Updated 22 February 2025

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

BOWLS ENGLAND

Interpretation

1. In these Articles and the Memorandum the following words and expressions shall, unless the context otherwise requires, bear the following meanings:-

"The Act" means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;

"Affiliated Member" means any bowler who is a member of a club affiliated to any of the County Associations;

"The Articles" means these Articles of Association of the Company;

"Associate Member" means all those bowling associations and leagues who oversee and play in leagues on a competitive basis, or friendly or other fixtures, in accordance with the Rules and Regulations;

"Authorised Representatives" means the appointed representative(s) of the County Associations who are authorised to act on behalf of the County Associations;

"Board" means the body appointed by the Full Members to be the managing authority for the Company and consisting of the Directors;

"Bowls" means the sport and pastime of flat green outdoor bowls as practised by male and female participants at outdoor facilities in England in accordance with the Laws of the Sport;

"Chairperson" means the Chairperson of the Board and shall be a Director of the Company;

"Chief Executive" means the person engaged by the Company to manage its affairs who is answerable to, and responsible for, implementing the decisions of the Board;

"Clear days" in relation to the period of a notice means the 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;

"Clubs" means the designated clubs of each County Association which are affiliated to the Company, as defined within the Rules and Regulations

"The Company" means the above-named company, Bowls England;

"County Association" means each and any County Association in existence and recognised by the Company;

"Director" means a director of the Company;

"Discretionary Member" means all other ad hoc clubs, groups and associations etc established for a particular purpose as defined by their name or title or constitution who conform to and abide by the Rules and Regulations;

"Electronic communication" has the same meaning as in the Electronic Communication Act 2000;

"Executed" includes any mode of execution;

"Elected Director" means a Director elected by the Members in accordance with Article 61;

"Full Member" means the Directors and the County Associations who will be represented by their Authorised Representatives;

"General Meeting" means a General Meeting (including the Annual General Meeting) at which Full Members may attend, enter debate and exercise voting rights;

"Honorary Member" means an honorary member of the Company as defined in the Rules and Regulations;

"Independent Director" means a Director appointed by the Board;

"Intellectual Property" means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment, images (including photographs, television, videos or films) or service marks relating to the Company or any event, competition or Bowls activity of or conducted, promoted or administered by the Company;

"Laws of the Sport" means the Laws governing the playing of Bowls as approved from time to time by World Bowls;

"Life Member" means a Life Member of the Company as defined in the Rules and Regulations;

"Members" means all the County Associations, other organisations and individuals admitted to membership (of any class or category) of the Company whether entitled to attend or vote at General Meetings or not;

"The Memorandum" means the Memorandum of Association of the Company;

"Month" means a calendar month;

"Nominations Committee" means a committee comprising of the Chairperson and two Independent Directors one of whom is the senior Independent Director;

"Office" means the registered office of the Company;

"Ordinary Resolution" means a resolution passed by a majority of voting Members represented at a General Meeting of the Company;

"**Other Members**" means such organisations for which, at the discretion of the Board, the affiliation requirements and other pre-conditions have been waived;

"Past President" means a Past President of the Company as defined in the Rules and Regulations;

"President" means the President of the Company from time to time appointed in accordance with these Articles;

"Rules and Regulations" means the Rules and Regulations of the Company and binding on all Members;

"Secretary" means the company secretary of the Company (also the Chief Executive of the Company);

"The United Kingdom" means Great Britain and Northern Ireland;

"Working day" means a day (other than a Saturday, Sunday or public holiday) when banks in London are open for business;

"Working Party" means a group appointed by the Board to fulfil a specific purpose;

Words importing the singular number only shall include the plural number and vice versa; words importing the one gender shall include all genders; and words importing persons shall include corporations.

Subject to the preceding provisions of this Article and unless the context requires otherwise, words or expressions defined in the Companies Act 2006 (but excluding any statutory modification thereof not in force on the date on which these Articles become binding on the Company) shall bear the same meaning in the Articles.

The headings in these Articles shall not be taken as part of them or in any manner affect the interpretation or construction of the same.

Membership of the Company

2. The Subscribers to the Memorandum are the first Members.

3. The Full Members shall be the County Associations and the Directors. The Board shall have the authority to admit other such persons to membership as a Full Member from time to time.

4. The Authorised Representatives of the County Associations are able to attend General Meetings, vote (in accordance with Article 46), sign on behalf of the County Associations and undertake any other action required of a Full Member under the Memorandum and these Articles.

5. The County Associations may elect two Authorised Representatives, one of each gender, to undertake any actions as described under Article 4 and in the absence of such person a County Association may elect a deputy of

either gender to fulfil the role of the Authorised Representative in his or her place.

6. The Board's membership as Full Members shall run in accordance with their specific election on the Board.

7. The Board may admit individuals from time to time as Life Members or Honorary Members in accordance with the Rules and Regulations.

8. Subject to the Rules and Regulations, the Associate Members, Honorary Members, Life Members, Past Presidents, Discretionary and Other Members shall have the rights and privileges (if any) as set out in Articles 17 and 18.

9. The Company may from time to time resolve upon the creation of other classes of members of the Company provided that the rights of such other classes of members do not extend to voting at General Meetings. Such classes of membership may be under whatever title the resolution may specify and may bestow upon the persons concerned such rights, privileges, duties and obligations (except the right to vote at General Meetings) as specified in the Rules and Regulations.

10. Except in respect of the subscribers to the Memorandum, every application for membership shall be in writing signed by or on behalf of the applicant in such form as the Board may from time to time determine. The Board shall admit to membership such persons or organisations as it shall think fit and the Board may from time to time prescribe (and vary) criteria for membership.

Admission to Membership

11. All Authorised Representatives of the County Associations and members of the Board shall be required to complete the application for membership form provided by the Board which shall, where appropriate, incorporate the guarantee as defined in the Memorandum of Association and provide such further particulars as the Board reasonably deems proper.

12. In signing the membership form the Authorised Representative signing agrees that he or she together with the County Association, the Clubs of the County Association and the individual bowls players shall be deemed to be and be in fact bound by the Rules and Regulations as well as agreeing (where applicable) to accept the policies, rules and conditions in relation to admission to membership and the payment of fees and generally the whole terms of these Articles and any by-laws, rules or regulations made in consequence of the powers granted therein.

13. The policy rules and conditions for admission to membership and the payment of fees and subscriptions for all classes of membership shall be fixed by the Board and subject to approval at the Annual General Meeting as hereinafter narrated.

14. In all cases, the decision of the Board on applications for membership, renewal of membership and decisions on whether or not they should be accepted, shall be the sole responsibility of the Board and in the event that any application is refused, the Board shall not be under any obligation to assign any reason for refusal.

Fees, Levies and Subscriptions

At the Annual General Meeting the Company will ratify the rates of affiliation fees for the following year as specified in the Rules and Regulations.

Rights and Privileges of Members

15. Full Members shall in addition to being liable for the guarantee as set out in the Memorandum have the full powers, privileges and liabilities as set out in this Memorandum and Articles of Association and the Rules and Regulations and shall be entitled to vote as per Articles 44 to 47 at any General Meeting of the Company or by way of postal or electronic ballot (where appropriate).

16. The Affiliated Members, Associate Members, Honorary Members, Past Presidents, the Discretionary and Other Members shall not have the right to attend or vote at General Meetings and shall have no powers or privileges as set out in the Memorandum and Articles of Association and shall not endure any liability for the liabilities of the Company nor any interest in the assets of the Company

17. The Life Members shall have the right to attend and speak but not vote at General Meetings and shall have no powers or privileges as set out in the Memorandum and Articles of Association and shall not endure any liability for the liabilities of the Company nor any interest in the assets of the Company

18. The Company may alter directly or indirectly the rights and obligations attached to a class of membership if the variation is pursuant to achieving the objects of the Memorandum of Association.

Suspension and Termination of Membership

20 Membership shall not be transferable and:-
(a) a member shall cease to be a Member;

(i) in the case of an individual, on death, or in the case of an organisation if it ceases to exist;

(ii) if by notice in writing to the Secretary the Member resigns. The Member is deemed to have resigned when the letter of resignation is received at the Office providing after resignation the number of Full Members is not less than ten;

(b) and a member may cease to be a Member at the discretion of the Board:-

(i) by either unanimous vote of the Board or (if there shall be more than six Directors voting on such matter), by resolution of the Board passed by a majority of not less than three-quarters of the Directors present and voting at the meeting of the Board convened for the purpose. A resolution to terminate a Member's membership of the Company shall not be passed unless the Member has been given not less than 21 days' notice in writing of the meeting of the Board at which the matter is to be considered and has been afforded a reasonable opportunity of being heard by or of making a written representation to the Board prior to the Board voting on the resolution;

(ii) if any subscription or other sum payable by the Member is not paid on the due date and remains unpaid one month after notice served on the Member on behalf of the Board informing him/her/they that he/she/they will be removed from the membership if it is not paid. The Board may readmit to membership of the Company any County Association or Associate Member removed on this ground on his/her/their paying such part of the sum due as the Board may determine;

(iii) at the discretion of the Board if the Full Member shall not have attended any of the last three General Meetings of the Company either in person or by proxy.

Register of Full Members

21. The Secretary or the Board shall keep and maintain a register of Full Members in which shall be entered the full name, address and date of acceptance of each Full Member and the register shall be available for inspection by Full Members at the office during normal business hours.

General Meetings

22. From 2014 an Annual General Meeting of the Company shall be usually held in February of each year but in any event by May of each year.

23. The agenda for each General Meeting ("Agenda") shall be prepared by the Board and issued, with supporting information related to all propositions as part of the notice of the meeting at least forty-two (42) days prior to the proposed date of the General Meeting. The Annual Report and Audited Accounts will be issued at least fourteen (14) days prior to the proposed date of the General Meeting.

24. The Board may call General Meetings and, on the requisition of 25 Full Members in accordance with the provisions of the Act, shall within 21 days from the date of the deposit of the requisition convene a General Meeting for a date not later than 28 days of the date of the notice convening the General Meeting.

25. In accordance with the Act, any requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the registered office of the Company, and may consist of several documents in like form each signed by one or more requisitionists.

26. If the Board has resolved to call a General Meeting but at the time of giving notice of the meeting there are not within the United Kingdom sufficient Directors to sign the notice to convene a General Meeting, any Director may sign the notice to convene a General Meeting on behalf of the Board.

27. If there are not within the United Kingdom sufficient Directors to convene a General Meeting, any Director may convene a General Meeting where they have been authorised by the Board to do so.

President

28. The Company may at the Annual General Meeting (or by electronic or postal ballot in accordance with Articles 46-50) appoint a President to serve for such period of time as the Company shall decide. A serving Director cannot

be appointed as the President. Any person appointed as President may attend meetings of the Board by invitation of the Board only and, if so invited, shall not be entitled to vote.

Notice of General Meetings

29. All General Meetings shall be called by at least 14 clear days' notice but a General Meeting may be called by shorter notice if it is so agreed by a majority together holding not less than 90 per cent of the total number of Members having a right to attend and vote at that meeting of all the Full Members.

30. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such. The notice shall be given to all Full Members and the auditors of the Company (if any).

31. The non-receipt of a notice of a General Meeting by any person entitled to receive notice shall not invalidate the proceedings at that General Meeting if the Board is able to provide evidence that the notice was sent to those persons.

Proceedings at General Meetings

32. No business shall be transacted at any General Meeting unless a quorum is present. A quorum shall be constituted by twenty (20) persons entitled to vote upon the business to be transacted, each being a Full Member or a duly Authorised Representative. The Authorised Representative of a Full Member shall be counted in the quorum.

33. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned and the Board must give at least seven (7) clear days' notice of the reconvened meeting stating the date, time and place as they may determine.

34. The Chairperson shall preside as chairperson of the meeting, but if the Chairperson is not present within 15 minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to be chairperson and, if there is only one Director present and willing to act, he/she shall be chairperson.

35. If no Director is willing to act as chairperson, or if no Director is present within 15 minutes after the time appointed for holding the meeting, the meeting shall be reconvened as per Article 33.

36. The Chairperson may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 14 days or more, at least 7 clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

37. A resolution put to the vote of a meeting shall be decided on a show of hands unless, before or on the declaration of the result of the show of hands, a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:

a. by the Chairperson; or

b. by at least two Full Members present in person or by proxy (and have the right to vote); or

38. Unless a poll is duly demanded a declaration by the Chairperson that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes of the meeting, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

39. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the Chairperson. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.

40. A poll shall be taken as the Chairperson directs and he/she may appoint scrutinisers (who need not be Members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

41. A poll demanded on the election of a Chairperson or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the Chairperson directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the results of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least 7 clear days' notice shall be given specifying the time and place at which the poll is to be taken.

42.

a. Where there is reference to a "Special Resolution" in these Articles, this is to be given the meaning as is prescribed by the Companies Act 2006 (or any legislation amending or replacing it) from time to time.

b. Subject to the provisions of the Act, a resolution in writing agreed by a simple majority (or in the case of a Special Resolution by a majority of not less than 75%) of the Full Members who would have been entitled to vote upon it had it been proposed at a General Meeting shall be effective provided that a copy of the proposed resolution has been sent to every eligible Full

Member and a simple majority (or in the case of a Special Resolution a majority of not less than 75%) of Full Members has signified its agreement to the resolution in an authenticated document which has been received by the Company within the period of 28 days beginning with the circulation date. A resolution in writing may comprise several copies to which one or more Full Members have signified their agreement. In the case of a Full Member that is an organisation, its authorised representative may signify its agreement.

43. Only the Authorised Representatives, Directors, Life Members and the Chief Executive shall be entitled to attend General Meetings. Any additional attendees shall be by invitation of the Board only.

Votes of Members

44. The members of the Board shall have one vote each as Full Members.

45. If there is an equality of votes, whether on a show of hands or a poll, the Chairperson, or the person who is chairing that meeting in accordance with these Articles, shall have the casting vote in addition to any other vote he or she may have.

46. The County Associations through their Authorised Representatives (the numbers of which are dependent upon Article 5) as Full Members shall be entitled to the amount of votes in accordance with their returns of Affiliated Members in their respective County Associations of the previous year as set out in the Rules & Regulations.

47. The Company may submit any resolution to a postal or electronic ballot either in place of a General Meeting or in place of a poll (including in relation to the appointment of Directors and the appointment of the President), unless a postal or electronic ballot is not effective under the Articles or the Act.

48. Subject to the Articles, the Board shall regulate the conduct of the postal or electronic ballot and the publication of the result.

49. Any notice of a postal or electronic ballot shall:

a. state the purpose of the ballot and the closing date and time of the ballot;

b. be sent to each Member entitled to vote on the resolution;

c. be accompanied by a voting paper; and

d. be served on each Member at least 28 clear days before the closing date of the postal or electronic ballot.

50. The result of the postal or electronic ballot shall be conclusive and, subject to the Articles and the Act, shall be as valid and effective as if the resolution had been duly passed at a General Meeting.

51. If by accident, notice of a postal or electronic ballot is not given to any Member who is entitled to receive such notice the postal or electronic ballot will still be valid. This also applies to any accidental failure to send any other notice or circular relating to the postal or electronic ballot. It also applies where the notice was sent but was not received.

Proxies

52. The appointment of a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall:

a. in the case of an instrument in writing be deposited at the Office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, or

b. in the case of an appointment contained in an electronic communication be received at such an address which has been specified for the purpose of receiving electronic communications:

i. in the notice concerning the meeting; or

ii. in any instrument by proxy sent out by the Company in relation to the meeting; or

iii. in any invitation contained in an electronic communication to appoint a proxy issued by the Company in relation to the meeting,

not less than 48 hours (calculated with reference to working days) before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote or in the case of a poll, before the time appointed for the taking of the poll, and in default the appointment of proxy shall not be treated as valid.

c. in the case of illness or other indisposition of the Authorised Representative, the County Associations shall have previously provided a list of proxies to the Board and at the discretion of the Board one of these proxies will be able to attend on behalf of the Authorised Representative if the Authorised Representative has notified the Board of their illness or other indisposition not less than 2 hours before the time for holding the meeting.

53. No appointment of a proxy shall be valid after the expiration of 12 months from the date of its execution.

54. An appointment of a proxy shall be deemed to confer authority to demand or join in demanding a poll.

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

56. A vote given or poll demanded by the duly authorised representative of a Member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken

otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

57. A vote given or poll demanded in accordance with the terms of an appointment of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation of the Member shall have been received at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used or the poll demanded or (in the case of a poll taken otherwise and on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

The Board

58. The Board shall consist of the Directors. The number of Directors shall not be less than seven (to include the Chairperson) but (unless otherwise determined by Ordinary Resolution) shall be subject to a maximum of twelve.

59.

a. The Directors shall be Full Members who shall be deemed to have been appointed under the Articles.

b. Independent Directors shall be appointed by the Board for terms of up to 3 years. They may serve a maximum of 2 terms but shall be eligible for one additional year of office in the event that their position has not been filled. A period of at least 4 years shall elapse before any such director can be eligible to be reappointed to such position.

c. Elected Directors shall be elected for terms of up to 3 years. They may serve a maximum of 2 terms but shall be eligible for one additional year of office in the event that their position has not been filled. A period of at least 4 years shall elapse before any such director can be eligible to be re-elected to such position.

d. Notwithstanding (b) or (c) above any director who is subsequently appointed as Chairperson may continue to serve on the Board for the period of such appointment, subject to a maximum term of 12 years on the Board inclusive of their term prior to such appointment..

e. In exceptional circumstances one director per year may be co-opted onto the Board if this is necessary to ensure that the Board has the skills and/or experience needed to fulfil its role.

60. If any Director ceases to be a Director for whatever reason or cause, that individual shall no longer be a Full Member of the Company and shall be removed from the Register of Members.

61. Elected Directors (including the Chairperson) shall be elected at the Annual General Meeting or by electronic or postal ballot by the Full Members. At each Annual General Meeting one-third of the elected Directors for the time being or the whole number nearest to one-third, shall retire from office. Retiring Directors shall be eligible for re-election subject to Article 59 (c). The elected Directors to retire in every year shall be those who have been longest in office since they were last elected, but as between persons who

have become elected members on the same day those to retire shall (unless they agree otherwise among themselves) be determined by lot.

62. The Directors shall not be remunerated for their services as members of the Board and shall not be permitted to hold any other office within the Company at the same time as being a Director (other than the position of Chairperson).

63. Except to the extent permitted by Clause 5 of the Memorandum, no Director shall take or hold any interest in property belonging to the Company or receive remuneration or be interested otherwise than as a Director in any other contract to which the Company is a party.

64. The Board may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the Board, committees, working parties or General Meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration save as permitted by Clause 5 of the Memorandum.

65. The Board shall appoint a Chief Executive who will also take on the role of Company Secretary. The Chief Executive shall attend but not vote at Board Meetings. The Chief Executive shall be employed by the Company and an Employment Contract shall be provided. The Chief Executive is entitled to receive remuneration as agreed by the Board.

66. The Chief Executive shall not be a Full Member of the Company and shall, notwithstanding that he / she is not a Full Member, be entitled to attend and speak (but not vote) at any General Meeting of the Company.

Powers of the Board

67. Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by Special Resolution, the business of the Company shall be managed by the Board who may exercise all the powers of the Company and do on behalf of the Company all such acts as may be exercised and done by the Company and are not by statute or by these Articles required to be exercised by the Company in General Meeting. No alteration to the Memorandum or the Articles and no such direction shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Board by the Articles and a meeting of the Board at which a quorum is present may exercise all the powers exercisable by the Board.

68. The Board may delegate any of its powers to a duly appointed committee, panel, working parties or individual.

69. The Board may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine.

70. The Company in General Meeting shall have the power to make, maintain, publish and enforce all necessary policies, statements, codes of conduct, codes of ethics, standing orders, bye-laws, rules and regulations in connection with the said objectives and the sport of outdoor level green bowls.

Rules and Regulations

71. The Board shall have power from time to time to make such rules and regulations which shall be binding on all Members as it may deem necessary or expedient or convenient:

a. for the proper conduct and management of the Company and the affairs thereof;

b. as to prescribing classes of and conditions of membership and the rights and privileges of Members (including but not by way of limitation voting entitlements);

c. as to the duties of any officers or servants of the Company;

d. as to the conduct of the business of the Company by the Board or any committee or working party;

e. as to any of the matters or things within the power or under the control of the Board;

f. as to the conduct of Members and of Bowls players and officials, and;

g. as to any other matters referred to in these Articles as specified or set out in the Rules and Regulations;

h. for the process of consideration and passing (if appropriate) of resolutions in writing at all meetings of the Directors and the Committees and working parties in accordance with these Articles;

provided that the same shall not be inconsistent with the Articles.

72. The Company in General Meeting has the power to alter, add or repeal the Rules and Regulations.

73. The Company in General Meeting must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of the Members of the Company.

Committees and Working Parties

74. (a) The Board may be authorised to appoint committees and working parties in accordance with the Rules & Regulations for the better and more effective conduct of the affairs of the Company and (save where a power has been expressly delegated in writing by the Company to act on the Board's behalf) no such committee or working party shall have any powers and (subject to the foregoing) its function shall be confined solely to report to the Board concerned on the matters entrusted to it by the Company. Such committees and working parties shall consist of such persons (whether or not Directors) as the Board may appoint.

(b) There shall be a Nominations Committee which shall consider such matters as delegated to it by the Board but in particular shall consider nominations for the roles of Directors and Chairperson. The senior Independent Director, shall be the chair of the Nominations Committee.

75. The County Associations shall from time to time elect and appoint an Audit & Review Committee in accordance with the Rules and Regulations.

76. All acts and proceedings of such committees, and working parties shall be reported at regular intervals to the Board and subject to ratification by the Board.

Appointment and Retirement of Directors

77. The Directors shall be elected as provided in Article 61 save that where a Director has been appointed by the Board to fill a casual vacancy, the Director shall retire at the expiry of the period of office of the person whom he or she replaces,

78. If the Company at the meeting at which a Director retires does not fill the vacancy, the retiring Director shall, if willing to act, be deemed to have been re-appointed for a period up to the next Annual General Meeting unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the Director is put to the meeting and lost.

79. No person shall be appointed or re-appointed a Director at any General Meeting:

a. unless he/she has attained the age of 18 years;

b. in circumstances such that, had he/she already been a Director, he/she would have been disqualified from acting under the provisions of Article 84 (disqualification and removal of Directors);

c. unless either:-

i. he/she is recommended by the Board; or

ii. he/she is nominated by a Full Member.

80.

a. The nominations as described in articles 79. c i and ii must be received by the Company, in writing, together with particulars which would, if he/she were so appointed or re-appointed, be required to be included in the Company's register of members of the Board.

b. Such notice or nomination must be accompanied by a statement describing the experience and suitability of the candidate, together with a notice signed by that person of his or her willingness to be appointed or re-appointed and his or her intention to fulfil the requirements of the post if so appointed, at least three (3) months prior to the meeting.

c. The Company shall, following the nominations specified in article 79 c i and ii, forward a voting form by post to the Full Members together with a copy of the nominations, at least one (1) month prior to the meeting.

d. The Full Members, upon receipt of the voting form and nominations must complete their voting form as they desire and return to the Company by post at least fourteen (14) days prior to the meeting. Any voting forms received by the Company after the fourteen (14) day period will not be included or counted.

e. The Full Members shall be informed of the results of the electronic or postal vote at the meeting.

81. Not less than seven (7) clear days before the date appointed for holding a General Meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person(s) who is/are recommended by the Board / Member for appointment or re-appointment as a Director at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose him/her at the meeting for appointment or re-appointment as a Director. The notice shall give the particulars of that person(s) which would, if he/she were so appointed or re-appointed, be required to be included in the Company's register of the members of Board.

82. The Board may appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director (including a person who is independent of Bowls) provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the Articles as the maximum number of Directors. A Director so appointed shall hold office until the expiry of the period of office of the person whom he or she replaces. If not re-appointed at such Annual General Meeting, he/she shall vacate office at the conclusion of that meeting.

83. Subject as aforesaid, a Director who retires at an Annual General Meeting may, if willing to act, be re-appointed.

Disqualification and Removal of Directors

84. A Director shall cease to hold office if he/she:-

a. ceases to be a Director by virtue of any provision in the Act or is disqualified from acting as a Director by virtue of the Charities Act 2011 or is otherwise prohibited by law from being a Director;

b. becomes incapable by reason of mental disorder, illness or injury of managing and administering his/her own affairs;

c. resigns his/her office by notice to the Company (but only if at least two Directors will remain in office when the notice of resignation is to take effect);

d. is absent without the permission of the Board from all their meetings held within a period of six months and the Board resolve that his/her office be vacated; or

e. ceases to be a Member (save in the case of a director appointed pursuant to Article 59 (b).

85. In addition and without prejudice to the provisions of Sections 168 and 169 of the Companies Act 2006, the Company may by Special Resolution remove any Director before the expiration of his/her period of office and may by an Ordinary Resolution appoint another qualified Member in his/her stead but any person so appointed shall retain his/her office so long only as the Director in whose place he/she is appointed would have held the same if he/she had not been removed.

Proceedings of the Board

86. Subject to the provisions of the Articles, the Board may meet together for the despatch of business, adjourn, and otherwise regulate their proceedings as they think fit. Two Directors may, and the Secretary at the request of two Directors shall, call a meeting of the Board. It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom.

87. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairperson shall have a second or casting vote.

88. The quorum for the transaction of the business of the Board may be fixed by the Board but shall not be less than half of their number or three (3) whichever is the greater.

89. The Board may act notwithstanding any vacancies but, if the number of Directors is less than the number fixed as the quorum, the continuing Directors may act only for the purpose of filling vacancies or of calling a General Meeting.

90. All acts done by a meeting of the Board, committee or working party shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director committee or working party or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director or a member of the committee (as the case may be) and had been entitled to vote.

91. A resolution electronically or in writing, signed by all the Directors for the time being shall be as valid and effective as if it had been passed at a meeting of the Board duly convened and held (and for this purpose the resolution may be contained in more than one document in the same form and each signed by one or more of the Directors and will be treated as passed on the date of the last signature).

92. Directors and members of any committee or working party may participate in or hold a meeting of the Board or any committee or working party by means of conference telephone or other suitable electronic means agreed by the Directors in which all participants may communicate with all the other participants. Participation by such means shall be deemed to constitute

presence in person and business so transacted shall be effective for all purposes as that of a meeting of the Board, committee or working party (as the case may be) duly convened and held with such persons physically present.

93. Subject to any contrary provisions contained in these Articles (in particular Articles 62 and 63) and the Memorandum, the Directors may, in accordance with the requirements set out in Articles 93 to 99, authorise any matter proposed to them by any Director which would, if not authorised, involve a Director breaching his or her duty under section 175 of the Companies Act 2006 to avoid conflicts of interest ('Conflict').

94. Any authorisation under Articles 93 to 98 will be effective only if:

a. the matter in question shall have been proposed by any Director for consideration at a meeting of the Board 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;

b. any requirement as to the quorum at the meeting of the Board at which the matter is considered is met without counting the Director in question; and

c. the matter was agreed to without his/her voting or would have been agreed to if his/her vote had not been counted.

95. Any authorisation of a Conflict under Articles 92 to 98 may (whether at the time of giving the authorisation or subsequently):

a. extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the Conflict so authorised;

b. be subject to such terms and for such duration, or impose such limits or conditions as the Directors may determine;

c. be terminated or varied by the Directors at any time.

This will not affect anything done by the Director prior to such termination or variation in accordance with the terms of the authorisation.

96. In authorising a Conflict the Directors may decide (whether at the time of giving the authorisation or subsequently) that if a Director has obtained any information through his or her involvement in the Conflict otherwise than as a Director of the Company and in respect of which he owes a duty of confidentiality to another person the Director is under no obligation to:

a. disclose such information to the Directors or to any Director or other officer or employee of the Company;

b. use or apply any such information in performing his or her duties as a Director;

c. where to do so would amount to a breach of that confidence.

97. Where the Directors authorise a Conflict they may provide, without limitation (whether at the time of giving the authorisation or subsequently) that the Director:

a. is excluded from discussions (whether at meetings of Directors or otherwise) related to the Conflict;

b. is not given any documents or other information relating to the Conflict;

c. may or may not vote (or may or may not be counted in the quorum) at any future meeting of the Board in relation to any resolution relating to the Conflict.

98. Where the Directors authorise a Conflict:

a. the Director will be obliged to conduct himself/herself in accordance with any terms imposed by the Directors in relation to the Conflict;

b. the Director will not infringe any duty he owes to the Company by virtue of sections 171 to 177 of the Companies Act 2006 provided he acts in accordance with such terms, limits and conditions (if any) as the Directors impose in respect of its authorisation.

99. Subject to Article 63 a Director is not required, by reason of being a Director (or because of the fiduciary relationship established by reason of being a Director), to account to the Company for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the Directors or by the Company in General Meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.

Minutes

100. The Board shall keep minutes in books kept for the purpose:

a. of all appointments of officers made by the Board; and

b. of all proceedings at meetings of the Company and of the Board, committees and working parties of the Board including the names of those present at each such meeting.

Bank Accounts

101. Any bank account in which any part of the assets of the Company is deposited shall indicate the name of the Company. The Board shall be empowered to resolve upon the operation of any such bank account according to such mandate as it shall think prudent and fit from time to time.

Accounts and Returns

102. Accounting records sufficient to show and explain the transactions and assets and liabilities of the Company and otherwise complying with the Act shall be kept at the Office or such other place within the United Kingdom as the Board think fit.

103. Subject to the requirements of the Act, the Company may at a General Meeting impose reasonable restrictions as to the time and manner at and in which the books and accounts of the Company may be inspected by Members and subject to those restrictions the books and accounts shall be opened to inspection by Members at all reasonable times during usual business hours.

104. The Directors must comply with the requirements of the Act to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies of England and Wales of:

a. annual reports;

b. annual returns;

c. annual statements of account.

Notices

105. The Company can deliver a notice or other document to a Full Member:

a. by delivering it by hand to the address recorded for the Member in the Register of Full Members;

b. by sending it by post or other delivery service in an envelope (with postage or delivery paid) to the address recorded for the Member in the Register of Full Members;

c. by electronic mail (except a share certificate) to an address notified by the Full Member in writing; or

d. by a website (except a share certificate) the address of which shall be notified to the Full Member in writing.

106. Any Full Member described in the Register of Members by an address not within the United Kingdom, who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon him or her, shall be entitled to have notices served upon him or her at such address, but, save as aforesaid and as provided by the Act, only those Members who are described in the Register of Full Members by an address within the United Kingdom shall be entitled to receive notices from the Company.

107. Any notice given in accordance with these Articles is to be treated for all purposes as having been received:

a. two clear days after being sent by first class post to that address;

b. three clear days after being sent by second class or overseas post to that address;

c. at the time it was sent, if notice is being sent by electronic mail;

d. at the time when the material was first made available on the website, or if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website, if notice is sent by a website;

e. on being handed to or left for the Full Member (or, in the case of a member organisation, its authorised representative) if the notice or document is being delivered by hand; or, if earlier;

f. as soon as the Full Member acknowledges actual receipt.

108. A Full Member present in person at any meeting of the Company shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

109. The non-receipt of a notice of a General Meeting by any person entitled to receive notice shall not invalidate the proceedings at that General Meeting if the Board is able to provide evidence that the notice was sent to those persons.

110. Articles 105 to 108 (inclusive) shall not affect any provision in any relevant legislation or the Articles requiring notices or documents to be delivered in a particular way.

111. A notice calling a meeting of the Board need not be in writing.

Indemnity

112. Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled every Director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him/her in defending any proceedings, whether civil or criminal, in which judgment is given in his/her favour or in which he/she is acquitted or in connection with any application in which relief is granted to him/her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company, and against all costs, charges, losses, expenses or liabilities incurred by him/her in the execution and discharge of his/her duties or in relation thereto.

113. The Board shall have power to resolve pursuant to Clause 4 of the Memorandum to effect Indemnity Insurance notwithstanding their interest in such policy.

Winding-Up

114. The provisions of Clauses 7 and 8 of the Memorandum relating to the winding-up or dissolution of the Company shall have effect and be observed as if the same were repeated in these Articles.