Bowls Club Meeting in person.
- 39.5     Bowls Club Members at an Annual General Meeting may elect by a two-thirds majority a Bowls Club Member to the status of being a Bowls Club Life Member In recognition of their services to the Club. The motion having been proposed and seconded by two Directors of the Company.
- 39.6     All Bowls Club Members retain their personal liability in respect of the £1 guaranteed payment should the Company become insolvent irrespective of the membership status.
- 39.7     The Company Directors may terminate the Bowls Club Life Membership of any person should they agree at a Board Meeting that taking such action would be in the best interests of the Company and the Bowls Club.
- 39.8     \*\*The number of Bowls Club Life Memberships must be managed such that CASC (*HMRC*) does not become concerned that the Bowls Club may have a waiting list simply because it is limiting numbers due to the Bowls Club Members having too many Honorary Life Members to support.
- 39.9     Junior &/or Young Adult Membership. Young persons may become club members as & when the BoD is satisfied that the statutory Child Protection requirements are in place. Otherwise young bowlers may only use the club's facilities whilst accompanied by a parent or guardian.

*Article 39 continues on next page*

- 39.9.1 The Directors shall accept Junior &/or Young Adults as club members if the club's Safeguarding arrangements at the time of an application meet BE's requirements. Subscription fees, etc shall be discounted to that paid by the adult members. A Junior or a Young Adult Member cannot vote when attending a Bowls Members' Club Meeting.
- 39.10 Junior Members would be defined as those young bowlers who have not reached the age of 16 years at the start of the subscription year. There is no minimum age but the Junior Member must be able to bowl up to a full-length jack with a legal wood and;
- 39.11 Young Adults will be defined as those young bowlers who are aged 16 years or older but have not yet reached their 18th birthday at the start of the subscription year.
- 39.12 As & when the Company Directors decide to allow young people to bowl on a regular basis, then the Board shall appoint a Child Protection Officer; a person who will assist the Company to meet its responsibilities by ensuring that the young persons are aware of and follow the policies and procedures adopted for the safety and protection of children and vulnerable adults participating in the sport. *(It may be that the Safeguarding Officer will be able and willing to undertake these additional duties without need of an assistant.)*
- 39.13 The Child Protection Officer is expected to attend relevant training courses in child protection issues and practice conducted by the NSPCC, Sport Coach UK or a similar BE approved course provider and proof of such qualifications and training has to be held by the Company Secretary.
- 39.14 The Company Directors are to ensure that the Company's Safeguarding Policy, as amended for child protection be displayed in the pavilion for all members, parents or guardians, members' guests or visitors to read at their leisure. A copy to be available on the club's website.
- 39.15 The Child Protection Officer would be required to keep the Company Directors informed of any child protection issues in the first instance verbally and then as a written report to allow Directors to discuss the report at their first opportunity with the Child Protection Officer *(or Safeguarding Officer)* in attendance if required.
- 39.16 Junior and Young Adult members will be entitled to the full use of the facilities of the club but must at all times be accompanied by an adult Bowls Club Member.
- 39.17 **\*\*The membership fee for Junior and Young Adult members will be set by the Company Directors. Authorised coaching sessions for Junior and Young Adult members will be free of charge.**

**40 Subscriptions and Non-Payment of Subscriptions** *(Article 40 has 16 clauses)*

- 40.1 The annual subscription payable by the Members of the Bowls Club, *(subject to alteration as provided in these Articles)*, shall be set by the Board of Directors from time to time.
- 40.2 Applications for annual renewal of membership must be in the form the Directors from time to time shall prescribe.
- 40.3 The annual subscription is to be from a date so decided by the Board and remains in force for a period of 12 months. The application or renewal of membership and annual subscription is due by a date determined by the Directors.
- 40.4 Any change in subscription made by the Board will be notified to Bowls Club Members by being included in any notice, newsletter, or similar document posted to the Club Member by being addressed to him at his last known address or by email to each Club Member or by posting this information prominently on the Club's website and to be so announced at least 28 days before the subscriptions are due to be paid.
- 40.5 No Bowls Club Member whose annual Bowls Club Membership renewal payment is in arrears by one month shall use the Company's facilities.
- 40.6 The Directors may cancel, without notice being given, the continuing membership of any Bowls Club Member whose annual Bowls Club renewal subscription and other annual fees are more than two months in arrears provided that the Board at its absolute discretion may re-instate such a Member upon payment of their arrears. The excluded Bowls Club Member to be so advised in writing.
- 40.7 In the event that a Bowls Club Member's membership is terminated for any reason, no refund of the annual fee shall be payable unless the Board decides otherwise.

- 40.8 The Directors may at any time reduce a new Bowls Club Members' first year subscription at their discretion if the Member's acceptance date occurs some-time during the financial year.
- 40.9 The Directors may at any time reduce a Bowls Club Members' subscription at their discretion if the Club Member declares to the Directors a reason for not being able to afford the full amount due.
- 40.10 **\*\*The Company Directors are to keep subscriptions at levels which will not pose a significant obstacle to people participating. *(All Bowls Club Members shall pay the Club's Annual Membership fee(s) to be decided by the Directors from time to time but the fee(s) shall not exceed £520 per annum, this being a CASC membership requirement.)***
- 40.11 **\*\*CASC registration requires all Adult Bowls Club Members, irrespective of their class of Membership to have equal voting rights. *(CASC accepts that Juniors under 18 would not be allowed to vote at meetings.)***
- 40.12 **\*\*At any one time, the Bowls Club Membership must not consist of more than 50% of those who do not participate in the bowling. *(To be a participating member a person must participate in the sporting activities of the club on at least 12 separate days a year. Participating will include volunteering to coach, scoring or umpiring in a bowls competition, or acting as, or assisting a groundsman)***
- 40.13 **\*\*A Bowls Club Membership may not be renewed at the end of a bowling-year if the Bowls Club Member has failed to participate in the sporting activities of the Bowls Club on at least 12 separate days during the clubs' bowling-year; *(Participating includes volunteering to coach, marking or umpiring club competitions, or acting as or assisting a groundsman:)* how-ever;**
- 40.13.1 The Company Secretary may advise the Board of Directors that there are exceptional reasons why renewal of membership was permitted. *(For example, due to illness, or having family caring responsibilities or had to move away from the district due to work requirements.)*
- 40.14 A Bowls Club Membership terminates automatically on the failure of the Bowls Club Member to comply with any condition of Bowls Club Membership set out in these Articles or in the By-Laws (Rules).
- 40.15 A person who has had their Bowls Club Membership withdrawn at any time may not reapply for Bowls Club Membership at the commencement of the following bowling-year.
- 40.16 A Bowls Club Member withdrawing their membership of the Bowls Club are requested to give 7 days' notice in writing to the Company Secretary.

#### 41 **Joining Fees** *(Article 41 has 2 clauses)*

- 41.1 The Company Directors from time to time may decide that a joining fee shall be payable by new members or by previous members whose membership has lapsed.
- 41.1.1 Any joining fee will be such as the Directors from time to time prescribe.
- 41.2 The Directors may at their discretion waive a joining fee for individual members.

#### 42 **Conditions of Membership** *(Article 42 has 8 clauses)*

- 42.1 All Bowls Club Members shall be bound by and subject to these Articles and the By-Laws (Rules).
- 42.2 All Bowls Club Members shall respect the rules of the game of bowls as set from time to time by World Bowls, Bowls England or Sussex County Bowls or their respective successors.
- 42.3 **\*\*Bowls Club Members shall pay any joining fee and/or annual subscription set by the Board under these Articles of Association.**
- 42.4 Any Bowls Club Member whose annual Membership renewal payment is more than two months in arrears shall be deemed to have resigned his membership of the Bowls Club. *(After one month of unpaid fees, the members shall be denied access to the Company's premises.)*
- 42.5 Any Bowls Club Ex-Member whose annual subscription was unpaid shall forfeit all rights and claims upon the Company and its property unless the Board suspends the operation of this provision; which they may do as regards any particular member on such terms as they determine at their discretion.

- 42.6 Should any ex-Member of the Bowls Club whose annual subscription was unpaid in the relevant year desire to re-join the Bowls Club having been excluded under these Articles of Association then a re-joining fee may become payable in addition to paying all outstanding fees. *(The Articles relating to all new members will also apply to an ex-member making an application to re-join the Bowls Club.)*
- 42.7 **\*\*A Bowls Club Member must remain a participating member, namely a person who participates in the bowling activities of the club on at least 12 separate days a year. *(Participating includes volunteering to coach, marking or umpiring in a bowls competition, or acting as or assists a groundsman.)***
- 42.8 **\*\*Novice or inexperienced bowlers are expected to attend coaching lessons to be given by the Bowls Club's authorised/qualified coaches.**

**43 Rights of Members** *(Article 43 has 16 clauses)*

- 43.1 Membership of Portslade Bowls Club is for one year only, whereon the outgoing Member will be invited to renew their membership for a further bowling-year.
- 43.2 The Bowls Club membership shall endorse at an AGM from time to time, the Board of Directors' nomination for a Bowls Club Member to be appointed as President of the Bowls Club for a period of three years.
- 43.3 The Bowls Club General Purposes Committee shall be a 'Devolved Committee' of the Company's Board of Directors and as such will implement the strategies of the Board as the Directors decree from time to time.
- 43.4 Those present at the Annual General Meeting shall elect Bowls Club Members to fill any Club Officer vacancies on an annual basis. *(Refer to the Article titled, "Annual General Meetings (AGM) for more information regarding the specified Club Officer positions and whether or not they by right take a position on the GP Committee.)*
- 43.5 The Chairperson of the General Purposes Committee shall be an Ex-officio Company Director and in accordance with these Articles of Association will be Vice-Chairman of the Company during their period as Chairperson of the Bowls General Purposes Committee.
- 43.6 **\*\*Subject to the express provisos of these Articles of Association and to any regulations made by the Company Board pursuant thereto for the time being in force, all Members of the Bowls Club are entitled at all times to use all the premises and property of the Bowls Club in common, and to be supplied, at such charges as the Directors from time to time determine, with whatever things are provided by the Bowls Club for the use of its members.**
- 43.7 **\*\*Subject to the provision of these Articles of Association every Bowls Club Member is entitled to all the rights and subject to all the duties of a member of the Bowls club other than Associate, Junior and Young Adult members do not have the right to nominate or be elected as Officers, Committee Members nor as Directors of the Club.**
- 43.8 The Company Directors have decided that contrary to the legal right stated in Companies Act 2006's section 324 for an individual to be absent from General or Special Meetings yet still have a vote; all votes at a Directors' Meeting or else at a Members General or Members Special Meeting, shall only be given personally by those members in attendance at that meeting. *(How-ever if at some time the Bowls Club Members do wish to employ 'proxy voting' then Appendix A of this document provides the appropriate clauses to be inserted at this point.)*
- 43.9 Appendix A of these Articles of Association lists the paragraphs to be introduced into this document in the event of a special resolution being passed by two-thirds of the Bowls Club Members at a General Meeting for the Company to introduce 'Proxy Voting'. *(Companies House will require to see copies of the revised Articles of Association.)*
- 43.10 The Board of Directors is to ensure that the Company's 'no proxy voting' decision is prominent on the potential Bowls Club Member's application form so that this policy becomes known to the applicant and is thereby acceptable to the applicant; and hence is recorded as being acceptable once they have signed their application form.

- 43.11 Conduct of Members: All Bowls Club Members are deemed to be aware of, and undertake to comply with, the Bowling Club's Byelaws (Rules) and any other Regulations which the Company may introduce from time to time.
- 43.12 Disciplinary action against members: All disciplinary matters shall be dealt with in accordance with Bowls England Regulation 9 (Misconduct).
- 43.12.1 Should any member be expelled, the former member shall not be entitled to have any part of the annual membership fee refunded and must return any property belonging to the Bowls Club.
- 43.13 Complaints: Complaints of any nature should be addressed in writing to the Company Secretary, or if more appropriate may be taken up in private with the Company's Safeguarding Officer.
- 43.14 Acceptance of Own Risk: The Bowls Club Members are bound by the following Rule which shall be exhibited in a prominent place within the Company premises;
- 43.14.1 'Members of the Bowls Club may use the Company's premises, and the facilities provided by the Company entirely at their own risk and impliedly accept that the Company will not accept liability for any damage to or loss of property belonging to the Bowls Club Members'.
- 43.14.2 'Nor shall the Club accept any liability for personal injury arising out of the use of the Company's premises, or any other facilities of the Company either sustained by Bowls Club Members or caused by the said Members whether or not such damage or injury could have been attributed to or was occasioned by the neglect, default or negligence of any of them, the Company's Directors, Officers, or Committee members.
- 43.14.3 Members' Indemnity Clause: Each member of the Bowls Club *shall (to the extent that such person is not entitled to recover under any policy of insurance)* be entitled to be indemnified out of all funds available to the Company which may lawfully be so applied against all costs, expenses and liabilities whatsoever reasonably incurred by such person in the proper execution and discharge of duties undertaken on behalf of the Company arising there from, or incurred in good faith in the purported discharge of such duties save in any such case where any such costs, expenses and liabilities arise in connection with any negligence, default, breach of duty or breach of trust. The limit of any individual Bowls Club Member's indemnity in this respect shall be a sum equal to one year's subscription at the then current rate of that category of membership unless the Company's Board of Directors has been authorised to exceed such limit by a Special Meeting of the Club.
- 43.15 Data Protection Act: Membership of Portslade Bowls Club and acceptance of its By-Laws (Rules) by the member will be deemed to constitute consent to the holding of their relevant personal data for the purposes of the Data Protection Act. The Company shall accord with the advice received from Bowls England.
- 43.15.1 A Club Member may inquire from the Bowls Club Secretary about the personal information currently held by the Club and may ask for amendments to be made. All members' personal information is to be reviewed and updated annually according to the details on their Membership renewal forms. The information may be retained as long as the Bowls Club deems it necessary to conform with the Data Protection legislation.
- 43.16 **The Bowls Club Members acknowledge that this Document constitutes a legally binding contract to regulate the relationship of the members with each other and the Bowls Club.**
- 44 **Guests** (Article 44 has 1 clause)
- 44.1 The Bowls Club General Purposes Committee welcomes bowlers from other clubs to bowl at the club at the club's invitation as well as all spectators who come to support the visiting bowling club. *(Recognised as 'Guests' as against 'Visitors', viz. those visiting the site for non-bowling reasons. These Articles of Association provide further guidance covering all visitors, including guests to the Company's premises under the Article titled, "Administration "Guests & Visitors to the Club")*

Section on 'MEMBERS: SECTION 1' ends.

Section on 'MEMBERS: SECTION 2' (Members' Decision Making)' follows on the next page

## **MEMBERS (2) : SECTION ON MEMBERS' DECISION MAKING**

- 45      **Resolutions** (Article 45 has 25 clauses)
- 45.1      A General Meeting of the Bowls Club Members may normally be called by either the Board of Directors or the Bowls Club General Purposes Committee. A Special Meeting shall only be called by the Company's Board of Directors.
- 45.1.1    A minimum of seven Bowls Club Members may request the Directors to call a General Meeting.
- 45.2      On any Special Resolution properly put to a meeting of the Bowls Club Members relating to the creation, repeal or amendment of any Rule, Byelaw or Regulation of the Club, then that Rule, Byelaw or Regulation shall not be created, repealed or amended except by a majority vote of at least two-thirds of those present at the meeting and entitled to vote.
- 45.2.1    **\*\*Provided that no such change shall jeopardise the Club's status as a Community Amateur Sports Club within the meaning of the Finance Acts, or in any event alter its objects or winding-up provisions.**
- 45.3      An **Ordinary Resolution** shall be presented as a written resolution to a General Meeting of the Bowls Club Members by having previously been included in the text of the notice announcing the meeting;
- 45.3.1    Resolutions (*and any associated amendment*) to be proposed and seconded by two Bowls Club Members.
- 45.3.2    Bowls Club Members should have twenty-one days' notice of a General Meeting.
- 45.4      Notice of a proposed amendment to a resolution must be given to the GP Committee Secretary in writing by a person entitled to vote at the General Meeting at which it is to be proposed and not less than 14 clear days before the meeting is to take place. (*Refer further to the Article entitled, "Amendments to Resolutions."*)
- 45.5      An Ordinary Resolution may also be amended (*by ordinary resolution*) at the meeting but only if the amendment, proposed by two club members does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution. (*The proposed amendment should not, in the reasonable opinion of the chairperson of the meeting, materially alter the purpose of the resolution.*)
- 45.6      If the Chairperson of the General Meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairperson's error shall not invalidate the subsequent vote on that resolution.
- 45.7      The timing for publication of resolutions and any associated amendments are given elsewhere in these Articles of Association.
- 45.8      A simple majority – that is, over 50% +1 is required for an ordinary resolution to be passed.
- 45.9      No new business may be transacted at an adjourned General Meeting other than discussions (*but no voting*) permitted on any matter raised under "Any Other Business".
- 45.10     A **Special Resolution** is to be presented as a written resolution proposed and seconded by two Directors to a 'Special General Meeting' of the Bowls Club Members;
- 45.11     The notice of the meeting must publish the text of the 'Special Resolution' and state that it has been declared a 'Special Resolution' and thus will require a higher two-thirds majority to pass in accordance with these Articles of Association.
- 45.12     A Special General Meeting may only discuss the matters declared in advance to all Bowls Club Members and the members will be advised in advance that a two-thirds majority is required to pass the resolution.
- 45.13     Any resolution proposing a change to these Articles of Association will require an advance notice of 28 clear days, whilst other Special General Meetings will require 21 clear days' notice.
- 45.14     Any amendment to a Special Resolution must be proposed and seconded in accordance with these Articles of Association. Notice of a proposed amendment to a Special Resolution must be given to the GP Committee Secretary in writing by a person entitled to vote at the General Meeting at which it is to be proposed and not less than 14 clear days before the meeting is to take place. (*Refer further to the Article entitled, "Amendments to Resolutions."*)
- 45.15     All amendments to any Resolution (*Ordinary or Special*) must be posted on the Bowls Club's notice board at least fourteen days in advance of the scheduled General Meeting.

- 45.15.1 The timing for publication of Ordinary and Special Resolutions and any associated amendments is given elsewhere in these Articles of Association.
- 45.16 A Special Resolution may be amended by an Ordinary Resolution at the meeting but only if the amendment, proposed by a Company Director and seconded by a Bowls Club Member, does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution. *(The proposed amendment should not, in the reasonable opinion of the chairperson of the meeting, materially alter the purpose of the resolution.)*
- 45.17 If the Chairperson of the Special General Meeting, acting in good faith, wrongly decides that an amendment to a 'Special Resolution' is out of order, the Chairperson's error does not invalidate the subsequent vote on that resolution.
- 45.18 The Chairperson of the Special General Meeting shall only permit discussion regarding the advertised resolution(s) at the Special Meeting. *(A General Ordinary Meeting may follow a Special Meeting if advance notice has been given to all members of such intention.)*
- 45.19 A Special Resolution shall require a two-thirds majority to be passed and this statement shall be stated as such in the written resolution text on the agenda and posted on the Bowls Club 's notice board. *(The Resolution is to clearly state that it is a Special Resolution.)*
- 45.20 Voting for all 'Special Resolutions' shall employ a paper poll voting slip procedure as prescribed elsewhere in these Articles of Association.
- 45.21 The Chairperson of the Meeting will require two scrutineers to count the voting papers which decide a 'Special Resolution' and these two members should not participate in the vote.
- 45.22 At least two Directors must be in attendance at the meeting when the discussion and the subsequent vote is taking place;
- 45.23 If a Special Resolution has not been specified as a Special Resolution in the text of the notice for the proposed Special General Meeting then the default position will be that the resolution is to be considered as an Ordinary Resolution and that the meeting will become an Ordinary Meeting hence only requiring a 50%+1 majority for the resolution to be passed.
- 45.24 With the consent of the Chairperson of the Meeting, an amendment of a 'Special Resolution' may be withdrawn by its proposer prior to the vote taking place.
- 45.25 No Resolution is to be put to a meeting of the Bowls Club Members relating to the creation, repeal or amendment of any Rule, Byelaw or Regulation of the Company whereby that resolution if passed would jeopardise the Club's status as a Community Amateur Sports Club within the meaning of the Finance Acts, or in any event alter the Company's objects or winding-up provisions.

**46 Notice of Meetings** *(Article 46 has 4 clauses)*

- 46.1 Bowls Club Members are to receive a minimum of 21 clear days' notice for all General Meetings excluding an AGM, (but not necessary for an Adjourned Meeting.)
- 46.1.1 Bowls Club Members are to receive a minimum of 28 clear days' notice for Annual General Meetings excluding an AGM, (but not necessary for an Adjourned Meeting.)
- 46.2 A Special General Meeting *(other than an Adjourned Meeting or one to discuss the Articles of Association)* must be called by notice of at least 21 clear days.
- 46.3 A Special General Meeting called to approve or amend these Articles of Association shall give Bowls Club Members notice of at least 28 clear days.
- 46.4 An Adjourned Meeting is to take place at a time and day decided by the Chairperson of the first meeting in accordance with the Article entitled, "Meeting Adjournments".

**47 Manner of giving General Meeting Notices** *(Article 47 has 3 clauses)*

- 47.1 Notice of a General Meeting, (including an AGM) may be given either in hard copy form, or in electronic form. A secondary notice should be displayed on the Bowls Club notice board.
- 47.1.1 Notice of a General Meeting of the Bowls Club must be received by every voting member of the Bowls Club;

- 47.2 The notice of any meeting given to Bowls Club Members must include the text of any resolution(s) to be discussed, and be advised that any amendments to the proposed resolutions need to be forwarded to the GP Committee's Secretary no later than 7 clear days before the due meeting; and
- 47.3 The GP Secretary shall advise the Bowls Club Membership individually of the amendment in the most efficient manner available in the time scale and on the Bowls Club notice board no later than 7 clear days before the due meeting; and
- 47.3.1 The GP Secretary to retain a register of the individual members preference for being advised of meetings, resolutions and amendments; *(ie in hard copy form or by email or any other electronic device.)*
- 48 **Annual General Meetings (AGM)** *(Article 48 has 21 clauses)*
- 48.1 The Bowls Club shall hold a General Meeting in every calendar year as its Annual General Meeting (AGM) at such time and place as may be determined by the General Purposes Committee on behalf of the Board of Directors and shall specify the meeting as an AGM in the notices calling it.
- 48.1.1 The Annual General Meeting of the Club to be held each year in the month of October/November on a date to be fixed by the GP Committee. The GP Committee Secretary shall at least twenty-one days before the date of such meeting circulate to each member notice hereof and of the business to be brought forward thereat. This may be either by post or electronically.
- 48.2 The Company Chairperson should normally chair the AGM and shall have a casting vote to decide on any issue that the members fail to agree upon having voted in a poll. The Directors may from time to time agree for the AGM to be chaired by the Company's Vice-Chairperson.
- 48.2.1 In the event of a poll vote called by the Chairperson of the AGM to decide on a vacant position(s) in the General Purposes Committee or for the Captaincy of the Bowls Club be equal numbers, then the Chairperson shall decide which candidate should take the position(s) based on the candidate(s) experience.
- 48.3 The Annual General Meeting shall be held for the following purposes;
- 48.3.1 To receive from the Board of Directors, the Company's Accounts and the Company Treasurer's Annual Report as to the financial position of the Company; and
- 48.3.2 To receive from the Board a Report of the activities of the Company & Bowls Club since the previous AGM;
- 48.3.3 To elect or confirm volunteers to fill the following posts. In the event that no volunteer(s) are willing to undertake one of more of the vacant posts, then the AGM Chairperson may ask the incumbent to continue for an extra year in office. *(This would normally be asked before the meeting is due to take place.)*
- 48.3.4 Other than the Company's Vice-Chairperson, Directors may undertake more than one post at any one time.
- 48.4 To agree and appoint an Independent Person to examine and audit the Company's Accounts in lieu of an external audit performed by a Certified Public Accounting (CPA) firm as permitted by the Act.
- 48.4.1 The Directors shall annotate the Annual Accounts with the audit "exemption certificate" as prescribed in the advice given in Appendix C of these Articles of Association and as required by Companies House.
- 48.5 To confirm the election of Club Life Member(s) as proposed by two Company Directors.
- 48.5.1 The Bowls Club Member being considered by the Board of Directors to become a Club Life Member shall have served a minimum of ten years total time as an Officer of the Bowls Club.
- 48.6 Bowls Club Members present at the AGM to be asked to endorse any recommendations from the Company Directors to fill vacant posts for which they make appointments or to endorse that those in such posts may continue for a further year in office; each post to be considered separately.
- 48.7 Bowls Club Members present at the AGM to be asked to endorse those in posts which are on fixed terms ie three or four years in order that they may continue for a further intermediate year in Office; each post to be considered separately: unless the Chairperson of the General Purposes Committee has received other nominations from Bowls Club Members to be elected into a particular office.
- 48.7.1 New nominations must be received by the GP Committee Secretary 30 days prior to the day of the AGM, each nomination to be proposed, seconded and consented by the nominee.



- 48.8 When appropriate, the Bowls Club Members present at the AGM shall be asked to confirm the Board's nomination of a Bowls Club Member to fill a vacancy for President of the Bowls Club for a term of maximum three years. The nomination to be proposed and seconded by two Company Directors. *(The AGM Chairperson may ask the incumbent to continue for an extra year in Office should those present at the AGM decline to accept the Board's nomination for the vacancy; or else the Board has been unable to name a volunteer to fill the vacant post.)*
- 48.9 The Bowls Club Member being considered by the Board of Directors to be nominated for the incoming President role would be expected to have at some time undertaken as a minimum, a term of three years as an Officer of the Bowls Club.
- 48.9.1 The role of the President of the Bowls Club will be a non-executive role. *(The election of a Bowls Club Member to be President of the Bowls Club to be undertaken by those members present at an AGM is to recognize the incoming President's contribution to Portslade Bowls Club over several seasons. The President shall represent the Bowls Club on match days and other special events.)*
- 48.9.2 The President may attend meetings of the Bowls Club General Purposes Committee but shall not have a vote.
- 48.10 The President of the Bowls Club may be invited by the Directors to become the Company Chairperson; for a period of three years otherwise;
- 48.10.1 The Bowls Club Members present at the AGM shall be asked to confirm the Board of Directors' nomination of a Bowls Club Member to fill a vacancy for Chairperson of Portslade Bowls Club Ltd. for a maximum term of three years. The nomination to be proposed and seconded by two Company Directors. *(The AGM Chairperson may ask the incumbent to continue for an extra year in office should those present at the AGM decline to accept the Board's nomination for the vacancy; or else the Board has been unable to name a volunteer to fill the vacant post.)*
- 48.11 The Bowls Club Members present at the AGM to be asked annually to re-confirm the incumbent Executive Company Directors who, other than the Chairperson, shall continue in office until the incumbent either resigns or fails to get re-elected at an AGM. A vacancy may also occur following a dismissal due to poor performance issues, absenteeism or dishonesty.
- 48.12 The Bowls Club Members present at the AGM to be asked annually to re-confirm any Director appointed during the year to fill a vacancy, or was appointed on an 'ad hoc' basis until the following AGM.
- 48.13 When appropriate, the Bowls Club Members present at the AGM shall be asked to confirm the General Purposes Committee's nomination of a General Purposes Committee Member to fill a vacancy for Chairperson of the General Purposes Committee for a maximum term of four years who shall then become de facto a Director of the Company in accordance with these Articles of Association and consequently shall become Vice-Chairperson of the Company for the same term of four years. The nomination being proposed and seconded by two retiring members of the General Purposes Committee. *(The AGM Chairperson may ask the incumbent to continue for an extra year in office should those present at the AGM decline to accept the Committee's nomination for the vacancy; or else the General Purposes Committee has been unable to name a volunteer to fill the vacant post.)*
- 48.13.1 Note:-  
It should be noted that any Bowls Club Member may permit his name to be proposed and seconded for the post of GP Committee Chairperson and so consequently become Vice-Chair of the Company's Board of Directors *(but it would be advantageous if the person had previously served at least a term of one year on the GP Committee in order to familiarise themselves in the way the Committee functions.)*
- 48.13.2 The person elected at an AGM to be Chairperson of the Bowls Club General Purposes Committee and hence Vice-Chairperson of the Company's Board of Directors shall be designated and registered with Companies House as 'a person with significant control' in the Company.

*Article 48 continues on next page*

- 48.14 When appropriate, the Bowls Club Members present at the AGM shall be asked to elect a Bowls Club Captain for a maximum term of three years and who may at the invitation of the Board of Directors become a Director of the Company in accordance with these Articles of Association for a term of the same three years. The retiring Club Captain may be asked by the AGM Chairperson to undertake one further year in the event of no other volunteer being willing to undertake the captaincy.
- 48.14.1 Candidates for election to be Captain of the Bowls Club may include the retiring Captain together with those Bowls Club Members whose nominations with their consent (*duly proposed and seconded in writing together with the nominee(s)' consent*) have been received by the GP Secretary at least twenty-eight days before the date of the Annual General Meeting in each year. Such nominations, together with the names of the Proposer and Secunder shall be advertised on the Bowl's Club notice boards at least twenty-one days prior to the date of the Annual General Meeting. The nominations shall also be published on the AGM Agenda distributed to all Bowls Club Members.
- 48.14.2 If the number of candidates for election is greater than the number of vacancies to be filled then there shall be a 'paper' poll of the Bowls Club Members present and entitled to vote at the Annual General Meeting. In the event that there is an equality of votes for two candidates, then the Chairperson of the Meeting will decide who shall be Captain based on the candidates' experience & suitability for the role.
- 48.15 The Bowls Club Members present at the AGM shall be asked to elect a Bowls Club Vice-Captain and a Junior Vice-Captain for a maximum term of three years. The retiring two Vice-Captains may seek to be re-elected by the Club Members present at the AGM for a further term of three years or else be asked by the AGM Chairperson to undertake a further year in the event of no other volunteer(s) being willing to undertake either one or both of the vice-captain post.
- 48.15.1 Candidates for election to be either the Vice-Captain of the Bowls Club or the Junior Vice-captain position may include the retiring personnel together with those Bowls Club Members whose nominations with their consent (*duly proposed and seconded in writing together with the nominee(s)' consent*) have been received by the Company Secretary at least twenty-eight days before the date of the Annual General Meeting in each year. Such nominations, together with the names of the Proposer and Secunder shall be advertised on the Bowl's Club notice boards at least fourteen days prior to the date of the Annual General Meeting. The nominations shall also be published on the AGM Agenda distributed to all Bowls Club Members.
- 48.15.2 If the number of candidates for election is greater than the number of vacancies to be filled then there shall be a 'paper' poll of the Bowls Club Members present and entitled to vote at the Annual General Meeting. In the event that there is an equality of votes for two candidates for either or both post(s), then the Chairperson of the Meeting will decide who shall become the Vice-Captain &/or Junior Vice-Captain based on the candidates' respective experience & suitability for the role(s).
- 48.16 When appropriate, the Bowls Club Members present at the AGM shall be asked to confirm the appointments proposed by the Board for Bowls Club Member(s) to fill a Company Secretary &/or Company Treasurer vacancy. The AGM Chairperson may ask the incumbent(s) to continue for an extra year in office should those present at the AGM either decline to accept the Committee's nomination(s) for the vacancy; or else the Board has been unable to name a volunteer(s) to fill the vacant post(s).
- 48.16.1 The incumbents holding these two Executive Director posts would normally be expected to be reconfirmed at the annual AGMs since they shall continue in office until an incumbent either resigns or fails to get re-elected at an AGM. An Executive Director vacancy may also occur following a dismissal by the Board Chairperson due to the incumbent's poor performance, absenteeism or dishonesty.
- 48.17 When appropriate, the Bowls Club Members present at the AGM shall be asked to confirm the appointment proposed by the Board for Bowls Club Member to fill an Executive Director Site Officer vacancy should the post be approved by the Board. The AGM Chairperson may ask the incumbent to continue for an extra year in office should those present at the AGM either decline to accept the Committee's nomination for the vacancy; or else the Board has been unable to name a volunteer to fill the vacant post.

- 48.17.1 The incumbent holding this Executive Director Site Officer post would normally be expected to be reconfirmed at the annual AGMs since they shall continue in office until the incumbent either resigns or fails to get re-elected at an AGM. The Site Officer vacancy may also occur following a dismissal by the Board Chairperson due to the incumbent's poor performance, absenteeism or dishonesty.
- 48.18 The General Purposes Committee shall appoint their own GP Committee Secretary without recourse to the AGM's agreement. *(The person undertaking the Company Secretary role may also be invited to undertake this additional task.)*
- 48.19 The Bowls Club Members present at the AGM will be asked to elect Club Members to serve on the General Purposes Committee for the coming year. Retiring members of the General Purposes Committee may seek further term(s) as a committee member. *(The Committee would normally be constituted by those holding Officer roles, eg Match Secretary and those in the Statuary Officer posts. Refer to a later clause in this Article.)*
- 48.19.1 Prior to the AGM the Bowls Club General Purposes Committee Chairperson will have decided on the number of Bowls Club Members required to be on the GP Committee in addition to those members in the posts mentioned in the forgoing clauses. More-over those Bowls Club Members who hold the legislative-statute posts, the Safety Officer and the Safeguarding Officer should also be Committee members and as should the Company Site Officer should the Board decide that the post should to be implemented.
- 48.19.2 Candidates for election to the General Purposes Committee at the annual AGM shall be those members of the retiring Committee willing to offer themselves for re-election and any other Bowls Club Members whose nominations *(duly proposed and seconded in writing by members of the Club together with the nominee's consent)* shall have been received by the Company Secretary at least twenty-eight days before the date of the Annual General Meeting in each year. Such nominations, together with the names of the Proposer and Secunder shall be advertised on the Bowl's Club notice boards at least fourteen days prior to the date of the Annual General Meeting. The nominations shall also be published on the AGM Agenda distributed to all Bowls Club Members.
- 48.19.3 If the number of candidates for election is greater than the number of vacancies to be filled then there shall be a 'paper' poll of the Bowls Club Members present and entitled to vote at the Annual General Meeting. In the event that there is an equality of votes for two candidates, then the Chairperson of the Meeting will make a decision between the two candidates based on the candidates' experience & suitability for the role.
- 48.19.4 The General Purposes Committee may have as standing members, The Chairperson, Vice-Chairperson, Company Treasurer, GP Committee Secretary, Bowls Club Fixtures Secretary, Bowls Club Competitions Secretary, Bowls Club Captain and Vice-Captain plus the aforesaid Officers mentioned in a previous clause of this Article. *(The GP Committee Chairperson may ask the Junior Vice-Captain to attend the committee meetings.)*
- 48.20 Whilst the Company Treasurer shall be a member of the Bowls Club General Purposes Committee with a vote, that vote may not be employed in any 'Indicative' vote taken at a GP Committee Meeting on a matter which will subsequently be voted upon by the Board of Directors.
- 48.21 To discuss such other business as may be brought before the AGM in accordance with the following article.
- 49 Inclusion of Other Resolution(s) at an AGM** *(Article 49 has 4 clauses)*
- 49.1 Two Bowls Club Members, *(proposing and seconding a proposal)* prior to the AGM may request that the Company Secretary obtains the Board's agreement for their resolution to be placed on the AGM's Agenda if in the Board's opinion it is a matter which requires the members present at the AGM to vote on;
- 49.1.1 The request to include a resolution at the AGM may be in either hard copy form or by an electronic form and received by the Company Secretary not later than thirty days before the AGM;
- 49.1.2 The request must identify the matter to be included in the business and be accompanied by a statement setting out the grounds for the request.

- 49.1.3 Should the Board decline the proposers' request for the resolution to be placed on the AGM agenda, the AGM chairperson at the AGM may allow the proposers to appeal directly to those Bowls Club Members present at the AGM for a discussion to take place on the item under 'Any Other Business'. Should those present agree to the item being placed on the agenda, then the Chairperson of the AGM may also permit an Indicative poll to be taken for the Board's future consideration so as to give the Board an indication of the prevalent mood of those members present.
- 49.2 The AGM Chairperson shall not put any other resolution to the vote at the AGM which has not been on the published agenda and so not been brought to the notice of all Bowls Club Members before the meeting.
- 49.3 The AGM chairperson may accept for discussion only, any other matter from the members at the meeting but must curtail the discussion if it becomes defamatory of any person; or if it is frivolous or vexatious.
- 49.4 The Chairperson shall advise the meeting whether that new matter about to be discussed would subsequently require a decision to be made by the members at a future General Meeting. *(The following Article would apply.)*

**50 Calling a General Meeting (other than an AGM)** *(Article 50 has 2 clauses)*

- 50.1 The Bowls Club General Purposes Committee with the concurrence of the Company Secretary may call a General Meeting of the Club either to discuss a matter(s) pertaining to Committee business or on behalf of the Board of Directors. *(The Company Secretary is to confirm with the Committee Chairperson prior to a meeting initially called by the General Purposes Committee that the matter(s) under discussion may proceed to a vote, not being business relevant to the Board of Directors)*
- 50.1.1 The GP Committee Secretary shall at least twenty-one days before the date of such meeting circulate to all Bowls Club Members notice hereof and of the business to be brought forward thereat. This may be either by post or electronically. *(The GP Secretary to have a register of each member's preference for club announcements.)*
- 50.2 Bowls Club Members, at least ten members may request that the Directors call a General Meeting of the Club;
- 50.2.1 Such a request may be either in hard copy form or by an electronic form sent to the Company Secretary.
- 50.2.2 The request must identify the matter to be included in the business and be accompanied by a statement setting out the grounds for the request.
- 50.2.3 The Directors may refuse such a request for a General Meeting.
- 50.2.4 The Directors may delete any item on the Meeting's agenda which they believe is proper to the Board of Directors' consideration and decision.

**51 Special General Meetings, Advising Companies House of Result** *(Article 51 has 2 clauses)*

- 51.1 A Special General Meeting is called to discuss a Special Resolution *(eg to amend these Articles of Association)* and it would require a two-thirds majority for the resolution to be passed by the Bowls Club Members present at the meeting.
- 51.1.1 Only the Board of Directors may call a Special Meeting. The Meeting is to be arranged by the Bowls Club General Purposes Committee on behalf of the Board of Directors as and when directed by the Company Secretary on behalf of the Directors.
- 51.1.2 The GP Committee Secretary shall give the Bowls Club Members a minimum of twenty-one days' notice before the date of a proposed Special Meeting giving all Bowls Club Members notice of the business to be brought forward thereat. This may be either by post or electronically. *(A Special Resolution to amend the Articles of Association shall require 28 days' notice.)*
- 51.1.3 The summons convening a Special General Meeting of the Bowls Club must state the nature of the special business that requires a Special Meeting of Bowls Club Members. The discussion at the meeting must be confined to the business stated in the notice sent to the Bowls Club Members.

- 51.2 A Special Resolution which amends these Articles of Association must be notified to Companies House within 15 days of being passed. *(Depending on the nature of the resolution; a specific Companies House form may need to be filed, as well as the text of the resolution itself.)*
- 52 Attendance and Speaking at Meetings** *(Article 52 has 4 clauses)*
- 52.1 All Bowls Club Members, *(whatever their class of membership)*, have the right to attend and speak at General Meetings. *(Young Adults / Junior Members may only speak on subjects relating to Young Persons)*
- 52.2 The Chairperson of the Meeting may permit other persons who are not members of the Bowls Club to attend and speak at a General Meeting.
- 52.3 At a meeting of the Bowls Club Members, the Chairperson may at their discretion curtail any further discussion on a matter and if appropriate move to a vote on the resolution under discussion.
- 52.4 The Chairperson of the Meeting may at any time during a General Meeting of Club Members curtail the discussion on an agenda item and forward the matter to the Company Secretary for inclusion on the next Board of Directors agenda for resolution by the Directors.
- 53 Quorum for Members' Meetings** *(Article 53 has 5 clauses)*
- 53.1 The quorum for all General Meetings attended by the Bowls Club Members, (other than an AGM or Special Meeting) shall be fifteen Bowls Club Members, at least one being a Company Director.
- 53.1.1 If the Bowls Club Membership totals more than one hundred members then the quorum for the Annual General Meetings or for Special Meetings shall be thirty Bowls Club Members, at least two being Company Directors.
- 53.1.2 If the Bowls Club Membership totals less than one hundred members then the quorum for the Annual General Meetings or for Special Meetings shall be twenty Bowls Club Members, at least two being Company Directors.
- 53.2 The quorum for all General Purposes Committee Meetings shall be six Committee Members, at least one being a Company Director.
- 53.3 No other business other than the appointment of an Acting Chairperson of the Meeting who shall adjourn the meeting is to be transacted at a General Meeting if the number of persons attending it do not constitute a quorum.
- 53.4 The Chairperson, *(or the club member elected to chair the meeting)* will adjourn the meeting and subsequently advise the Board of Directors accordingly.
- 53.5 The Quorum rules shall not be applied to any meeting called because the original meeting had been adjourned for any reason.
- 54 Chairing Members' Meetings** *(Article 54 has 3 clauses)*
- 54.1 The Company Chairperson, if present shall chair all Members' Meetings including the Annual General Meeting.
- 54.2 If the Company Chairperson, nor the Company Vice-Chairperson has not arrived within ten minutes of the time at which a meeting is due to start then the Directors present at the meeting; *(if no Directors are present, then the Club Members present at the meeting)*, are to appoint in the first instance, a Company Director to chair the meeting or else a Bowls Club Member to chair the meeting and
- 54.2.1 The acceptance by the Bowls Club Members at the meeting that the first business of the meeting shall be for the person requested to chair the meeting be permitted to do so.
- 54.3 A Bowls Club Members' Meeting shall be adjourned if the members present do not constitute a quorum. *(Refer to the Article titled Quorum for Meetings"*

- 55      **Adjournment of Members' Meetings** (Article 55 has 5 clauses)
- 55.1    If the number of persons attending a General Meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, *(or if during a meeting a quorum ceases to be present)*, then the Chairperson of the Meeting must adjourn the meeting.
- 55.2    The Chairperson of the Meeting shall adjourn a General Meeting at which a quorum of club members is present if;
- 55.2.1   Requested to do so by the meeting voting for an adjournment; or
- 55.2.2   To ensure that the business of the meeting is conducted in an orderly manner; or
- 55.2.3   An adjournment is necessary to protect the safety of any person attending the meeting.
- 55.3    When adjourning a General Meeting, the Chairman of the Meeting must either;
- 55.3.1   Specify the time and place to which it is adjourned; or
- 55.3.2   State that it is to continue at a time and place to be fixed by the Board of Directors.
- 55.4    If the adjourned meeting is to take place more than 14 days after it was adjourned, then the Company Secretary must give at least 7 clear days' notice of it to all those who received notice of the original meeting and with no change in text whatsoever other than the date, time and place as necessary.
- 55.5    No new business may be transacted at an adjourned General Meeting other than discussion, (but no voting) permitted on any matter raised under Any Other Business.
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- 56      **Amendments to Resolutions** (Article 56 has 1 clause)
- 56.1    An Ordinary Resolution to be proposed at a General Meeting *(including an AGM)* may be amended by a further Ordinary Resolution if;
- 56.1.1   Notice of the proposed and seconded amendment has been given to the GP Committee Secretary in writing by a Bowls Club Member not less than 14 clear days before the meeting is to take place and;
- 56.1.2   The proposed amendment does not, in the reasonable opinion of the Chairperson of the Meeting, materially alter the intention and/or purpose of the ordinary resolution.

## **VOTING AT MEETINGS**

- 57      **Voting: General** (Article 57 has 4 clauses)
- 57.1    **\*\*Every Bowls Club Member (including Associate Members) may attend the Bowls Club's General Meetings having received due notice of the meeting giving time, date, place, agenda and the text of any resolutions to be voted upon. This Clause applies also to both Young Adults and Junior Members.**
- 57.2    **\*\*Associate Members are entitled to speak and vote at a General Meeting.**
- 57.2.1   **\*\*Young Adults and Junior Members may only be invited to speak at the meeting on matters relating to young persons. Junior Members / Young Adults may not vote at any meeting of the club members.**
- 57.3    Unless the Members of the Bowls Club have introduced 'Proxy Voting', the Bowls Club Members may only vote in person at any Bowls Club Meeting; *(includes the Company Board & General purposes Committee).*
- 57.3.1   Should the Chairperson of the Meeting call for a poll vote, then two scrutineers are required to count the voting papers which decide either an 'Ordinary Resolution' or a 'Special Resolution' and these two members may not participate in the vote.
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- 58      **Voting at Members' General Meetings** (Article 58 has 6 clauses)
- 58.1    An Ordinary Resolution put to the vote of a Bowls Club General Meeting shall be decided on a show of hands unless a poll employing paper voting slips is duly demanded in accordance with these Articles of Association.

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- 58.1.1 For an Ordinary Resolution to be passed at a General Meeting, a majority of 50% plus 1 is necessary.
- 58.1.2 A Special General Meeting to consider a Special Resolution (eg, *to amend the Articles of Association*) will require a majority of two-thirds of those present for the resolution to be passed by the Bowls Club Members.
- 58.2 Each Bowls Club Member (*other than any Junior Members who cannot vote at any meeting*) shall only have one vote. (*No member may act as a proxy for any absent club member.*)
- 58.3 The result of the vote declared by the Chairperson of the Meeting shall be deemed to be the final decision of the meeting and no appeal against the vote may be made at any time.
- 58.4 On a vote on an Ordinary Resolution at a meeting on a show of hands, a declaration by the Chairperson of the Meeting that the resolution has or has not been passed is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. An entry in respect of such a declaration in the Minutes of the meeting will also be conclusive evidence of that fact without such proof.
- 58.5 A Special General Meeting to consider a Special Resolution (eg, *to amend the Articles of Association*) requires a majority of two-thirds of those present for the resolution to be passed by the Bowls Club Members.
- 58.6 Voting for all 'Special Resolutions' shall employ a paper poll voting slip procedure as prescribed elsewhere in these Articles of Association;
- 58.6.1 The Chairperson of the Meeting will require two scrutineers to count the voting papers which decide a 'Special Resolution' and these two members may not participate in the vote;
- 58.6.2 At least two Directors must be in attendance when the vote on the Special Resolution is taking place.
- 58.6.3 The result of the poll vote shall be recorded in the Minutes of the Meeting.

**59 Poll Voting** (*Article 59 has 8 clauses*)

- 59.1 Poll voting may either take place at the Bowls Club meeting where the resolution is discussed by the members present or at a subsequent meeting should the first meeting be adjourned in accordance with these Articles of Association.
- 59.2 The poll will employ paper voting slips, with a "X" indicating a vote in favour of the resolution, else left blank.
- 59.3 The proposers of an Ordinary Resolution, prior to the meeting may demand that their proposal be resolved by a voting-slip poll and this is to be mentioned in the text of the notice calling the meeting.
- 59.4 A voting-slip poll may be requested by the Chairperson of the Meeting following the Bowls Club Members' discussion on the resolution; or A voting-slip poll may be requested by a minimum of two Bowls Club Members during any General Meeting (including an AGM) before or after the show of hands; but if after, then before the Chairperson of the Meeting has declared the result of the show of hands and the Chairperson of the Meeting shall decide if the poll is necessary.
- 59.5 The Chairperson of the Meeting may decide on a voting-slip poll if the show of hands is in the Chairperson's opinion undecisive.
- 59.6 A demand for a poll may be withdrawn by the proposers if the poll has yet to take place and the Chairperson of the Meeting consents for the poll not to be undertaken.
- 59.7 Polls must be undertaken immediately following any discussion by the members on the subject matter of the resolution and in such manner as the Chairperson of the Meeting so directs.
- 59.8 The demand for a poll shall not prevent the continuance of a meeting for the transaction of any further business other than the question on which the poll was demanded.

*Section on 'MEMBERS: SECTION 2' (Members' Decision Making)' ends.*

*Section on 'ADMINISTRATIVE ARRANGEMENTS' follows on the next page*

## **ADMINISTRATIVE ARRANGEMENTS**

### **60 Means of Communication** *(Article 60 has 2 clauses)*

- 60.1 Any notice, document or any other information shall be deemed to have been served on or delivered to the intended recipient(s) if;
- 60.1.1 Properly addressed and sent via the United Kingdom's postal service to the recipient's address., or
- 60.1.2 Properly addressed and delivered by hand to their registered address, and accepted either by the named intended recipient or their co-habiting representative; or
- 60.1.3 The intended recipient is named and the notice or document has been sent by electronic means; or
- 60.1.4 When the information (other than notices for meetings) is intended for all or a majority of the Bowls Club Members and has been placed on the Bowls Club's notice board in a dominant position, and opportunities have been taken to verbally bring the notice to members' attention. *(See elsewhere for information about giving Bowls Club Members Notice of Meetings.)*
- 60.2 In proving that any notice, document or other information was properly addressed, it shall suffice to show that the notice, document or other information was addressed either to their postal address registered by the Company Secretary or to the recipient's electronic address registered with the GP Committee Secretary.

### **61 By-Laws (Rules)** *(Article 61 has 1 clause)*

- 61.1 The Company Directors may establish By-Laws (Rules) governing matters relating to the Bowls Club administration which are required from time to time for the effective operation of the Company and /or Bowls Club. *(Further information regarding By-Laws (Rules) may be found elsewhere in these Articles of Association.)*

### **62 Guests & Visitors to the Bowls Club** *(Article 62 has 10 clauses)*

- 62.1 A Guest is a person(s) who is on site at the invitation of the Bowls Club for the sole purpose of representing their own Bowls Club in a bowling activity.
- 62.2 A member of any other Club affiliated to Bowls England *(a list whereof is published by Bowls England annually)* may be authorised to use the premises and facilities of the Club as a Guest.
- 62.3 A Visitor is any person who is on site but who is not a Bowls Club Member but has a genuine cause for being on the Company's premises; or is on site at the invitation of a Bowls Club Member. *(Note: Visiting Bowls Club Members are not considered visitors in this context.... See 'Guests'.)*
- 62.4 A Bowls Club Member shall be allowed to introduce Visitors to the club subject to such regulations as shall be made from time to time by the Directors and every Visitor shall be accompanied by the Bowls Club Member whilst on the premises.
- 62.5 No person shall be introduced as a Visitor who has previously been expelled (or refused) from the Bowls Club or whose conduct or presence whilst on the premises would be considered by the Directors objectionable or prejudicial to the interests of the Bowls Club.
- 62.6 The Bowls Club Member introducing a Visitor shall enter the name and address of their visitor, together with their own name in a book which shall be kept on the premises;
- 62.7 The Visitor may bowl on days and times designated by the Board of Directors, subject to rink availability and wearing suitable approved foot wear and if accompanied by a club member.
- 62.8 The Bowls Club Member introducing the Visitor will be responsible for payment of any green fee fixed by the Board from time-to-time.
- 62.9 Bowls Club Member(s) may purchase intoxicating liquor from the bar for Visitor(s) and/or Guest(s) if the visitor or guest is aged over 18 years of age.
- 62.10 Visitors who are new to bowling, *(or consider themselves to be inexperienced bowlers)* and who are considering membership should arrange to have coaching lessons organised by the Bowls Club's authorised/qualified coaches before making their respective application to join the Bowls Club.



- 63      **Competitions and Prizes** *(Article 63 has 2 clauses)*
- 63.1    **\*\*CASC registration permits the Bowls Club to hold a series of competitions for the Bowls Club Members throughout a season whereby entry to individual events may be limited by age, gender, or an individual's past success, *(since all Bowls Club Members are able to participate in some of the competitions.)***
- 63.2    **\*\*The Bowls Club may arrange prize competitions where the nature of both the competition and the prize is such as to promote participation in the sport. This is permissible by CASC regulations if the value of the prizes is in keeping with club's amateur status in bowls. *(Competitions with prizes of sufficient value or of such frequency to attract professionals are not acceptable for a CASC.)***
- 64      **Change of Company Name** *(Article 64 has 2 clauses)*
- 64.1    The name of the Company may be changed by;
- 64.1.1   A 'Special Resolution' proposed by two Directors at the direction of the Company's Board which shall be placed before the Bowls Club Members at a Special Meeting; the notice of the meeting to state that it is a 'Special Resolution' and hence will require approval from two-thirds of the Bowls Club Members present at the meeting; or
- 64.1.2   A decision of the Company's Board so as to comply with a court order, or instructed by a Government Secretary of State; or else
- 64.1.3   Otherwise in accordance with Section 77.2 of the Act which deals in circumstances where a name change is necessary due to confusion with another company's name.
- 64.2    Where a change of name has been agreed to by the Bowls Club Members by Special Resolution, the Company must give notice to the Companies House Registrar forwarding a copy of the resolution to the Registrar and this must be accompanied by a statement that the change of name was been made by means provided for by the Company's Articles of Association.

*Section on 'ADMINISTRATIVE ARRANGEMENTS' ends.*

*Section on 'LICENSING ACT 2003' follows on the next page*

## LICENSING ACT 2003.

- 65 Concerning Provision of Alcohol on the Club Premises *(Article 65 has 7 clauses)*
- 65.1 **\*\*Regarding the Club Premises Certificate (bar licence) Permitted Hours etc. the Company shall,**
- 65.1.1 **\*\*Meet the requirements of section 62-66 of the Licensing Act 2003; namely the Act's Condition 4 which says that the Company must have at least 25 members; and**
- 65.1.2 Ensure that the Club Premises Certificate (Bar Licence) states the permitted hours for the supply of intoxicating liquor and is displayed at the bar.
- 65.1.3 Ensure that no intoxicating liquor is sold to any Bowls Club Member who is under 18 years of age.
- 65.2 The Company Directors are to be aware of and act in accordance with the statutory provisions of the Club Premises Certificate.
- 65.3 The Board of Directors is to delegate the responsibility for purchasing and supplying intoxicating liquor to an Alcohol Sub-committee of the General Purposes Committee.
- 65.3.1 The Sub-committee or the Company Treasurer is to maintain proper accounts of all purchases and receipts from excisable goods and shall be kept and presented at the Annual General Meeting in each year.
- 65.3.2 The Sub-Committee is to provide such information as the Company Secretary or Auditors may to enable any statutory return or statement and the payment of excise or other duty or tax to be made.
- 65.4 The management of the purchase and supply of intoxicating liquor sold at the bar shall be in the absolute discretion of the Alcohol Sub-Committee. *(This sub-committee will deal with the purchase and control of all alcohol and any food items sold on the Company's premises.)*
- 65.5 The Alcohol Sub-committee shall cause the Club bar to be opened *(subject to terms of the Club premises certificate)* at convenient times *(and such times shall be prominently exhibited in the Club premises)* for the sale of excisable goods to persons who are entitled to the use of the premises of the Club in pursuance of these Rules *(except as aforesaid to any Bowls Club Member under 18 years of age)* provided that a visitor(s)' names and addresses and the name of their introducer shall have been entered in the Visitor's Book upon entry to the premises.
- 65.6 In compliance with the Licensing Act 2003 no Bowls Club Member shall at any time receive at the expense of the Company &/or any commission, percentage or similar payment on or with reference to purchases of intoxicating liquor by the Company.
- 65.7 No Bowls Club Member may directly or indirectly derive any pecuniary benefit from the supply of intoxicating liquor by or on behalf of the Company to Bowls Club Members apart from any benefit accruing to the Company as a whole.
- 66 **CASC Alcohol & Food Regulations** *(Article 66 has 1 clause)*
- 66.1 **\*\*CASC permits bar trading to the following instances *(without the income being considered 'income' for Corporation Tax purposes, subject to an overriding maximum stated from time to time in the HMRC regulations)* of;**
- 66.1.1 Confectionery and snacks from the bar to Bowls Club Members during and following their bowling session,
- 66.1.2 Drinking by Bowls Club Members in the bar vicinity before, during and after bowling,
- 66.1.3 Food and drink to non-members of the Bowls Club in the bar's vicinity after they have been watching bowls and have been invited by a Bowls Club Member into the Bowls Club's pavilion.
- 66.1.4 Food and drink to visiting bowlers after a bowls match having been invited to do so by a member(s).
- 66.1.5 Food and drink as part of a social event designed to encourage participation in the sport by local residents or to encourage more regular bowling participation by the Bowls Club Members.

Section on 'LICENSING ACT 2003' ends. .

Section on 'INSURANCES' follows on the next page

## **INSURANCES**

- 67      **Director Legal Expenses and Indemnity Insurance** *(Article 67 has 2 clauses)*
- 67.1    The Board of Directors may purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant Officer in respect of any relevant loss; a relevant loss being any loss or liability which has been or may be incurred by a relevant Officer in connection with that relevant Officer's duties or powers in relation to the Company.
- 67.1.1 This Article does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the Act or by any other provision of law and any such indemnity is limited accordingly. So subject to this Article but without prejudice to any indemnity to which a relevant officer is otherwise entitled.
- 67.2    The Company Directors may be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by them as a relevant officer in the actual or purported execution and/or discharge of their duties, or in relation to those duties;
- 67.2.1 Including any liability incurred by a Company Director in defending any civil or criminal proceedings, in which judgment is given in their favour or in which they are acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on their part or in connection with any application in which the court grants them, in their capacity as a relevant Officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's affairs.
- 68      **Other Insurances** *(Article 68 has 1 clause)*
- 68.1    The Company Directors may authorise the purchase of any other insurance considered necessary to cover unexpected costs by the Company &/or Bowls Club.
- 69      **Inspection of Accounts and Other Records & Documents** *(Article 69 has 1 clause)*
- 69.1    Except as provided by law (*such as in relation to the requirements of the Licensing Act 2003*) or authorised by the Board or by an Ordinary Resolution of the Bowls Club, no Bowls Club Member is entitled to inspect any of the Company's accounting or other records or documents merely by virtue of being a registered Member of the Bowls Club.
- 70      **Dissolution, the Application of Assets on Dissolution.** *(Article 70 has 5 clauses)*
- 70.1    If, at any General Meeting of the Company, a resolution shall be passed calling for the dissolution of the Company, then the Company Secretary shall immediately convene a Special General Meeting to be held not less than one month thereafter for members to discuss and vote on a Special Resolution proposed and seconded by two of the Executive-Directors calling for the dissolution of the Company.
- 70.1.1 In the event that the Company's Board of Directors no longer has a minimum of two Executive- Directors at the time of the Special Meeting due to resignations or 'leave of absence' on medical reasons; or should the two remaining directors be reluctant to propose the Special resolution then the Bowls Club's General Purposes Committee shall take responsibility for calling the Special Meeting, the Resolution and the any future action which needs to be taken following the vote.
- 70.2    The Special Resolution shall require a majority of two thirds of the Bowls Club Members present at the Special Meeting for the resolution to be carried. The vote to be undertaken using the 'paper poll' method.
- 70.3    If, at that Special General Meeting, the resolution is carried by those present at the meeting, then the Board of Directors (*or General Purposes Committee, see above*) shall thereupon, or at such date as shall have been specified in the resolution, proceed to realise the assets of the Company and discharge all debts and liabilities of the Club.
- 70.4    **\*\*Upon dissolution of Portslade Bowls Club Limited any remaining assets shall be given or transferred to another registered CASC, else a registered charity or the sport's governing body (*namely Bowls England*) for use by them in related community sports. (*This does not prevent the club from repaying any unspent grant funds to the grant-making body where this was a condition of it being made.*)**

- 70.4.1 \*\*The wording in the above Article's clause is CASC compliant and may not be amended.
- 70.5 Refer also to the Article titled "Guarantee (*Members' Liability*) and Financial Contract Authorisations" which instructs on the Bowls Club Members' 'Liability' in the event of the Company being wound-up.

*Section on 'INSURANCES' ends.*

*End of main text, Appendices A, B, C and D follow*

## **APPENDIX A**

## **PROXY VOTING**

Appendix A of these Articles of Association provides the clauses which would need to be introduced into the Company's Articles of Association in the event of a resolution calling for proxy voting being passed by the Bowls Club Members at any time in the future. The relevant clauses in the Article headed "Rights of Members" as well as another headed "Voting at Members' Meetings" would also require deleting or amending as appropriate.

The Companies House Registrar would have to be sent a copy of the amended Articles of Association not later than 15 days after the amendment takes effect. *(If the Company fails to comply then an offence is committed by both the Company and the Directors who fail to notify Companies House.)*

*(Nb:- A template for a Proxy Notice for an absent member to request a proxy vote is available from Bowls England.*

Articles 71 and 72 follow on the next page. *(They will require renumbering if employed within the main text.)*

- 71 **Proxy Voting** (Article 71 has 7 clauses) *(This Article will require renumbering if employed.)*
- 71.1 Bowls Club Members are entitled to appoint another Bowls Club Member *(preferably the Chairperson of the Meeting)*, as their proxy at a Bowls Club Meeting whilst still retaining their right to speak at that meeting.
- 71.2 A Bowls Club Member having declared another person to act as proxy for them at a meeting may not transfer that proxy to another Bowls Club Member even if the person holding the 'proxy' is later unable to attend the meeting.
- 71.3 A Bowls Club Member may only cancel their proxy by being present at the meeting before it starts and advising the Chairperson of the Meeting that they intend to vote for themselves.
- 71.4 Voting Proxies may only validly be appointed by a notice in writing *(a "proxy notice")* which;
- 71.4.1 States the name and address of the Bowls Club Member appointing the proxy;
- 71.4.2 Identifies the Bowls Club Member appointed to hold the proxy vote and the date of the General Meeting in which the proxy vote may be employed.
- 71.4.3 Is signed by or on behalf of the Bowls Club Member appointing the proxy, or is authenticated in such manner as the Board of Directors may determine;
- 71.4.4 Is delivered to the Company Secretary not less than 48 hours before the time appointed for holding the meeting *(or adjourned meeting)* at which the right to vote is to be exercised and in accordance with any instructions contained in the notice of the General Meeting *(or adjourned meeting)* to which they relate.
- 71.5 A proxy notice which has not been delivered in such manner shall be invalid; unless two Company Directors present at that meeting, in their discretion, accept the notice before the meeting commences.
- 71.6 Unless a proxy notice indicates otherwise, it must be treated as;
- 71.6.1 Specifying how the proxy appointed under them is to vote *(or whether the proxy is to abstain from voting)* on one or more resolutions put to the designated meeting.; or
- 71.6.2 Allowing the person appointed under it as a proxy, discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
- 71.6.3 Appointing that person as a proxy in relation to any adjournment of the General Meeting to which it relates as well as the meeting itself.
- 71.7 In the event of the Chairperson of the Meeting holding more than three proxies from three Bowls Club Members and all for the same resolution, then the Chairperson must call for a poll vote and not employ a show of hands by the members to make the decision on that resolution.
- 72 **Delivery of Proxy Notices** (Article 72 has 3 clauses) *(This Article will require renumbering if employed.)*
- 72.1 A Proxy Notice must be received by the Company Secretary at least 48 hours prior to the due meeting's scheduled start time, sent either by the postal service, addressed to the registered Company's Address;
- 72.2 or by the Bowls Club Member handing the proxy notice personally *(or by the person named in the proxy)*, to the Company Secretary; or
- 72.3 By any electronic means agreed from time-by-time by the Board of Directors.

*Appendix A ends.*

*Appendices B & C continue on following pages*

## **APPENDIX B**

## **RESPONSIBILITIES OF A DIRECTOR & LETTER OF APPOINTMENT.**

For Portslade Bowls Club Ltd. to be viable it is necessary for a few members of the Bowls Club to be willing to serve as Directors of the Company on an honorary basis from time to time. Those volunteering are requested to serve for a fixed period of time, the period varying depending on the role each director is undertaking. The periods vary from one or four years, so designed to ensure that the Board of Directors retains its continuity and knowledge. The retiring directors are encouraged to volunteer for a second period should the relevant article permit an extension.

The Directors of the Company are elected by the Bowls Club Members to manage the affairs of the Company as per the Company's Memorandum of Association and Articles of Association.

Companies House has to be advised as to who the Company's Directors are at any one time. At the time of the Director(s)' appointment the Company Secretary will complete Companies House form AP01; *(this may be completed on-line or returned by ordinary post.)* The form requires Directors to provide personal information about themselves and Companies House subsequently makes some of that information available to the general public.

Further it is the Company's responsibility to provide each new Director with a '**Letter of Appointment**' that clearly states the responsibilities of the incoming director, the length of service expected from the newcomer and the legal consequences of being a company director. The Company Directors are legally responsible for running the Company, for the Company's records, accounts and performance and making sure that information is sent to Companies House on time. Directors may be held legally responsible should the Company become insolvent due to their poor decision making.

Companies House requires that the following information is forwarded from time to time.

- the Annual Confirmation Statement; *(the confirmation statement contains details of its directors)*.
- the Annual Accounts,
- the Company Directors' personal details as and when there is a change of personnel,
- any change in the Company's 'People with significant control' (PSC) details;

*(Note:- Whilst the Board of Directors may have delegated the tasks of maintaining these records, the Directors still remain legally responsible for the Company's records, Accounts and performance.)*

There are duties which the Directors must perform under the Companies Act 2006. The role comes with duties and responsibilities that a new Director must consider when running the Company. They must be aware of and manage the Company as per the Company's Articles of Association. They should act in the Company's best interests to promote its success. The Directors must consider the consequences of their decisions, including the long-term continuance of the Bowls Club; the need to act fairly to all the members of the Bowls Club and the impact of its operations on the community and local environment. The Directors must ensure that statutory requirements such as for Equality & Diversity, Health & Safety and Safeguarding &/or Child Protection are put in place and implemented.

*(Note:- Whilst Company status offers valuable protection to a Director, there are certain situations where 'limited liability' can be disregarded, leaving the Directors responsible for paying the company's debts.)*

The Act requires Directors to use their own independent judgement to make final decisions; to exercise reasonable care, skill and diligence. Directors must apply confidentiality about the company's affairs. To avoid conflicts of interest, a Director shall advise the other Directors about any possible conflict of interest, and follow the processes set out in the Company's Articles of Association regarding "Conflict". *(Directors need to advise the Board if they could personally benefit from a transaction the Company is considering; or if the Company is considering entering a contract with a business owned by a family member.)*

*(A suggested template for the 'Letter of Appointment' mentioned earlier follows on the next page of this document.)*

## **Letter of Appointment**

*(on Official Company Notepaper)*

Mr./Mrs.....

Address.....

### **Appointment as a Director of Portslade Bowls Club Limited**

Dear .....

I am pleased to confirm that you have been appointed as a Director of Portslade Bowls Club Ltd. and that you shall be in office for a period of ..... years from the date of this confirmation letter up to the date of the Company's Annual General Meeting held at the end of your final year in accordance with the Company's Articles of Association.

**Role of the Board:** The Board's role is to effectively represent and promote the interests of Portslade Bowls Club. Having regard to this role, the Board directs and supervises the management and affairs of the Company including;

- Setting and Ensuring that the Company's strategies are achieved;
- Appointing Officers to undertake the Statutory Responsibilities, eg Safeguarding & Safety
- Deciding on whatever steps are necessary to protect the Company's financial position and the ability to meet its debts and other obligations when they fall due, and ensuring that such steps are taken;
- Ensuring that the Company's financial statements are true and fair and otherwise confirm with law;
- Ensuring that the Company adheres to high standards of ethics and corporate behaviour; and
- Ensuring that the Company has appropriate regulatory compliance policies in place.

The Board as a whole is collectively responsible for the success of the Company. All Directors, whether non-executive or executive have the same general legal responsibilities, mainly for the Company's records, accounts and performance. All your decisions should be in accordance with the Company's Memorandum of Association and the Articles of Association. The Company is constituted as required by Companies Act 2006. Be advised that a Director may be held personally liable for any losses incurred by the Company due to irresponsible decision making.

**Timing and Location of Board Meetings, and Time Commitment:** The board normally holds meetings as the occasion requires. Meetings usually take place in the Bowls Club Pavilion. The duration of each meeting typically runs to an hour or so. In addition to the Board Meetings, you must be available to attend the Company's General or Special Meetings usually held in the evenings.

**Remuneration:** The Company will reimburse you for all direct and indirect expenses such as phone calls, reasonably and properly incurred and documented.

**Confidentiality:** All information acquired during your appointment is confidential to the Company and should not be disclosed either during your appointment or following termination (by whatever means) to third parties except as permitted by law and with prior clearance from the Chairperson of the Board of Directors.

**Pre -Board Meeting attendance:** You should ask the Company Secretary for access to the Company's Memorandum and Articles of Association; the recent Board Minutes and Company Accounts; as well as any statutory reports prepared in the past two years.

..... For Portslade Bowls Club Limited

..... (Name of Board Chairperson)



## **APPENDIX C**

## **COMPANY ACCOUNTS and AUDIT of ACCOUNTS**

Every Company has to file their Accounts annually with Companies House. There are financial penalties both for the Company and the individual Directors should they be late although there is a window in which to get them delivered, variable according to the size of the company and how long the company has been incorporated. Very small Companies such as Portslade Bowls Club Ltd. should find that they are suitable for on-line delivery, which can also serve as a delivery to HMRC if appropriate. To file on-line, a Companies House password and authentication code is required in order to use the service. The printed name of the person who signed the balance sheet, *(even if the signature is legible)*, must be shown on the Balance Sheet. *(The Accounts are rejected if these requirements are not met.)* Companies House do accept certain digital signatures.

**Failure to file accounts on time is a criminal offence, (ie a criminal record) under the Companies Act of 2006.**

Portslade Bowls Club Ltd may claim to be a 'micro-entity' Company which means that there can be benefits from exemptions available to very small companies such as: an exemption from audit, exemption from filing a 'Directors' Report' and a 'Profit and Loss Account' with Companies House. *(Note though, the Company will still have to provide its own Club Members with a full set of Annual Accounts in accordance with these Articles of Association.)*

### **Audit Exemption**

Each year the Balance Sheet must contain the wording shown in italics, and must be set immediately above the Director(s) printed name and signature. *(This exemption statement must also appear in the original accounts.)*

*"These Accounts have been prepared in accordance with Companies House's micro-entity provisions.*

*For the year ending (dd/mm/yyyy) the Company was entitled to exemption from audit under section 477 of the Companies Act 2006 relating to small companies.*

*Portslade Bowls Club members have not required the Company to obtain an audit of its accounts for the year in question in accordance with section 476 of the Act.*

*The Directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.*

*These accounts have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime."*

**The Board of Directors must approve the Accounts before they can send them to the Bowls Club Members.**

The Annual Accounts sent to the Bowls Club Members must also be accompanied by a Directors' Report signed by a Director with their printed name also clearly to be seen on the Report.

*(The Company's Accounts do not have to be prepared by a professional accountant but the Directors must be aware of their legal responsibilities and the Accounts do have to be prepared as per one of the two methods shown in the Companies Act of 2006. A professional accountant will transfer the Company's own financial records into Statutory Annual Accounts at the end of the company's financial year if that is preferred.)*

Appendix C ends.

Appendix D follows on the next page

## **APPENDIX D**

### **DEFINED TERMS**

**Act:** means the Companies Act 2006; as modified by statute or re-enacted from time to time;

**AGM:** means Annual General Meeting; it refers to either the Company's AGM or to the Bowls Club's AGM;

**Articles:** means the Company's Articles of Association for the time being in force;

**Associate Member:** means a Bowls Club Member having paid the annual membership fee seeks mostly to participate in the Bowls Club's organised social activities with access to the licensed bar; and pays the green fees as & when bowling on each occasion.

**Bankruptcy:** includes insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

**BE:** means Bowls England, the governing body of lawn (*flat*) green bowls;

**Board of Directors:** means the Managing Group of Directors of the Company established from time to time; (*also referred to as the Board in these Articles*)

**Bowls:** the sport of lawn (*flat*) green bowls as recognised and managed by Bowls England;

**Bowls Club:** means Portslade Bowls Club;

**Bowls Club General Purposes Committee:** the group of Bowls Club Members elected by the membership to manage the Bowls Club on a daily basis in accordance with these Articles of Association and the requirements of the Company Directors; (*is also referred to as the Managing Committee or else GP Committee in this document.*)

**Business Day:** means any day (*other than a Saturday, Sunday or public holiday in England*) when banks in London are open for business;

**By-Laws (Rules):** means any rule, (as amended from time to time); established either by the Company's Board, or by a Director's Devolved Committee or by the Bowls Club Members present at a General Meeting;

**\*\*CASC:** means Community Amateur Sports Club, a function managed by HMRC;

**\*\*CASC Regulations:** means Part 13 Chapter 9 of the Corporation Tax Act 2010 and the Community Amateur Sports Clubs Regulations 2015 (*as modified by statute or re-enacted from time to time*) applies; and that CASC registration requires certain articles to be mandatory; (*the mandated articles are indicated by an \*\* commencing the clause.*)

**Chairperson of the Bowls Club General Purposes Committee:** The person elected to serve an initial four-year term as Chairperson of the General Purposes Committee and is an Ex-Officio Director of the Company whilst in post as Chair of the Committee. May be elected for a second period in Office;

**Child Protection Officer:** means the member appointed by the Board of Directors to implement the statutory requirements of the Children Act 2004. The BE registered Officer should be in place at times when young people under 18 years of age are club members. (*This post may be combined with the Adult Safeguarding Officer's (Welfare Officer) duties.*)

**Club:** means Portslade Bowls Club;

**Club Member:** is an adult over the age of 18yrs. who pays an annual membership fee and also pays either, for a bowling season ticket or is willing to pay the appropriate green fees before bowling on each occasion.

*Appendix D continues on the following page .....*

**Club President:** The Bowls Club Member who has been nominated by the Company's Board of Directors and presented to the Bowls Club Members at an AGM for their endorsement. The Club President may hold the position for a maximum of three years and for that period will be invited to be the Company's Chairperson; to overview the management and administrative operation of the Company and to provide leadership and support to all the Bowls Club Members and who shall be an Ex-Officio Director of the Company whilst in post;

**Company:** means Portslade Bowls Club Limited;

**Company (Honorary) Site Liaison Officer:** means the person appointed by the Board of Directors to undertake site liaison duties for the Company on an honorary basis; *(may also referred to as the Site Officer in these Articles)*

**Company Chairperson:** means the person recommended by the Board of Directors and endorsed by the Bowls Club Members from time to time at an AGM to chair the Directors' Meetings. *(The Club President may be invited to act as Company Chairperson whilst in their position of Club President.)*

**Company (Honorary) Secretary:** means the person who is appointed by the Board of Directors to ensure that the Company complies with both the law and best practice; and to undertake or arrange for, secretarial work to be undertaken on behalf of the Company's Board of Directors on an honorary basis; *(Throughout these Articles reference is made only to the Company Secretary but from time to time the Bowls General Purposes Committee may appoint its own Committee Secretary to write Minutes of Committee Meetings, give notice of General Meetings and other work as requested by the Committee Chairperson);*

**Company (Honorary) Treasurer:** means the person appointed by the Board of Directors to undertake the financial duties for the Company on an honorary basis; and shall be an Ex-Officio Director of the Company whilst in post;

**Conflict:** means a situation whereby one or more Director(s) may have or has a direct or indirect interest which conflicts or possibly may conflict, with the interests of the Company;

**CTA 2010:** means a reference to the Corporation Tax Act 2010;

**Devolved Committees:** The Board of Directors may constitute one or more committees to manage aspects of the Company on a day-by-day basis in accordance with these Articles of Association;

**Director:** means a Director of the Company and includes any person occupying the position of Director, or by whatever alternative name the position is called within the Company;

**Document:** includes, unless otherwise specified, any document sent or supplied in electronic form;

**Electronic form:** has the meaning given in section 1168 of the Act;

**Eligible Director:** means the Director(s) entitled to vote on a matter at a Meeting of Directors; *(excludes any Director in relation to the recognition of a 'conflict' pursuant to these Articles);*

**General Purposes Committee:** Bowls Club Members elected at an AGM to run the Bowls Club on a day-to-day basis; *(may also be referred to as the GP Committee or Managing Committee in these Articles of Association);*

**GP Committee:** **A synonym for the General Purposes Committee;** *(may also be referred to as the Managing Committee in these Articles of Association);*

**Green:** A synonym for the surface that the Club bowlers bowl upon, viz; flat surface all weather bowling;

**Guest(s):** means any person who is on site at the invitation of the Bowls Club for the sole purpose of representing their own bowls club in a bowling activity; *(see also Visitors)*

*Appendix D continues on the following page .....*

**Health & Safety Officer:** appointed by the Company Directors to implement the statutory requirements of the Health and Safety at Work Act (HSWA) 1974;

**Honorary Member:** has the same meaning as Honorary Life Member;

**HMRC:** refers to Her Majesty's Revenue and Customs Government Department (or HM Revenue & Customs) which is responsible for the collection of taxes in the UK; also manages CASC (*Community Amateur Sports Clubs*);

**Interested Director:** has the meaning given in Article entitled "Directors' Conflicts of Interest";

**Junior Member (Juniors):** Junior Members are those young bowlers who have not reached the age of 16 years at the start of the subscription year. There is no minimum age but a Junior Member must be able to bowl up to a full-length jack with a legal wood.

**Life Member:** has the same meaning as Honorary Member;

**Managing Committee:** has the same meaning as Bowls Members' General Purposes Committee;

**Member:** means a person whose name has been entered in the 'Register of Bowls Club Members' as being accepted by the Board as a member of the Bowls Club and Membership shall be construed accordingly;

**Ordinary Resolution:** means a resolution that is passed by a simple majority (more than 50%+1 of the Bowls Club Members entitled to vote) in accordance with section 282 of the Act;

**Participate:** in relation to a Company's Director's Meeting, has the meaning given in the Article entitled "Directors' Conflicts of Interest";

**Proxy Notice:** has the meaning given in Appendix A of these Articles of Association;

**Relevant Officer:** means any Company Director or other Officer or former Director or other Officer of the Company;

**Rules (By-Laws):** means any rule, *(as amended from time to time)*; established either by the Board or by the Bowls Club members present at a General Meeting;

**Safeguarding Officer:** means the member appointed by the Board of Directors to implement the statutory requirements of the Adults Care Act 2014; *(may also be known as Welfare Officer)*

**SCB:** means Sussex County Bowls being the County Body of Bowls England and to which the Bowls Club is affiliated;

**Site Officer:** a synonym for the Company (*Honorary*) Site Liaison Officer;

**Special Resolution:** means a resolution passed by a majority of not less than two-thirds of those Bowls Club Members entitled to vote;

**Visitor(s):** means any person(s) who is not a Bowls Club Member but has a genuine cause for being on site, or is on site at the invitation of an individual Bowls Club Member; *(visiting bowls club members are not considered visitors in this context.... See 'Guests')*;

**Welfare Office:** see Safeguarding Officer;

**Writing:** means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise;

**Young Adults:** Young Adults will be defined as those young bowlers who are aged 16 years or older but have not yet reached their 18th birthday at the start of the subscription year.

*Appendix D ends.*



# *Portslade Bowls Club Ltd*

**Founded 1960**

*Associate Member Bowls England & Affiliated to Sussex County Bowls*

**Victoria Recreation Ground, Victoria Road,  
Portslade, Brighton BN41 1XD**

48 Court Farm Road,

Hove, East Sussex

BN3 7QR

Companies House,

23<sup>rd</sup> May 2023

I am writing to you on behalf of Portslade Bowls Club. The bowls club asks you please, to convert it to be a 'company limited by guarantee'. The application document IN01 is enclosed.

From your web site, we believe a fee of £40 is payable since the Articles are bespoke to Portslade Bowling Club only. A cheque is enclosed, made payable to Companies House.

Please also find enclosed these other documents.

- The Memorandum of Association of Portslade Bowls Club Limited, which has been signed by four subscribers, all witnessed by the club's secretary.
- The Articles of Association of Portslade Bowls Club Limited, which has been signed by two officers of the club as being the club's approved document; (please see the top of page 3).

The four subscribers are to be the four initial directors of the new company.

We ask that you process our application and register our club as a company limited by guarantee at your earliest convenience. Should you require any further information or clarification, please do not hesitate to contact me.

You can reach me by email at [jeg.hove2@outlook.com](mailto:jeg.hove2@outlook.com) or by phone at 01273 561779 (Weekdays except Wednesdays, (mornings only please.)

Thank you for your attention and cooperation in this matter.

Yours sincerely,

John Green

Company Secretary - designate

Portslade Bowls Club's Application Presenter.

# COMPANY NOT HAVING A SHARE CAPITAL

## Memorandum of association of Portslade Bowls Club Limited

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

<u>Name of each subscriber</u>	<u>Authentication by each subscriber</u>
Marion Jean Whitney	MARION JEAN WHITNEY M-J Whitney
Raymond Francis Aylward	RAYMOND FRANCIS AYLWARD R. F. Aylward
Gillian Elizabeth Sell	GILLIAN ELIZABETH SELL G. E. Sell
John Edward Green	John Edward Green J. E. Green.
witness to the above signatures	ANN MARGARET LARKIN
Ann Margaret Larkin	Ann

11<sup>th</sup> JUNE 2023 AL

\_\_\_\_\_

Ann Margaret Tarku

Witness to the above signatures

John Edward Gisen

Gillian Elizabeth Zell

Raymond Francis Alvared

William Jean Whitney

Witness to each signature

Authentication of each signature

Companies Act 2006 and signed to become a member of the company.  
Each signature to this memorandum of association signed to form a company under the

Memorandum of association of Potlatch Bowle Corp Limited

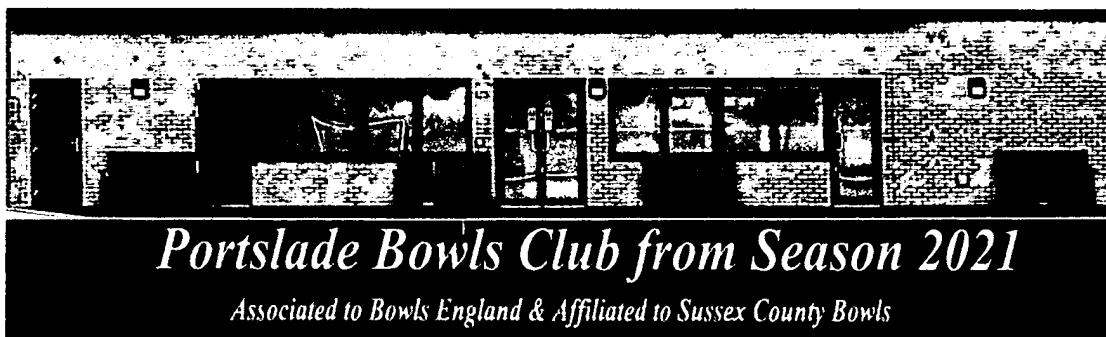
COMPANY NOT HAVING A SHARE CAPITAL

THE COMPANIES ACT 2006

**MEMORANDUM OF ASSOCIATION**  
for  
**PORTSLADE BOWLS CLUB LIMITED**

**PRIVATE COMPANY LIMITED BY GUARANTEE**

THE COMPANIES ACT 2006





members, members of committees against all costs, claims, demands, actions and proceedings relating to the assets and undertakings of the Club and in respect of all liabilities, obligations and commitments (*whether legally binding or not*) of the Club and also in respect of the costs and expenses and outgoings from or attributable to the transfer of assets and undertaking.

- 8) To do all such other lawful things as shall further the Company's objects.
- 9) The Liability of the Members is Limited such that each Member of the Bowls Club undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member or within one year afterwards for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and of the costs, charges, and expenses of winding up, and for the adjustment of the rights of the contributories among themselves such amount as may be required, but not exceeding one pound (£1).
- 10) In the event of dissolution of the Company any remaining assets after all payments due under the above clause shall be given or transferred to one or any of the following:
  - A registered Community Amateur Sports Club
  - A registered charity
  - The governing body for the sport of bowls as at the time of the formal closure of the company.

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We, the subscribers to this Memorandum, wish to be formed into a Company in accordance with this Memorandum of Association. The Limited Liability guaranteed sum being £1 for each subscriber until such time that the Company takes over the assets and liabilities of Portslade Bowls Club whereon the individual members of the Bowls Club from time to time to become responsible for any liability in the event of foreclosure. The subscribers will become the Directors of the new Company.

1) Signature



Name Marion Whitney

Address of Subscriber: 4 St. Andrews Road, Portslade, Brighton. BN41 1DA

2) Signature



Name Raymond Aylward

Address of Subscriber: 19 Graham Close, Portslade, Brighton. BN41 2YE

3) Signature



Name Gillian Sell

Address of Subscriber: Flat 1, 123 Lansdowne Place, Hove. BN3 1FP