

Company limited by guarantee and not having a share capital

## **Articles of Association**

of

### **World Bowls**

Incorporated on 24 August 2001

Adopted on 7 August 2022

#### **1. Definitions and interpretation**

##### 1.1 In these Articles:

“Act” means the Companies Act 1985 or Companies Act 2006 (as appropriate) including any statutory modification or re-enactment thereof for the time being in force.

“Affiliated” means a National Authority (whether or not a Member) that has undertaken to comply with the Articles and the Regulations.

“Affiliated Bowler” means a bowler affiliated to a National Authority or (in the case of a country that is an Associate Member) to an Associate Member or (in the case of a country that is a Development Member) to a Development Member.

“Annual Council Meeting” means a Meeting of the Council that is neither (a) a Biennial Council Meeting nor (b) a Special Council Meeting.

“Appointed Director” means a Director appointed in terms of Article 21.3.

“Articles” means the Articles of Association of World Bowls.

“Associate Member” means an associate member of World Bowls in terms of Article 5.

“Association” means, in the case of a country that does not have a National Authority but does have one or more Bowls clubs, an association formed by those clubs for the purpose of the administration of Bowls in that country.

“Biennial Council Meeting” means the biennial meeting of the Council of World Bowls.

“Board” means the Directors or a quorum of the Directors present at a board meeting.

“Board’s Appointment Committee” means a committee appointed by the President and the Regional Directors to identify and appoint Appointed Directors.

“Bowls” means the sport of indoor and outdoor bowls.

“Chairperson” means a Chairperson appointed in terms of the Articles.

“Chief Executive” means the person employed by World Bowls in the position of Chief Executive.

“Clear Days” in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

“Council” means the Council appointed in terms of the Articles.

“Development Member” means a development member of World Bowls in terms of Article 6.

“Director” means a director appointed or elected in terms of the Articles (including, for the avoidance of any doubt, the President).

“Executed” includes any mode of execution.

“Intellectual Property” means all rights subsisting in copyright, business names, names, trade marks (or signs), logos, designs, equipment, images (including photographs, television, videos or films) or service marks relating to World Bowls or any event, competition or Bowls activity of or conducted, promoted or administered by World Bowls.

“Life Member” means an individual appointed as a Life Member of World Bowls, in terms of Article 4.

“Member” means a member of World Bowls in terms of these Articles.

“Member National Authority” means a National Authority that is a Member.

“National Authority” means a body that conducts and administers bowls in a particular country.

“National Delegate” means the person appointed from time to time to act for and on behalf of, and to represent, a National Authority in relation to World Bowls.

“Office” means the registered office of World Bowls.

“Official Language” means English.

“Ordinary Resolution” means a resolution passed by a majority of the National Authorities that vote (either through a National Delegate or by proxy) at a Council Meeting or by means of resolution in writing.

“Region” has the meaning given in Article 21.2;

“Regional Director” means one of the Directors appointed in terms of Article 21.2;

“Regional Returning Officer” means such person or body appointed by the Region in terms of Article 21.2.4.

“Regulations” means any regulations or rules promulgated by the Board from time to time as being necessary and reasonable for the purposes of World Bowls.

“Returning Officer” means the Chief Executive or such other person or body appointed by the Board.

“Seal” means the common seal of World Bowls.

“Secretary” means the Secretary of World Bowls or any other person appointed to perform the duties of the Secretary of World Bowls, including a joint, assistant or deputy secretary.

“Special Council Meeting” a meeting of the Council called in terms of Article 15.

“Special Resolution” a resolution passed by three-quarters of the National Authorities that vote (either through a National Delegate or by proxy) at a Council Meeting or by means of resolution in writing.

- 1.2 Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the World Bowls.

## **Membership**

### **2. Classes of Members**

There shall be the following classes of Members:-

- 2.1 National Authorities;
- 2.2 Life Members; and
- 2.3 Such other classes of Members as may be created in terms of Articles 5 and 6.

### **3. Member National Authorities**

- 3.1 Any National Authority officially recognised by the leading sports authority(s) in the relevant nation e.g. National Olympic Committee or National Commonwealth Games Association shall be eligible for membership.
- 3.2 Every National Authority that wishes to become a Member shall deliver to World Bowls an application for membership in such form as the Board requires, executed by that National Authority together with any documents or material required by the Board.
- 3.3 No National Authority shall be admitted a Member unless approved by the Board.
- 3.4 New applications for membership shall only be accepted from recognised National Authorities who are authorised to administer the sport on behalf of both genders and both indoor and outdoor codes of Bowls.
- 3.5 An existing Member Nation may have separate National Authorities for each of men and women, but no country shall have more than one such National Authority for each gender. However, no existing Member National Authority with a single National Authority shall be permitted to establish separate National Authorities for men and women nor for indoor and outdoor codes of Bowls.

#### **4. Life Members**

- 4.1 Those persons who are life members of the amalgamating world organisations are hereby made Life Members of World Bowls.
- 4.2 The Board may recommend to a Biennial Council Meeting that any person who has rendered distinguished or special service to World Bowls or to Bowls, be made a Life Member.
- 4.3 World Bowls may, by Special Resolution passed at a Biennial Council Meeting, make a person recommended in terms of Article 4.2 a Life Member.

#### **5. Associate Members**

- 5.1 Any Association that wishes to become an Associate Member shall deliver to World Bowls an application for membership in such form as the Board requires, executed by that Association.
- 5.2 No Association shall be admitted as an Associate Member unless it meets the criteria set out in the membership application form (as amended from time to time) and is approved by the Board.
- 5.3 An Associate Member, unless specifically indicated to the contrary, shall be bound by the Articles and the Regulations.

## **6. Development Members**

- 6.1 This class of membership is to provide an opportunity for those countries which play bowls but who do not have a regulation playing facility.
- 6.2 Any Association that wishes to become a Development Member shall deliver to World Bowls an application for membership in such form as the Board requires executed by the Association.
- 6.3 No Association shall be admitted as a Development Member unless approved by the Board.
- 6.4 A Development Member, unless specifically indicated to the contrary, shall be bound by the Articles and the Regulations.

## **7. Other classes of Members**

The Council, following a recommendation of the Board, may create such new classes of membership (with such rights, privileges and obligations) as may be agreed from time to time.

## **8. Membership Renewal**

- 8.1 Member National Authorities, Associate Members and Development Members must renew membership of World Bowls annually in accordance with the procedures set down by the Board from time to time.
- 8.2 Upon renewal of membership, Member National Authorities, Associate Members and Development Members must lodge with World Bowls up to date copies of their constituent documents and changes to their National Delegates.
- 8.3 Annual subscriptions, fees and levies shall be due and payable in terms of the Regulations.

## **9. Termination of Membership**

- 9.1 A Member may at any time withdraw from World Bowls by giving at least 6 clear months' notice in writing to World Bowls.
- 9.2 Membership shall not be transferable.
- 9.3 Membership of Life Members and other natural persons shall cease on death.
- 9.4 The Board may terminate or suspend the membership of any Member which has failed to pay any sums due to World Bowls and/or has failed to renew its membership

within three months of the due date for payment thereof.

- 9.5 The Board may, at their discretion (but taking account of the requirements of natural justice), terminate or suspend the membership of any Member, provided that:
- 9.5.1 Notice of the resolution to terminate or suspend membership shall be given by the Chief Executive to the Members at least 60 clear days before the date of the Board Meeting at which such resolution is to be discussed; and
- 9.5.2 To have effect, that resolution must be approved by a majority of the Board Members entitled to attend and vote at that Board Meeting.
- 9.6 On termination of membership for whatever reason:-
- 9.6.1 that Member shall forfeit all right in and claim upon World Bowls and its property (including Intellectual Property);
- 9.6.2 any rights or entitlements of a National Delegate shall terminate on the termination of membership of the relevant National Authority;
- 9.6.3 that Member will not be released from any obligation to World Bowls, monetary or otherwise, contracted during membership.

## **The Council**

### **10. Role of the Council**

The Council shall be the policy making body of World Bowls and shall:

- 10.1 receive and discuss reports/information from the Board;
- 10.2 review World Bowls' performance in achieving its predetermined aims, objectives and policies;
- 10.3 be the final arbiter on any matter referred to it by the Board;
- 10.4 ratify the Regional Directors; and
- 10.5 ratify the President.

### **11. Members of Council**

The Council of World Bowls shall comprise:

- 11.1 the President;

- 11.2 National Delegates;
- 11.3 the Directors; and
- 11.4 the Chief Executive acting as Secretary.

## **12. National Delegates**

- 12.1 Each Member National Authority shall appoint 2 National Delegates to represent its Member National Authority(s) at Council Meetings.
- 12.2 A Member National Authority may appoint an alternate National Delegate to replace a National Delegate who is unable to attend a meeting. The Member National Authority will advise the Chief Executive of any such appointment at least 24 hours prior to the meeting.
- 12.3 Each Associate Member and each Development Member shall appoint 2 National Delegates to represent it at Council Meetings.
- 12.4 An Associate Member or a Development Member may appoint an alternate National Delegate to replace a National Delegate who is unable to attend a meeting. The Associate Member or Development Member will advise the Chief Executive of any such appointment at least 24 hours prior to the meeting.
- 12.5 Each Member National Authority, Associate Member and Development Member (as the case may be) shall advise the Chief Executive of the name, address, email address, phone number and position within the Member National Authority, the Associate Member or the Development Member (as the case may be) of each National Delegate within 14 days of appointment.
- 12.6 Each National Delegate must at all times during his appointment be an Affiliated Bowler.
- 12.7 Directors may not be National Delegates.

### **Council Meetings**

## **13 Annual Council Meeting**

- 13.1 World Bowls shall hold an Annual Council Meeting each year.
- 13.2 The only business that may be carried on at an Annual Council Meeting shall be:
  - 13.2.1 the consideration and approval of the accounts of World Bowls for the period since the last Annual Council Meeting; and

13.2.2 the appointment of the World Bowls' auditors.

Any other business that falls to be considered at a Council Meeting shall be carried on either at a Biennial Council Meeting or a Special Council Meeting.

#### **14 Biennial Council Meeting**

14.1 The Biennial Council Meeting shall be held at or around the time of, and at a location near to the World Championships, every odd numbered year.

14.2 The business to be carried on at a Biennial Council Meeting shall be such matters as the Board agrees to include on the agenda.

#### **15 Special Council Meeting**

15.1 A Special Council meeting shall be held:

15.1.1 if the Board so resolve; or

15.1.2 if a Special Meeting is requisitioned for the consideration of urgent business by 50% of the National Delegates to the Council (provided that no such requisition shall be valid if made within 6 months after the date of a Biennial Council Meeting).

15.2 Any such requisition shall:

15.2.1 be in writing, addressed to the Chief Executive and signed by the National Delegate, the President or the Secretary of the submitting National Authority;

15.2.2 state full details of the urgent business proposed for discussion.

15.2.3 (if it deals with matters relating to the Laws of the Sport, the Articles or the Regulations) reach the Chief Executive not later than 80 days before the date of the Biennial Council Meeting or Special Council Meeting at which it is to be considered;

15.2.4 (if it deals with any other special business) reach the Chief Executive not later than 60 days before the date of such meeting.

Provided that any matter of an urgent or extraordinary nature (not being dealt with under Article 15.2.3 hereof) may, if prior written notice thereof has been given to the Chairperson of the Council Meeting, be brought before such Council Meeting and determined by it, but only if a majority of not less than two thirds of those present and entitled to vote consider that the matter does not justify circulation to National Authorities for prior consideration.



- 15.3 In the absence of its proposer and provided the proposer has not expressed a desire that the proposal should not be put to a Council Meeting, the resolution may (with the consent of the Council Meeting) be moved by any other National Delegate.
- 15.4 If a proposal has been submitted to and rejected by a Council Meeting, neither that proposal nor any other proposal that (in the opinion of the Board) has similar effect may be put to Council Meeting for a period of 12 months following the date of such rejection.
- 15.5 No business other than that for which the Special Council Meeting has been called shall be discussed at a Special Council Meeting.

## **16. Notice of Meetings**

- 16.1 The Chief Executive shall dispatch notice of each Council Meeting to all Member National Authorities, Life Members, Directors and the auditors not later than 50 days before such meeting is due to be held.
- 16.2 The Chief Executive shall forward an agenda for the meeting not later than 30 days before such Meeting.
- 16.3 The Board shall determine the date, time and location of any Council Meeting.
- 16.4 The notice of the Council Meeting shall specify the date, time and location of the Council Meeting and the general nature of the business to be transacted at the Council Meeting.
- 16.5 The accidental omission to give notice of or the agenda for a meeting to, or the non-receipt of notice of or the agenda for a meeting by, any person entitled to receive notice or the agenda shall not invalidate the proceedings at that meeting.

## **17. Procedure at Council Meetings**

- 17.1 No business shall be transacted at a Council Meeting unless a quorum is present at the time when the meeting proceeds to business.
  - 17.1.1 A quorum for an Annual Council Meeting shall be 2.
  - 17.1.2 A quorum for a Biennial Council Meeting or a Special Council Meeting shall be 25% of National Delegates entitled to be present and representing a majority of voting rights.
  - 17.1.3 If such a quorum is not present within half an hour from the time appointed for the Council Meeting, or if during a Council Meeting such a quorum ceases to be present, the Council Meeting shall stand adjourned to such day, time and place as the Board may determine.

17.1.4 The President shall preside as Chairperson at every Council Meeting. If the President is not present, or is unwilling or unable to preside, the Board shall elect another Director who shall preside.

17.1.5 A Director shall be entitled to attend and speak at any Council Meeting.

17.1.6 World Bowls may alter:

17.1.6.1 the Articles, by way of Special Resolution of the Members;

17.1.6.2 the Regulations, by way of resolution of the Board.

### **Voting at Council Meetings**

## **18. Voting Rights**

18.1 Each Member National Authority represented personally by its National Delegates at any Council Meeting shall be entitled to exercise the number of votes set out in Article 18.2 (provided always that the Member National Authority has met its financial obligations to World Bowls).

18.2 Each Member National Authority shall have one vote in such a ballot. For the avoidance of doubt, Member Nations with more than one Member National Authority shall reconcile their vote between their National Authorities and shall still have one vote in total.

18.3 Where a nation has more than one Member National Authority, that nation shall reconcile its voting rights. In the event of any disagreement between those Member National Authorities, the matter shall be determined by the Board.

18.4 Each of the following shall be entitled to attend and take part in, but not to vote at any Council Meeting:

18.4.1 Associate Members or National Delegates appointed by Associate Members;

18.4.2 Development Members or National Delegates appointed by Development Members;

18.4.3 Life Members;

18.4.4 Directors;

18.4.5 The Chief Executive; and

18.4.6 The auditor.

## **19 Voting**

- 19.1 A resolution put to the vote of a Council 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:
- 19.1.1 by the Chairperson; or
  - 19.1.2 by at least two Members having the right to vote at the meeting; or
  - 19.1.3 by a Member or Members representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting;
- and a demand by a person as proxy for a Member shall be the same as a demand by the Member.
- 19.2 Unless a poll is demanded, a declaration by the Chairperson that a resolution, on a show of hands, has been carried or carried unanimously or by a particular majority or lost and entry to that effect in the book containing the minutes of the proceedings of World Bowls shall be conclusive evidence of the fact, without proof of the number of the votes recorded in favour of or against the resolution.
- 19.3.1 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chairperson and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
- 19.3.2 A poll shall be taken as the Chairperson directs and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 19.3.3 A poll demanded on the election of a Chairperson or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such other 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 the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the Council Meeting shall continue as if the demand had not been made.
- 19.4 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson shall be entitled to a casting vote in addition to any other vote he may have.
- 19.5 Where voting is required to be by secret ballot or where a poll is demanded the Chairperson will appoint a returning officer and scrutineers (who need not be Members).

19.6 A resolution in writing executed by or on behalf of 75% or more (where the resolution is a special resolution) or more than 50% (where the resolution is an ordinary resolution) of the Members who would have been entitled to vote upon it if it had been proposed at a Council Meeting at which the Member was represented shall be as effectual as if it had been passed at a Council Meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more Member Nations.

19.6.1 A Member entitled to attend and vote at a Council Meeting shall be entitled to appoint a proxy to represent the Member at the Council Meeting.

19.6.2 An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve):

We [ ] of [ ] being members of World Bowls, hereby appoint [ ] of [ ] or failing him [ ] of [ ] as our proxy to vote in our name and on our behalf at the Annual/Biennial/Special Council Meeting of World Bowls to be held on 20 and at any adjournment thereof.

Signed on 20 .

19.6.3 Where it is desired to afford Members an opportunity of instructing the proxy how he shall act, the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve):

We [ ] of [ ] being members of World Bowls, hereby appoint [ ] of [ ] or failing him [ ] of [ ] as our proxy to vote in our name and on our behalf at the Annual/Biennial/Special Council Meeting of World Bowls, to be held on 20 , and at an adjournment thereof.

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

Resolution No 1 +for +against

Resolution No 2 +for +against

+ strike out whichever is not desired.

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

Signed this day of 20 .

19.6.4 The instrument appointing a proxy and any authority under which it is executed or a

copy of such authority certified notarially or in some other way approved by the Directors may:

- 19.6.4.1 be deposited at the Office or such other place as is specified in the notice convening the Meeting or in any instrument of proxy sent out by World Bowls in relation to the Meeting not less than 48 hours before the time for holding the Meeting or adjourned Meeting at which the person named in the instrument proposes to vote; and
- 19.6.4.2 and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.
- 19.6.5 A vote given or poll demanded by proxy 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 World Bowls at the Office or at such other place at which the instrument of proxy was duly deposited before the commencement of the Meeting or adjourned Meeting at which the vote is given or the poll demanded.

## **The Board**

### **20. Composition of the Board**

- 20.1 Unless otherwise determined by ordinary resolution, the number of Directors shall be a maximum of eight, with a minimum of six Directors being:-
  - 20.1.1 the President who shall be Chairperson;
  - 20.1.2 5 Regional Directors (one for each Region); and,
  - 20.1.3 up to 2 Appointed Directors.
- 20.2 The President and all Regional Directors shall be Affiliated Bowlers.
- 20.3 Appointed Directors are not required to be Affiliated Bowlers.
- 20.4 There shall be a minimum of 1 Director of each gender at all times.
- 20.5 No more than two Directors from the same Member Nation may serve at any given time.
- 20.6 An employee of a Member National Authority may not be a Director.
- 20.7 A director or member of the executive board of a Member National Authority may not be President.

20.8 If a director or member of an executive board of a Member National Authority is elected as President, they will have 90 days from the date of their election to relinquish their position with their Member National Authority.

## **21 Election and appointment of President and Directors**

### **21.1 Election of President**

21.1.1 The Chief Executive shall not later than 120 clear days before the date of each Biennial Council Meeting write to each Member National Authority and:

21.1.2 invite nominations for the position of President; and

21.1.3 state the closing date of nominations.

21.1.4 Nominations shall:

21.1.4.1 be in writing and signed by the President and Secretary/Chief Executive Officer of the nominating National Authority;

21.1.4.2 contain the consent of the nominee together with their postal address;

21.1.4.3 be accompanied by such resume stating qualifications, experience, date of birth and other personal information as the nominee decides;

21.1.4.4 reach the Chief Executive not later than 90 clear days before the date of the relevant Biennial Council Meeting.

21.1.5 The Chief Executive shall forward copies of all nominations to all Member National Authorities at least 60 clear days before the relevant Biennial Meeting.

21.1.6 Should a ballot be necessary, Member National Authorities shall be given the opportunity of a postal or email/fax vote through the Returning Officer.

21.1.7 Each Member Nation shall have one vote in such a ballot. For the avoidance of doubt, Member Nations with more than one Member National Authority shall reconcile their vote between their National Authorities and shall still have only one vote in total.

21.1.8 After the close of the ballot, the Returning Officer shall count the valid votes for the candidates and declare to the Board the result of the election for the office of President

21.1.9 If no valid nomination for the position of President is received by the Returning Officer in accordance with Article 21, nominations for such position may be made orally at the relevant Biennial Council Meeting, provided that the approval of the nominee has been obtained. Should there be only one such nomination the Chairperson of the meeting shall declare the person elected. Should there be more

than one nomination, a ballot shall be taken amongst the Member Nations , present by National Delegate or by proxy.

21.1.10 In the event of a tie between the candidates, the Chairperson shall exercise the casting vote.

## **21.2 Election of Regional Directors**

21.2.1 World Bowls shall consist of the following 5 geographical regions (“Regions”):

- 1) Africa
- 2) The Americas (including the Caribbean)
- 3) Asia
- 4) Oceania
- 5) Europe

21.2.2 Each Region of World Bowls shall consist of such Member National Authorities within nations of that Region as defined by the Board from time to time.

21.2.3 Each Region shall elect one Regional Director to serve on the Board.

21.2.4 The Member National Authority within each Region which has the highest number of Affiliated Bowlers 150 clear days prior to the date of a Biennial Council Meeting shall appoint a Regional Returning Officer for the Regional Director election process from their National Authority in accordance with these Articles no later than 140 clear days prior to the date of the relevant Biennial Council Meeting and immediately thereafter communicate the name and full contact details of the appointed Regional Returning Officer to the Chief Executive.

21.2.5 Each Regional Returning Officer shall not later than 120 clear days prior to the date of the relevant Biennial Council Meeting communicate with all Member National Authorities within their Region calling for nominations for the position of Regional Director. The notice calling for nomination shall be accompanied by a job description for the position of Regional Director as defined by the Board.

21.2.6 All nominations for the position of Regional Director must be in writing and signed by the President and Secretary/Chief Executive Officer of the nominating National Authority and must reach the relevant Regional Returning Officer no later than 90 clear days prior to the date of the relevant World Bowls Biennial Council Meeting. Nominations shall include the written consent of the nominee and be accompanied by such resume stating qualifications, experience, date of birth and other personal information as the nominee decides.

21.2.7 Each Regional Returning Officer shall not later than 60 clear days prior to the date of the relevant Biennial Council Meeting forward details of all nominations for the

position of Regional Director to each Member National Authority of the relevant Region.

- 21.2.8. Should a ballot be necessary, Member National Authorities of the Region shall be given the opportunity of a postal or email/fax vote through the Regional Returning Officer. The date for receipt of completed voting forms shall be defined by the Board.
- 21.2.9 Each Member Nation of the relevant Region shall have one vote in such a ballot. For the avoidance of doubt, Member Nations with more than one Member National Authority shall reconcile their vote between their National Authorities and shall still have only one vote in total.
- 21.2.10 The Board shall define the date by which the name and contact details of the appointed Regional Director is required to be received by the Chief Executive.
- 21.2.11 Each Regional Returning Officer shall provide to the Board copies of all votes cast in any ballot to elect a Regional Director within 14 days of receipt of the Board's demand for such.
- 21.2.12 If no valid nomination for the position of Regional Director is received by the Regional Returning Officer in accordance with Article 21.2, nominations for such position may be made orally by a Member National Authority of that Region at the relevant Biennial Council Meeting, provided that the approval of the nominee has been obtained. Should there be only one such nomination the Chairperson shall declare the person elected. Should there be more than one nomination, a ballot shall be taken amongst the Member Nations of the relevant Region present by National Delegate or by proxy.
- 21.2.13 The appointment of Regional Directors shall be ratified by Council.

### **21.3 Appointment of Appointed Directors**

- 21.3.1 An Appointed Director may be appointed by the Board's Appointments Committee at any time such an appointment is requested by the President and Regional Directors.
- 21.3.2 When submitting a request for the appointment of an Appointed Director to the Board's Appointments Committee, the President and the Regional Directors shall specify the specialist skills and other criteria required ("Requirements") to be fulfilled by the requested appointment.
- 21.3.3 The Board's Appointment Committee shall identify appropriate candidates to be considered for the requested appointment and may appoint only a person who satisfies the Requirements. If no such person can be identified, the Board's Appointment Committee may recommend to the President and Regional Directors one or more



alternative candidates who meet some of the Requirements and the President and Regional Directors may appoint any of such candidates as an Appointed Director.

## **22. Terms of Office**

- 22.1 The President shall be elected for a term of 2 years and shall be entitled to stand for re-election but may serve no more than 4 terms of 2 years.
- 22.2 Each Regional Director shall be elected for a term of 2 years and shall be entitled to stand for re-election but may serve no more than 4 terms of 2 years.
- 22.3 Each Appointed Director shall be appointed for a term of up to two years and may be re-appointed for further terms. The President and Regional Directors may at any time shorten or terminate the term of office of any Appointed Director and they may request the Board's Appointments Committee to appoint a replacement for the remaining term of the vacated position.
- 22.4 The terms of the President and all Regional Directors shall commence, and terminate (unless vacated earlier), at the conclusion of the business of the relevant Biennial Council Meeting.

## **23. Vacancies on the Board**

- 23.1 In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Act, the office of a Director becomes vacant if the Director:
  - 23.1.1 dies;
  - 23.1.2 becomes bankrupt or makes any arrangement or composition with his creditors generally;
  - 23.1.3 becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
  - 23.1.4 resigns his office in writing to World Bowls;
  - 23.1.5 is absent, without the consent of the Board, from meetings of the Board held during a period of 6 months;
  - 23.1.6 holds any office of employment with World Bowls;
  - 23.1.7 is directly or indirectly interested in any contract or proposed contract with World Bowls and fails to declare the nature of his interest;
  - 23.1.8 in the opinion of the Board or Council, has:

23.1.8.1 acted in a manner unbecoming or prejudicial to the objects and interests of World Bowls and/or the sport of Bowls; or

23.1.8.2 brought World Bowls, any Member and/or the sport of Bowls into disrepute;

23.1.9 is removed by Ordinary Resolution.

23.2 Any casual vacancy occurring in the position of Director may be filled by the Board. Any casual vacancy may only be filled for the remainder of the Director's term under these Articles.

23.2.1 Any casual vacancy occurring in the position of Regional Director may only be filled by an Affiliated Bowler from the relevant Region.

23.3 The continuing Directors or a sole continuing Director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.

## **24. Alternate Directors**

Alternate Directors are not permitted

## **25. Powers of the Board**

25.1 The business of World Bowls shall be administered and managed, and the powers of World Bowls shall be exercised, by the Board. In particular, the Board shall be responsible for acting on all issues in accordance with the objects of World Bowls, the policy directives of the Council and shall operate for the benefit of World Bowls.

25.2 The Board shall be entitled to promulgate such Regulations as the Board believes to be required.

## **26. Board Meetings, etc**

26.1 The Board shall meet as often as is deemed necessary in every calendar year for the dispatch of business and may adjourn and, subject to the Articles, otherwise regulate its meetings as it thinks fit. The President or 3 Regional Directors may at any time requisition a meeting of the Board, which meeting shall be held within a reasonable time of such requisition.

26.2 Without limiting the power of the Board to regulate their meetings as they think fit, a meeting of the Board may be held where one or more of the Directors is not physically present at the meeting, provided that:

- 26.2.1 all persons participating in the meeting are able to communicate with each other effectively simultaneously and instantaneously whether by means of telephone or other form of communication;
- 26.2.2 notice of meeting is given to all Directors entitled to notice in accordance with the usual procedures agreed upon and laid down from time to time by the Board and such notice specified that Directors are not required to be present in person;
- 26.2.3 in the event that a failure in communications prevents Article 26.2.1 from being satisfied by that number of Directors which constitute a quorum, and none of such Directors are present at the place where the meeting is deemed by virtue of the further provisions of this Article to be held, then the meeting shall be suspended until Article 26.2.1 is satisfied again. If such condition is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated;
- 26.2.4 any meeting held where one or more of the Directors is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Director is there present and if no Director is there present the meeting shall be deemed to be held at the place where the Chairperson of the meeting is located.
- 26.3 The quorum for meetings of the Board is 5 Directors, 3 of whom must be Regional Directors.
- 26.4 Decisions of the Board shall be decided by a majority of votes and a determination of a majority of Directors present at the meeting shall for all purposes be deemed a determination of the Board. The President, the Regional Directors and Appointed Directors shall each have one vote on any question. In the event of an equality of votes, the Chairperson shall exercise the casting vote. The Chief Executive shall not be entitled to vote.
- 26.5 The President shall chair all meetings of the Board. If the President is absent, or is unwilling or unable to act as Chairperson, the Board shall appoint one of the Regional Directors to be the Chairperson.
- 26.6 A resolution in writing by all Directors shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held. Any such resolution may consist of several documents of like form each signed by one or more of the Directors. Any such document will be valid if signed via facsimile or electronically.
- 26.7 Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence) not less than 30 days written notice of the meeting of the Board shall be given to each Director. The agenda shall be forwarded to each Director not less than 14 days prior to such meeting.
- 26.8 A Director shall not vote in respect of any contract or proposed contract with World Bowls in which he is interested or any matter arising from that contract and if he does

so vote his vote shall not be counted.

- 26.9 All acts done by a meeting of Directors, or of a committee of Directors, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director 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 and had been entitled to vote.
- 26.10 If a question arises at a meeting of Directors or of a committee of Directors as to the right of a Director to vote, the question may, before the conclusion of the meeting, be referred to the Chairperson of the meeting and his ruling in relation to any Director other than himself shall be final and conclusive.

## **27. Board Committees**

The Board may create or establish or appoint committees, officers or consultants to carry out such duties and functions, and with such powers, as the Board determines.

## **28. Remuneration of directors**

The provisions of the Memorandum of World Bowls as to the remuneration of directors shall apply.

## **29. Directors' expenses**

The Directors may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of Directors or committees of Directors or Council Meetings or separate meetings of the Members or otherwise in connection with the discharge of their duties.

## **30. Directors' appointments and interests**

- 30.1 Subject to the provisions of the Act and the Memorandum of World Bowls and provided that he has disclosed to the Board the nature and extent of any material interest of his, a Director notwithstanding his office:
- 30.1.1 may be a party to, or otherwise be interested in, any transaction or arrangement with World Bowls or in which World Bowls is otherwise interested;
- 30.1.2 may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by World Bowls or in which World Bowls is otherwise interested; and
- 30.1.3 shall not, by reason of his office, be accountable to World Bowls for any benefit which he derives from any such office or employment from any such transaction or

arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

30.2 For the purposes of Article 30:

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

30.2.2 an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

### **Miscellaneous**

#### **31. Chief Executive**

31.1 The Chief Executive shall be appointed by the Board for such term and on such conditions as it thinks fit.

31.2 The Chief Executive shall act as and carry out the duties of Company Secretary of World Bowls and shall administer and manage World Bowls in accordance with the Act and the Articles.

31.3 The Chief Executive shall:

31.3.1 be entitled to notice of, and as far as is practicable, shall attend and participate in debate at, all meetings of the Board and the Council;

31.3.2 prepare the agenda for all Board Meetings and all Council Meetings;

31.3.3 facilitate the recording and preparation of minutes of the proceedings of all meetings of the Board and the Council, and shall use his best endeavours to distribute relevant minutes to Directors within 14 days from the date of the meeting; and

31.3.4 report quarterly on the activities of, and issues relating to, World Bowls.

#### **32. Minutes**

The Directors shall cause minutes to be made in books kept for the purpose:

32.1 of all appointments of officers made by the Directors; and

32.2 of all proceedings at meetings of World Bowls, and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting.

### **33. Seal**

World Bowls shall not have a seal. The Directors may determine who shall sign any instrument and unless otherwise so determined, it shall be signed by a Director and by the Secretary or by two Directors.

### **34. Accounts**

No Member shall (as such) have any right of inspecting any accounting records or other book or document of World Bowls, except as conferred by statute or authorised by the Directors or by ordinary resolution of World Bowls.

### **35. Notices**

35.1 Any notice to be given to or by any person pursuant to the Articles shall be in writing (which includes faxes and emails) except that a notice calling a meeting of the Directors need not be in writing.

35.2 Any notice, document or other information shall be deemed served on or delivered to the intended recipient:

35.2.1 if properly addressed and sent by prepaid first class post, 48 hours after it was posted;

35.2.2 if properly addressed and delivered by hand, when it was given or left at the appropriate address; and

35.2.3 if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied.

For the purposes of this article, no account shall be taken of any part of a day that is not a working day.

35.3 In proving that any notice, document or other information was properly addressed, it shall suffice to show that the notice, document or other information was addressed to an address permitted for the purpose by the Act.

35.4 A Member present, either through a National Delegate or by proxy, at any meeting of World Bowls shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

### **36. Winding up**

On the winding-up and dissolution of the World Bowls the provisions of the Memorandum of World Bowls shall have effect as if repeated in these Articles.

### **37. Indemnity**

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 World Bowls shall be indemnified out of the assets of the World Bowls against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the World Bowls.

**38. Official Language**

The Official Language of World Bowls shall be English, and all communications to and from World Bowls shall be in English.

ARTICLES OF ASSOCIATION  
of  
World Bowls

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