

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

of

DUNSTABLE TOWN BOWLS CLUB LIMITED

(Adopted on Incorporation)

Table of Contents

1.	Defined Terms.....	1
2.	Objects.....	4
3.	Powers.....	5
4.	Liability of Members limited by Guarantee.....	5
5.	Directors' General Authority.....	6
6.	Directors May Delegate.....	6
7.	Directors to Take Decisions Collectively.....	6
8.	Casting vote.....	6
9.	Unanimous Decisions.....	7
10.	Calling a directors' meeting.....	7
11.	Quorum and participation for directors' meetings.....	7
12.	Conflicts of Interest.....	8
13.	Records of Decisions to be Kept.....	10
14.	Membership of the Board.....	10
15.	Termination of Director's Appointment.....	11
16.	Directors' Remuneration.....	12
17.	The Management Committee (officials).....	12
18.	The Management Committee (retirement of officials).....	13
19.	Board and Management Committee Elections.....	13
20.	Casual Vacancies (Board and Management Committee).....	14
21.	Proceedings of the Management Committee.....	15
22.	Applications for Membership.....	15
23.	Conditions of Membership.....	16
24.	Categories of Membership.....	17
25.	Termination of Membership.....	18
26.	Annual General Meetings.....	18
27.	Notice of General Meetings.....	19

28.	Extraordinary General Meeting	20
29.	Attendance and Speaking at General Meetings.....	20
30.	Quorum for General Meetings	21
31.	Chairing General Meetings	21
32.	Attendance and Speaking by Directors and Non-Members	22
33.	Adjournment.....	22
34.	Voting: General	22
35.	Errors and Disputes.....	23
36.	Poll Votes	23
37.	Amendments to Resolutions.....	24
38.	Amendments to these Articles	25
39.	Means of Communication to be Used.....	25
40.	No Right to Inspect Accounts and Other Records.....	26
41.	Indemnity.....	26
42.	Finance	27
43.	Borrowing	27
44.	Rules.....	27
45.	Minutes	28
46.	Dissolution.....	28

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

- of -

DUNSTABLE TOWN BOWLS CLUB LIMITED

(adopted on Incorporation)

DETAILS, INTERPRETATION AND LIMITATION OF LIABILITY

1. Defined Terms

In these Articles, unless the context requires otherwise:

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

2022 AGM means the date of the Club's 2022 Annual General Meeting.

2023 AGM means the date of the Club's 2023 Annual General Meeting.

Adoption Date means the date of adoption of this form of the Articles.

Articles means these articles of association, as may be amended from time to time.

bankruptcy includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy.

Board means the board of directors of the Club established from time to time in accordance with Article 14, the members of which are the directors of the Club for the purposes of the Act.

Rule means any Rule from time to time in force which has been duly made by the Management Committee pursuant to these Articles.

clear days means a period of days exclusive of the day on which the notice is served and of the day for which it is given.

chair of the meeting has the meaning given in Article 31.

Club means the above named company.

Conflict means a situation in which a director has or can have, a direct or indirect interest that conflicts or possibly may conflict, with the interests of the Club;

director means a director of the Club, and includes any person occupying the position of director, by whatever name called.

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 a director who would be entitled to vote on the relevant matter at a meeting of directors had it been proposed as a resolution at a meeting of the Board (but excluding in relation to the authorisation of a Conflict pursuant to Article 12, any director whose vote is not to be counted in respect of the particular matter).

Full Member means a member designated as such pursuant to Article 24.1.

general meeting means an annual general meeting or other general meeting of the Club.

hard copy form has the meaning given in Section 1168 of the Act.

Interested Director has the meaning given in Article 12.1;

Management Committee means the Management Committee of the Club established from time to time in accordance with Article 17.

member means the persons admitted to the membership of the Club in accordance with Article 22 and any Rules from time to time in force.

Objects has the meaning given in Article 2.

ordinary resolution has the meaning given in Section 282 of the Act.

Powers has the meaning given in Article 3.1.

President means the person elected from time to time in accordance with these Articles as the president of the Club.

Secretary means the secretary of the Club appointed from time to time in accordance with these Articles.

Social Member means a member designated as such pursuant to Article 24.1.

special resolution has the meaning given in Section 283 of the Act.

Treasurer means the treasurer of the Club appointed from time to time in accordance with these Articles.

Voting Members means the members of the Club who are Full Members (and such other members (if any) whose and the rights and obligations pursuant to Article 24.1 entitle them to be Voting Members) and, under these Articles, are entitled to receive notice of, attend and vote at general meetings and who are members of the Club for the purposes of the Act. For the avoidance of doubt, a Social Member shall not be a Voting Member.

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.

- 1.1 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Act.
- 1.2 Words importing the singular number shall include the plural number and vice versa. Words importing the masculine gender only shall include the feminine gender. Words importing persons shall include corporations.
- 1.3 For the purposes of Section 20 of the Act, the relevant model articles shall be deemed to have been excluded fully and replaced with the provisions of these Articles.

1.4 Any reference to the Bowls England Rules & Regulations shall be to subject to such rules and regulations as are amended, extended or replaced from time to time.

2. Objects

The objects for which the Club is established (**Objects**) are:

2.1 to provide facilities for, and to promote participation in, the amateur sport of outdoor flat green bowls in Dunstable and the surrounding area.

2.2 to acquire and undertake all properties and liabilities and to carry out the powers, obligations, duties and general objects of the present unincorporated association known as Dunstable Town Bowling Club and to indemnify Dunstable Town Bowling Club, its officers and members:

2.2.1 against all costs, claims, demands, actions and proceedings relating to the assets and undertaking of Dunstable Town Bowling Club;

2.2.2 in respect of all liabilities, obligations and commitments (whether legally binding or not) of Dunstable Town Bowling Club; and

2.2.3 in respect of the costs and expenses and outgoings from or attributable to the transfer of the assets and undertaking of Dunstable Town Bowling Club;

2.3 to provide and maintain Club premises and Club-owned bowls equipment for the use of its members;

2.4 to provide other ordinary benefits of an amateur sports club for members and their guests including without limitation provision of suitably qualified coaches, coaching courses, insurance and post-match refreshments;

2.5 to provide reasonable hospitality for visiting teams and guests;

2.6 to obtain funding for the activities of the Club by collecting joining fees, membership subscriptions and such other funding as the Management Committee shall consider appropriate;

2.7 to be affiliated to Bowls England and Bowls Bedfordshire (or any replacement therefor from time to time); and

2.8 to adopt and conform to Bowls England Rules & Regulations and the current Laws of the Sport of Bowls (in each case, as amended from time to time).

3. Powers

3.1 The Club shall have the powers to do all such lawful things as are consistent with the furtherance of its Objects (**Powers**).

3.2 The affairs of the Club shall be managed according to these Articles and the Rules, and the property and funds of the Club shall be applied solely towards the promotion of the Objects.

3.3 In particular, no portion of the property and funds of the Club 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 otherwise used for the direct or indirect private benefit of the members of the Club (save as expressly permitted in accordance with these Articles) or any third parties other than other registered Community Amateur Sports Clubs or charities. No member shall be paid a salary, bonus fee or other remuneration for playing for the Club. Subject to Article 46, any surplus income or profits from time to time shall be re-invested for the benefit of the Club.

3.4 Nothing in Article 3.2 shall prevent the payment in good faith by the Club to any director or Management Committee member of 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.

4. Liability of Members limited by Guarantee

4.1 The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Club in the event of it being wound up while they are a member or within one year after they cease to be a member, for any of the items set out in Article 4.2.

4.2 The items for which a member undertakes to contribute are:

4.2.1 payment of the Club's debts and liabilities contracted before they cease to be a member;

4.2.2 payment of the costs, charges and expenses of winding up; and

4.2.3 adjustment of the rights of the contributories among themselves.

DIRECTORS' POWERS AND RESPONSIBILITIES

5. Directors' General Authority

5.1 Subject to these Articles, the Board is responsible for the management of the Club's business, for which purpose it may exercise all the Powers of the Club.

5.2 No Rule made by the Management Committee pursuant to Article 44 shall invalidate any prior act of the Board which would have been valid if such Rule had not been made.

6. Directors May Delegate

6.1 Subject to these Articles, the Board may delegate to the Management Committee any of the powers which are conferred on it under these Articles save that the Board shall not delegate to the Management Committee any powers relating to legal, financial, taxation, insurance or property matters nor any matter relating to the reputation of the Club or its membership of the Bowls England.

6.2 All acts and proceedings delegated under Article 6.1 shall be reported to the Board in due course.

6.3 The Board may revoke any delegation in whole or part, or alter its terms.

DECISION-MAKING BY DIRECTORS

7. Directors to Take Decisions Collectively

Any decision of the Board must be either a majority decision (subject to Article 8) or a decision taken in accordance with Article 9.

8. Casting vote

8.1 If the numbers of votes for and against a proposal at a meeting of the Board are equal, the President or other director chairing the meeting has a casting vote.

8.2 But this does not apply if, in accordance with the Articles, the President or other director chairing the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

9. Unanimous Decisions

- 9.1 A decision of the Board is taken in accordance with this Article 9 when all Eligible Directors indicate to each other by any means that they share a common view on a matter.
- 9.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each Eligible Director or to which each Eligible Director has otherwise indicated agreement in writing. A written resolution signed by every Board member shall be valid without a meeting.
- 9.3 A decision may not be taken in accordance with this Article 9 if the Eligible Directors would not have formed a quorum at such a meeting.

10. Calling a directors' meeting

- 10.1 Any director may call a directors' meeting by giving not less than five Business Days' notice of the meeting (or such lesser notice as all the directors may agree) to the directors or by authorising the secretary (if any) to give such notice.
- 10.2 Notice of a directors' meeting shall be given to each director in writing.
- 10.3 A director who is absent from the UK and who has no registered address in the UK shall not be entitled to notice of the directors' meeting.

11. Quorum and participation for directors' meetings

- 11.1 Subject to Article 11.2, the quorum for the transaction of business at a meeting of directors is any three Eligible Directors.
- 11.2 For the purposes of any meeting (or part of a meeting) held pursuant to Article 12 to authorise a Conflict, if there is only one Eligible Director in office other than the Interested Director(s), the quorum for such meeting (or part of a meeting) shall be one Eligible Director.
- 11.3 If the total number of directors in office for the time being is less than the quorum required, the directors must not take any decision other than a decision:
- 11.3.1 to appoint further directors; or

- 11.3.2 to call a general meeting so as to enable the Members to appoint further directors.
- 11.4 Directors participate in a directors' meeting, or part of a directors' meeting, when:
- 11.4.1 the meeting has been called and takes place in accordance with these Articles; and
- 11.4.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 11.5 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- 11.6 If all the 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 of them is.

12. Conflicts of Interest

- 12.1 If a proposed decision of the Board is concerned with an actual or proposed transaction or arrangement with the Club in which a director is interested, that director shall declare that interest to the President (or other nominated person) prior to or at the commencement of the meeting whereupon the directors may (but are not obliged to) authorise any Conflict which may so arise in accordance with the requirements set out in this Article 12, which would, if not authorised, involve a director (an **Interested Director**) breaching their duty to avoid conflicts of interest under section 175 of the Act. Save where such Conflict has been authorised in accordance with the Act or these Articles, the Interested Director is not to be counted as participating in the decision-making process for quorum or voting purposes.
- 12.2 Any authorisation under this Article 12 shall be effective only if:
- 12.2.1 to the extent permitted by the Act, the matter in question shall have been proposed by any director for consideration in the same way that any other matter may be proposed to the directors under the provisions of these Articles or in such other manner as the directors may determine;
- 12.2.2 any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Director; and

- 12.2.3 the matter was agreed to without the Interested Director voting or would have been agreed to if the Interested Director's vote had not been counted.
- 12.3 Any authorisation of a Conflict under this Article 12 may (whether at the time of giving the authorisation or subsequently):
- 12.3.1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised;
 - 12.3.2 provide that the Interested Director 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;
 - 12.3.3 provide that the Interested Director shall or shall not be an Eligible Director in respect of any future decision of the directors in relation to any resolution related to the Conflict;
 - 12.3.4 impose upon the Interested Director such other terms for the purposes of dealing with the Conflict as the directors think fit;
 - 12.3.5 provide that, where the Interested Director obtains, or has obtained (through their involvement in the Conflict and otherwise than through their position as a director of the Club) information that is confidential to a third party, they shall not be obliged to disclose that information to the Club, or to use it in relation to the Club's affairs where to do so would amount to a breach of that confidence; and
 - 12.3.6 permit the Interested Director to absent themselves from the discussion of matters relating to the Conflict at any meeting of the directors and be excused from reviewing papers prepared by, or for, the directors to the extent they relate to such matters.
- 12.4 Where the directors authorise a Conflict, the Interested Director shall be obliged to conduct themselves in accordance with any terms and conditions imposed by the directors in relation to the Conflict.
- 12.5 The directors may revoke or vary such authorisation at any time, but this shall not affect anything done by the Interested Director prior to such revocation or variation in accordance with the terms of such authorisation.

12.6 Subject to the preceding provisions of this Article 12 and 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 who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Club:

12.6.1 may be a party to, or otherwise interested in, any transaction or arrangement with the Club or in which the Club is otherwise (directly or indirectly) interested;

12.6.2 shall be an Eligible Director for the purposes of any proposed decision of the directors (or committee of directors) in respect of such existing or proposed transaction or arrangement in which they are interested; and

12.6.3 shall be entitled to vote at a meeting of directors (or of a committee of the directors) or participate in any unanimous decision, in respect of such existing or proposed transaction or arrangement in which they are interested.

13. Records of Decisions to be Kept

13.1 The Board must ensure that the Club keeps a record, in writing, for at least ten years from the date of the decision recorded, of every unanimous or majority decision taken by the Board.

13.2 Any such records, if purporting to be signed by the chair of such meeting, or by the chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

APPOINTMENT OF DIRECTORS

14. Membership of the Board

14.1 The number of directors shall be not less than five.

14.2 The directors shall be:

14.2.1 the President from time to time;

14.2.2 the Secretary from time to time;

- 14.2.3 the Treasurer from time to time;
 - 14.2.4 the Men's Captain from time to time; and
 - 14.2.5 the Ladies Captain from time to time.
- 14.3 Each member of the Board must:
- 14.3.1 satisfy HMRC's fit and proper person test to be involved in the general control, management and administration of the Club and must declare (in the required form) that they are a fit and proper person prior to being elected;
 - 14.3.2 be a Voting Member of the Club; and
 - 14.3.3 be aged 18 years and over.
- 14.4 Any person accepting nomination to the Board who has any financial interest or other conflict of interest in such appointment must, before accepting the nomination, state in writing to the Club all such interests. Failure to do so will lead to automatic disqualification from the Board.
- 14.5 No person may simultaneously hold more than one Board position.
- 15. Termination of Director's Appointment**
- 15.1 Without prejudice to the provisions of Section 168 of the Act, a person shall cease to be a director of the Club as soon as:
- 15.1.1 that person ceases to be a director by virtue of any provision of the Act or is prohibited from being a director by law;
 - 15.1.2 a bankruptcy order is made against that person;
 - 15.1.3 that person is convicted of any criminal offence (other than an offence under any road traffic legislation in the United Kingdom or elsewhere for which a fine or non-custodial penalty is imposed);
 - 15.1.4 a registered medical practitioner who is treating that person gives a written opinion to the Club stating that that person has become physically or

mentally incapable of acting as a director and may remain so for more than three months;

15.1.5 by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;

15.1.6 that person shall without sufficient reason for more than three consecutive Board meetings have been absent without permission of the Board and all other members of the Board resolve that the office of that person be vacated;

15.1.7 that person is requested to resign by not less than two-thirds of the other members of the Board acting together;

15.1.8 that person ceases to be a member; or

15.1.9 notification is received by the Club from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.

15.2 Anyone who is removed from office as a director of the Board for whatever reason shall be deemed to have resigned from office and the vacancy shall be filled in accordance with these Articles.

16. Directors' Remuneration

The Club shall not employ any director of the Club to provide any services outside the scope of the ordinary duties of a director and shall not pay any director any remuneration in relation to their role on the Board.

THE MANAGEMENT COMMITTEE

17. The Management Committee (officials)

17.1 The following officials of the Club shall be members of the Management Committee:

17.1.1 President;

17.1.2 Vice-President;

- 17.1.3 Secretary;
- 17.1.4 Treasurer;
- 17.1.5 Men's Captain;
- 17.1.6 Ladies Captain;
- 17.1.7 Club Match Secretary;
- 17.1.8 Ladies' Section Secretary;
- 17.1.9 Men's Vice-Captain;
- 17.1.10 Ladies' Vice-Captain,

together with any two other members who are appointed by the members to the Management Committee from time to time pursuant to Article 19.2.

18. The Management Committee (retirement of officials)

- 18.1 Those persons who were members of "The Management Committee" of Dunstable Town Bowling Club as at the date of incorporation of the Club shall be the members of the Management Committee with effect from such date (and hold the corresponding positions) and shall remain members until the 2023 AGM.
- 18.2 In each following calendar year, their successors (including them, if re-elected) shall be elected in accordance with Article 19. An individual so appointed shall hold office until the following year's annual general meeting and at the end of such term shall be eligible for re-election each year, such election to be held in accordance with Article 19.

19. Board and Management Committee Elections

- 19.1 The Secretary shall give notice of any Management Committee vacancies together with a list of members of the Management Committee seeking re-election not less than 28 days before the annual general meeting, such notice to be prominently displayed at the Club premises.
- 19.2 Any Voting Member aged 18 years and over may nominate a member to a Management Committee position. Any person nominated under this Article 19 must

satisfy the requirements in Article 14.3. Any nomination must be made on the form prescribed from time to time by the Management Committee and notice of the nomination given to the Secretary two clear days before the annual general meeting. Any nomination must be seconded by another Voting Member aged 18 years and over and may only nominate or second one candidate for each post and the form must be completed and returned to the Secretary not later than such date as the Management Committee shall prescribe each year.

19.3 A Management Committee member may be re-elected or re-co-opted without limit, regardless of how many terms they have previously served on the Management Committee.

19.4 For the duration of their term as a member of the Management Committee, the persons holding the posts from time to time of the President, the Secretary, the Treasurer, the Men's Captain and the Ladies Captain shall also hold office as directors and members of the Board for the purposes of Article 14.

19.5 If there are the same number of candidates as there are vacancies for a post, those candidates shall be declared elected unopposed at the annual general meeting. In the event of there being more nominations than vacancies, there shall be an election by secret ballot at the annual general meeting as directed by the Management Committee. The results of any such election must be announced at the annual general meeting. If there are no nominations made for a vacancy the Management Committee can nominate a candidate for election at the annual general meeting, provided that such person nominated satisfies the requirements in Article 14.3, and such a candidate shall be declared elected unopposed at the annual general meeting.

20. Casual Vacancies (Board and Management Committee)

A casual vacancy arising among the Management Committee shall be filled by the Management Committee and the person appointed to fill the vacancy shall hold office (including as a director in accordance with Article 14.2, if applicable) until such time as the person they replaced was due to retire, whereupon they shall be eligible for re-election in accordance with these Articles.

