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# The British Crown Green Bowling Association

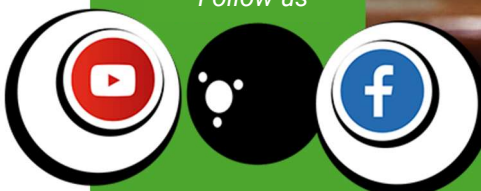
Founded in 1907



## Articles of the Association



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**The Companies Act 2006**  
**Company limited by guarantee and not having a share capital**  
**Articles of the Association of**  
**BRITISH CROWN GREEN BOWLING ASSOCIATION**  
**Company Number: 08430089**

**INTERPRETATION**

1. The regulations contained in Table C of the Companies Act 1985 shall not apply to the Association and the regulations contained in these Articles shall be the Articles of Association of the Association.
2. Except where otherwise specified or where the context requires otherwise, in these Articles the following words and expressions shall have the meanings given to them below:

“Act” means the Companies Act 2006 as amended and as further modified by statute or re-enactment from time to time;

“Articles” means the Articles of Association, as altered from time to time by a special resolution of the Association;

“Auditors” means the auditors of the Association appointed from time to time;

“Board” means the Directors or any of them acting as the Board of Directors of the Association;

“Chair” means the person appointed from time to time by the members of the Board to be Chair of the Association in accordance with Article 9;

“Chief Executive” means the chief executive officer of the Association from time to time;

“clear days” in relation to the period of notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

“Appointed Board Directors” and “Appointed Independent Directors” means members of the Board appointed by the Nominations Committee of Board of Directors based on the specific knowledge and skills they hold which will support the furtherance of the Associations objectives;

“document” includes, unless otherwise specified, any document sent or supplied in electronic form;

“elected Directors” means the members of the Board elected as Board Directors by the Associations Members through the process of a vote;

“electronic communication” means an electronic communication (as defined in the Electronic Communications Act 2000);

“electronic form” has the meaning given in section 1168 of the Companies Act 2006;

“Association” means British Crown Green Bowling Association, a private company limited by guarantee and incorporated in England and Wales on 05 March 2013 with company number 08430089;

“Great Britain” means Great Britain together with the Isle of Man and the Channel Islands;

“independent Director” means a person who is free from any close connection to the organisation and if, from the perspective of an objective outsider, they would be viewed as independent. A person may still be deemed “independent” even if they are a member of the organisation and/or play the sport. Examples of a ‘close connection’ include:

- they are or have within the last four years been actively involved in the organisation's affairs, e.g., as a representative of a specific interest group within the organisation such as a county/region/committee;
- they are or have within the last four years been an employee of the organisation; or
- they have close family ties with any of the organisation's Directors or senior employees.

"in writing" means any form or mode of representation or reproduction of words in a visible form;

"Members" means the members of the Association from time to time;

"NAC" means the National Advisory Council of the Crown Green Bowling community;

"Office" means the registered office of the Association from time to time;

"Patrons/Lifetime Members" has the meaning given to it in Article 8;

"Region" means those specific geographical areas as defined by the 'British Crown Green Bowling Association'.

"Secretary" means the person appointed from time to time by the Board to be the Company Secretary of the Organisation in accordance with Article 44;

"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.

### 3. In these Articles:

- When the context requires, words denoting the singular number include the plural number and vice versa, words denoting persons include corporations;
- Words or expressions contained in these Articles that are not defined in these Articles but are defined in the Act have the same meaning in the Act (but excluding any modification of the Act not in force at the date of adoption of these Articles) unless inconsistent with the subject or context;
- Subject to paragraph (b), references to any provision of any enactment or of any subordinate legislation (as defined by section 21(1) of the Interpretation Act 1978) include any modification or re-enactment of that provision for the time being in force;
- Headings are inserted for convenience only and do not affect the construction of these Articles.

## OBJECTS

- The Association is established for the purposes expressed in its Memorandum of Association.

## MEMBERSHIP

- The Members shall comprise 5 of the five recognised British Crown Green Bowling Association regions.
- The Members shall be entitled to services and benefits, as provided by the Association from time to time.
- The Members shall be deemed to have agreed to be bound by these Articles and any rules, regulations, policies and procedures issued by the Association from time to time whether or not they have written a statement to that effect.

## **PATRONS/LIFETIME MEMBERS**

8. Patrons/Lifetime Members shall be those persons who, in the opinion of the Board, warrant recognition for their services to Crown Green Bowling and are nominated as Patrons/Lifetime Members of the Association by a resolution of the Board. The term of office shall be life except where a Patron/Lifetime Member is removed from office by a resolution of the Members in General Meeting, or where the Patron/Lifetime Member resigns their position. A Patron/Lifetime Member shall not attend Board meetings.

## **CHAIR**

9. The Chair shall be appointed by the Nominations Committee in accordance with Article 14. The Chair will be appointed for a four year term. The Chair will be eligible to be appointed for a further period of four years (either immediately following on from the initial term or otherwise) but no individual may hold the position of Chair for more than nine years in total. Where there are exceptional circumstances (such as facilitating succession planning) an extra year may be added to the normal maximum tenure by a resolution passed by at least 60% of the votes of the Board.

## **COMPOSITION OF THE BOARD**

10. Subject to the provisions of these Articles the Board shall consist of a maximum of twelve Directors comprising the following positions:
  - 1 x Chair
  - 1 x Chief Executive Officer (ex officio)
  - 5 x Regional Members
  - 1 x Independent Director – Finance Portfolio
  - 2 x Independent Directors with portfolio skillsets determined by the Board

(the two additional Directors in the above list shall be referred to in these Articles as ‘the Independent Board Directors’).

  - a. The roles of Chair and Treasurer must be filled by Independent Directors;
  - b. The Board must appoint one of the Independent directors to be the Senior Independent Directors. The responsibilities of the Senior Independent Directors will include;
    - providing a sounding board for the Chair;
    - serving as an intermediary for other directors where necessary; and
    - acting as an alternative contact for stakeholders to share any concerns if the normal channels of the Chair or the organisation’s management fail to resolve the matter or in cases where such contact is inappropriate.
    - leading on the process to appraise the Chair’s performance.
  - c. In exceptional circumstances, the Board shall be entitled to co-opt up to two (2) additional directors if this is necessary to ensure the Board has the skills and/or experience necessary to fulfil its role. Such a role must not take the Board numbers over the maximum of twelve and must be limited to an appointment of no more than 12 months.
11. Each of the five ‘British Crown Green Bowling Association’ Regions will elect one individual to represent the views and voices of the membership.

- a. The elected member must meet identified competencies and skillset as determined by the 'British Crown Green Bowling Association' Regional Board Member Role Description.
  - b. The election of members of the Board shall be by a ballot or ballots of Members, such ballot or ballots to be conducted by postal voting or such other suitable voting method or combination of voting methods as the Board may from time to time prescribe.
12. The Appointed Independent Directors shall be appointed by a Nominations' Committee established by the Board under Article 14.
  13. The Chief Executive shall be a Director by virtue of their office and they shall each resign as a Director upon ceasing to be employed as the Chief Executive of the Association for whatever reason, to be replaced on the Board by their successor as Chief Executive.
  14. The Independent Board Directors will be selected and appointed to the Board by a Nominations' Committee following a formal, inclusive, rigorous, and transparent process that is competence based and is conducted in accordance with the Association's recruitment policy. Each Independent Board Director shall be selected on merit, in line with the skills and diversity required of the Board.
  15. The Nominations' Committee for the position of Chair shall consist of a majority of Independent Directors and shall be chaired by an Independent Director.
  16. Regardless of the role on the Board designated to each Director by their title, each Director will be individually and jointly responsible with their fellow Directors for management of the whole of the business and affairs of the Association.
  17. The Nominations Committee must seek to build a Board with the appropriate balance of skills, experience, diversity, independence, and knowledge.
  18. With the exception of the Chief Executive and the Chair, each Director shall be appointed for a period of three years; each Director shall be eligible for reappointment at the end of their respective term of office subject to the terms of Articles 8-15. Save for the Chief Executive, each Director will be eligible to be appointed for a total period of nine years continuous service (3 x 3 year terms) unless the Director serves as Chair, in which case the Director may serve for the Board inclusive their term prior to such appointment. Where a Director has completed their maximum term, at least four years must elapse before they can be eligible to stand as a Director of the Association again. Where there are exceptional circumstances (such as facilitating succession planning) an extra year may be added to the normal maximum tenure by a resolution passed by at least 60% of the votes for the Board.
  19. The Chair shall act as the Chair of the Board from time to time, but if at any meeting they are not present within fifteen minutes after the time appointed for holding the meeting or is not willing to preside, the members of the Board present at the meeting shall choose one of their number to act as the Chair of the meeting in their place.
  20. No Director shall be under the age of 18.
  21. Where deemed relevant, the Board shall extend an invitation to the Chair of the NAC. This invitation will be for information purposes and the Chair of the NAC will hold no voting rights.

## **POWERS OF THE BOARD**

22. The business of the Association shall be managed by the Board, which may exercise all such powers of the Association and do on behalf of the Association all such acts as may be exercised and done by the Association in addition to those specifically conferred on the Board in these Articles and as are not by the Act or by these Articles required to be exercised or done by the Association in General Meetings.

23. The Board shall have the power from time to time to adopt, make, alter, add to or revoke rules, regulations, bye-laws, policies and procedures for the carrying out of the objects and purposes of the Association and for the administration of the Association and for the observance of Members.
24. Alterations of these Articles shall not have retrospective effect such as to invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given. The alteration shall however govern what is permissible from the close of the meeting at which it is passed unless some future date has been specified.
25. If the Board shall at any time be reduced in number to less than the number of Directors prescribed by or in accordance with these Articles, it shall be lawful for those Directors remaining to continue to act as the Board for the purpose of conducting the business of the Association until such time as the Board will have appointed the relevant replacement Director or Directors.

## **PROCEEDINGS OF THE BOARD**

26. Subject to the provisions of these Articles, the Board shall meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, provided that at least four Board meetings shall be held in each calendar year. The Chair shall chair all meetings of the Board. In the event of the Chair retiring before the end of their term, the other Board Directors shall elect from amongst themselves one of their independent number to chair Board Meetings until such time as a new Chair is appointed.
27. The Secretary shall at any time upon request of any one or more of the Directors summon a meeting of the Board by notice served upon all of the Directors and upon the Chair.
28. The Board shall cause minutes to be made detailing those present at every meeting of the Board or of a committee of the Board and of the proceedings and resolutions passed thereat, which minutes shall be circulated to all Board or committee members (as the case may be). The minutes of Board meetings shall, once approved, be made available on the Association's official website, subject to the Association's confidentiality policy.
29. The quorum for meetings of the Board shall be 50% of the total number of Board members at the time of the meeting and no less than one Independent Board member (which shall for the avoidance of doubt include any co-opted directors) and for any committee formed pursuant to the provisions of these Articles shall be fixed by the Board from time to time provided that it shall never be a number less than fifty per cent of the total membership of the committee. If a meeting is inquorate, the Chair of the meeting may call a meeting at a later date to consider the delayed business. Any votes recorded at an inquorate meeting shall be invalid and discarded and shall not be carried forward to a later meeting.
30. Questions arising at a meeting shall be decided upon by a majority of votes. Voting on any issue shall be by show of hands. Each member of the board shall be entitled to one vote. In the case of an equality of votes, the resolution being voted on shall not be passed (and, for the avoidance of doubt, on an equality of votes the Chair of the meeting shall have no second or casting vote). If at a quorate meeting, there is agreement by consensus, a formal vote need not be taken, the Chair of the meeting may declare the motion to be passed.
31. The Board may at its discretion invite people to attend any meeting of the Board to submit reports to the Board and or advise the Board.
32. A person entitled to be present at a meeting of the Board or of a committee of the Board shall be deemed to be present for all purposes if they are able (directly or by electronic communication) to speak to and be heard by all those present or deemed to be present simultaneously. A person so deemed to be present shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where it is convened to be held or (if no person is present in that place) where the largest

group of those participating is assembled, or, if there is no such group where the Chair of the meeting is present.

33. All resolutions of the Board or acts done on the authority (or apparent authority) of the Board or of a committee of the Board, or by any person acting as a member of the Board, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or person so acting, or that they are any of them were disqualified from holding office, or were not entitled to vote, be as valid as if every such person had been duly appointed and entitled to vote.
34. A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of the Board or of any committee of the Board, or to which each eligible director has otherwise indicated agreement in writing, shall be as valid and effectual as if it had been passed at a meeting of the Board or (as the case may be) a committee of the Board duly convened and held and may consist of several documents in the like form signed by one or more of the Directors.
35. Whenever a Director has a financial interest or any duty which is material and which conflicts or may conflict with the interests of the Association in relation to a matter to be discussed at a meeting of the Board or committee of the Board, that individual shall:
  - a. declare the nature of the interest at the time or before discussion begins on the matter;
  - b. withdraw from the meeting whilst that matter (only) is discussed, unless expressly invited to remain in order to provide information;
  - c. not be counted in the quorum for that part of the meeting; and
  - d. withdraw during the vote and have no vote on the matter.
36. If a question arises at a meeting of the Board or a committee of the Board as to whether an individual has a personal interest in any matter to be dealt with at the meeting pursuant to Article 35 the question may be referred to the Chair of the meeting and in their ruling in relation to any individual other than themselves shall be conclusive on the matter.
37. If a question arises at a meeting of the Board or a committee of the Board as to whether the Chair has a personal interest in any matter to be dealt with at the meeting pursuant to Article 35 the question may be referred to the members of the meeting and their ruling in relation to the Chair shall be conclusive on the matter.

## **COMMITTEES AND SUB-COMMITTEES**

38. The Board may from time to time establish or appoint committees and sub-committees as it may deem necessary for the effective conduct of the affairs of the Association, and may delegate to any such sub-committee such powers and duties of the Board as it may think fit, including (but not limited to) the power to appoint committees and sub-committees, the power to appoint additional members thereof, the power to regulate their procedures and the power to delegate powers and duties.
39. Sub committees shall consist of such members as the Board may think it desirable to appoint or may be elected or appointed in accordance with the committee's terms of reference taking into account the position, qualifications and experience of any such person or persons and the purpose or purposes for which any such committee has been appointed or established.
40. The Board shall have the power to remove a committee member from membership of a committee or subcommittee.
41. In the exercise of the powers so delegated any committee and sub-committee so formed shall be governed by and shall conduct its business in accordance with any terms of reference and standing orders set by the Board from time to time and otherwise by the provision of these Articles for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be

superseded by any regulations made by the Board and shall observe any conditions and limitations attached to the delegation.

## **DISQUALIFICATION OF DIRECTORS AND CASUAL VACANCIES**

42. The office of a Director shall be vacated if:

- a. they become bankrupt or a receiving order is made against them, or they make arrangement or composition with their creditors generally;
- b. they become of unsound mind and/or suffer from a mental disorder;
- c. they resign their office by notice in writing to the Association;
- d. they cease to hold office by virtue of any provision of the Act or they become prohibited by law from being a Director of the Association;
- e. they are removed from office by a resolution duly passed pursuant to section 168 of the Act; or
- f. they shall without sufficient reason for three consecutive meetings of the Board have been absent without permission of the Board and the Board resolve that this office be vacated ("sufficient reason" for these purposes shall be judged by the Board in its absolute discretion).

43.

- a. Any Director may be removed from office upon a resolution of not less than 75% of the Board.
- b. Any resolution of the Board to remove a Director must be circulated in writing to all the Directors 21 days before the date scheduled for the meeting to consider such resolution.
- c. Any Director threatened with removal under this Article shall be entitled to make representations to the other Directors prior to them voting on the resolution, and that the Chair may (in their absolute discretion) set the form and timetable of such representations to enable efficient proceedings.

## **COMPANY SECRETARY**

44. The Board may, but need not, appoint the Company Secretary of the Association.

45. The Board shall have power to remove the Secretary on such terms as the Board may from time to time determine. The removal of the Secretary shall not in the case of such person being an employee of the Association by itself terminate such person's contract of employment.

## **REMUNERATION AND EXPENSES**

46. No director shall receive paid remuneration for or in connection with the discharge of their duties for or on behalf of the Association (save only for any director who is employed by the Association under a contract of employment).

47. All Directors shall be entitled to be reimbursed for all out of pocket accommodation and travel expenses properly incurred by them in connection with their attendance at meetings or otherwise in connection with the discharge of their duties in accordance with any expenses policy established by the Board from time to time.

## **GENERAL MEETINGS**

48. The Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board and shall specify the meeting as such in the

notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the last preceding Annual General Meeting was held.

49. The Annual General Meeting shall be held for the following purposes:
  - a. to receive from the Board a full statement of account;
  - b. to receive from the Board a report of the activities of the Association since the previous Annual General Meeting
  - c. to transact such other business as may be brought to before it.
50. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
51. The Company Secretary shall on an order of the Board or at the written request of any Member, convene an Extraordinary General Meeting. Such order or request must indicate the nature of the business to be transacted and shall be laid before the Chair who shall authorise the holding of an Extraordinary General Meeting within 28 days of the receipt of such order or request.
52. They shall be given at least 42 clear days' notice in writing of every Annual General Meeting and of every Extraordinary General Meeting called for this passing of a special resolution and 14 clear days' notice in writing of every other General Meeting specifying the place, the day, and the hour of the meeting, and in the case of special business, the general nature of that business, to such persons (including the Auditors) as are under those Articles or under the Act entitled to receive such notices from the Association.
53. The accidental admission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceedings had, at any meeting.
54. The Chair and Directors of the Board shall be invited to attend all General Meetings. The Members may at any time require the Chair or Directors of the Board not to attend all or any part of a General Meeting where in the opinion of a majority of those voting members attending the meeting it is desirable for the discussion and voting on any proposed resolution to take place without the presence of that Director(s) or the Chair.

## **SPECIAL BUSINESS**

55. Items of Special Business may be brought forward by one or more of the Regions. These must be submitted in writing to the Company Secretary 21 days in advance of the date of the Annual General Meeting or in the case of an Extraordinary General Meeting together with a request to hold said meeting.
56. Items of Special Business require the support of at least 75% of those members attending eligible to vote to be adopted.

## **PROCEEDINGS AT GENERAL MEETINGS**

57. All business transacted at a General Meeting and all business that is transacted at an Annual General Meeting with the exception of the consideration of the income and expenditure account and balance sheet, and reports of the Board and of the Association's auditors, shall be deemed special business.
58. No business shall be transacted at any General Meeting unless the quorum is present when the meeting proceeds to business. Save as herein otherwise provided two of the three members shall form a quorum.
59. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of a Member shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other

place as the Board may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Members present shall be a quorum.

60. The Chair shall preside as chair at every General Meeting but if the Chair shall be absent, or if at any meeting they are not present within 15 minutes after the time appointed for holding the same, the members present shall choose a person who is present to preside.
61. The Chair of the meeting may, with the consent of any meeting of the Members at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and place to place, but no business shall be transacted at any adjourned meeting other than business that might have been transacted at the meeting from which the adjournment took place. Whenever such a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given in the same manner as of the original meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
62. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands by those Members present and a declaration by the Chair of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes of the General Meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
63. Subject to the provisions of the Act, a resolution in writing executed by or on behalf of each Member who would have been entitled to vote upon it if it had been proposed at a General Meeting at which it was present, or to which each eligible Member has otherwise indicated agreement in writing, shall be as valid and effective as if it had been passed at a General Meeting duly convened and held and may consist of several documents in the like form executed on behalf of a Member and if described as a special resolution or an extraordinary resolution it shall have effect accordingly.
64. The Chair of the meeting may vote on all matters, only where they are representing a Member. In the case of an equality of votes the Chair of the meeting shall not be entitled to a second or a casting vote.
65. All acts bona fide done by any General Meeting, or by any person representing a Member shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office.

## **AUDITORS**

66. The Board shall cause accounting records of the Association to be kept in accordance with the provisions of Act and any regulations made pursuant thereto (or as the same may be hereafter amended or altered).
67. Accounting records shall be kept at the Office, or subject to the Act, at such other place or places as the Board shall think fit and shall always be open to the inspection of the Directors.
68. At the Annual General Meeting in every year the Board shall present a proper income and expenditure account for the period since the last preceding account together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board and the Auditors and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than 21 clear days before the date of the meeting, subject nevertheless to the provisions of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served.

## **AUDIT**

69. Once at least in every year, the accounts of the Federation shall be examined, and the correctness of the income and expenditure account and balance sheet ascertained by properly qualified Auditors.
70. Auditors shall be appointed, and their duties regulated in accordance with the Act.

## **NOTICES**

71. A notice may be served by the Association upon any Member by whichever of the following methods it may in its absolute discretion determine:
- a. personally, by handing the same to an Officer of the Member or leaving it at the principal place of business of the Member;
  - b. by sending it through the post in a prepaid envelope addressed to the Member at its address as appearing in the Register of Members of the Association; or
  - c. by using electronic communications to an address for the time being notified to the Association by the Member.
72. Unless otherwise provided for in these Articles, a Member shall send any notice or other document pursuant to these Articles for the Association by whichever of the following methods they may in their absolute discretion determine:
- a. by sending it through the post in a prepaid envelope addressed to the Office;
  - b. by leaving the notice at the Office' or
  - c. by using electronic communications to an address for the time being notified by the Association.
73. A Member present at a Board Meeting shall be deemed to have been sent a proper notice of that Board Meeting.
74. Proof that an envelope containing a notice or other document was properly addressed, prepaid and posted shall be conclusive evidence that the notice or document was sent. A notice or other document shall be deemed to have arrived with the addressee:
- a. if sent by first class post, special delivery post or airmail on the day following that on which it was posted;
  - b. if personally, immediately; or
  - c. if contained in an electronic communication, at the expiration of 24 hours after the time it was sent.

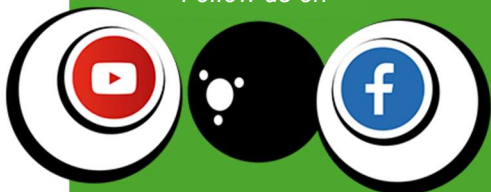
## **INDEMNITY**

75. Subject to the provisions of the Act, these Articles and the Memorandum of Association of the Association, every Director, the Secretary and the members of those committees and sub-committees reporting directly to the board shall be entitled to be indemnified out of the assets of the Association against all costs, charges, losses, expenses and liabilities incurred by them in the execution and discharge of their responsibilities relating to the Association, save always that the indemnity shall not apply to any dishonest or fraudulent acts or omissions.

## **DISSOLUTION**

76. The provisions of the Memorandum of Association that relate to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.

Follow us on



**The British Crown Green Bowling Association**

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[www.bcgba.org.uk](http://www.bcgba.org.uk)

