WORLD BOWLS LTD

CONSTITUTION

ABN 664 679 805
ACN 94 664 679 805

Date approved: 9 November 2025

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1. NAME OF COMPANY

The name of the Company is World Bowls Ltd (**WB**).

2. OBJECTS OF WB

The Objects for which WB is established are to:

(a) be the international governing body for the administration of the sport of Bowls;

(b) create a single, uniform global entity through and by which Bowls may be conducted, promoted and administered;

(c) strive for and maintain government, commercial and public recognition of WB as the world authority for Bowls;

(d) provide for the encouragement, conduct, promotion, advancement and administration of Bowls throughout the world;

(e) encourage the growth of Bowls on a worldwide basis;

(f) affiliate and liaise with such other bodies as may be desirable in pursuit of these Objects or otherwise, including the International Olympic Committee (**IOC**), International Paralympic Committee (**IPC**) and the Commonwealth Games Federation (**CGF**);

(g) conduct or commission research and development for improvements in Bowls and Bowls equipment, including regulations for the testing of Bowls;

(h) promulgate and secure uniformity in such laws, policies and standards as may be necessary for the management and control of Bowls, Bowls competitions and related activities including (but not limited to) the Laws of the Game and coaching standards;

(i) establish and conduct educational programmes;

(j) ensure the maintenance and enhancement of WB and Bowls, their standards, quality and reputation;

(k) at all times promote mutual trust and confidence between WB and the Members in pursuit of these Objects;

(l) use and protect the Intellectual Property;

(m) apply the property and capacity of WB solely towards the fulfilment and achievement of these Objects;

(n) review and/or determine any matter relating to Bowls which may arise, or which is referred to it, by any Member;

(o) have regard to the public interest in its operations;

(p) do all that is reasonably necessary to enable these Objects to be achieved and to enable the Members to receive the benefits which these Objects are intended to achieve;

(q) determine and authorise conditions for competitive international games, hold events and competitions and encourage and promote performance-enhancing drug free competition; and

(r) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.

3. INTERPRETATION

(a) In this Constitution unless the contrary intention appears:

Act means the *Corporations Act 2001 (Cth)*.

Appointed Director means a Director appointed under **clause 22**.

Associate Member is an organisation established to administer a specific format of Bowls as listed in **Schedule C.**

Board means the body consisting of the Directors under **clause 20**.

Bowls means all forms of the sport played indoors and outdoors including Para Bowls.

Bowls Club means an entity established to promote and conduct Bowls and which is recognised by WB and/or a MNA.

Chief Executive Officer or **CEO** means the Chief Executive Officer of WB for the time being appointed under this Constitution.

Constitution means this Constitution of WB.

Delegate means the person appointed from time to time to act for and on behalf of, and to represent, a MNA or an Associate Member in relation to WB.

Director means and includes Elected Directors and Appointed Directors.

Elected Director means a Director elected under **clause 21**.

Financial year means the year ending 30 June in each year.

General Meeting means any general meeting including the annual or a special general meeting of WB.

Intellectual Property means all rights subsisting in copyright, trade names, trademarks, logos, designs, equipment, images (including photographs, videos or films) or service marks (whether registered or registrable) relating to WB, or any

event or competition or Bowls equipment, product, publication or activity developed, conducted, promoted or administered by WB.

Life Member means a Life Member of WB as listed in **Schedule B**.

Member means a member for the time being of WB under **clause 11**.

Member National Authority or **MNA** means a National Authority that is a Member as listed in **Schedule A**.

National Authority means a body recognised by WB responsible for the conduct and administration of Bowls in a particular country.

Objects means the objects of WB in **clause 2**.

Para Bowls means those forms of the sport played indoors and outdoors recognised and categorised by the IPC.

Policies means any Policies made by the Board under **clause 39**.

President means the President of WB who is elected under **clause 20**.

Region means the geographical regions of Africa, The Americas (including the Caribbean), Asia, Oceania and Europe. Each Region shall consist of such MNAs within that Region as may be recognised by the Board from time to time.

Regulations means any Regulations made by the Board under **clause 39**.

Special Resolution means a resolution:

(i) the notice of which must set out an intention to propose the special resolution and must state the resolution; and

(ii) that has been passed by at least 75% of the votes cast by members entitled to vote on the resolution.

(b) Expressions referring to **writing** shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

(c) In this Constitution:

(i) a reference to a function includes a reference to a power, authority and duty;

(ii) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;

(iii) words importing the singular include the plural and vice versa;

(iv) words importing any gender include the other genders;

(v) references to persons include corporations and bodies politic;

(vi) references to a person include the legal personal representatives, successors and permitted assigns of that person; and

(vii) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction).

(d) If any provision of this Constitution or any phrase contained in it is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction, if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of the Constitution or affecting the validity or enforceability of that provision in any other jurisdiction.

(e) The specification of the Objects in **clause 2** are not in any particular order and are not to be construed so as to lead to the construction that any object is more important than any other object nor than any object which is specified in detail is more important than any object which has not been specified in detail. No particular object will be limited by reference to any other and the rule of construction known as the *ejusdem generis* rule shall not apply.

(f) Except where the contrary intention appears in this Constitution, an expression in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Act, has the same meaning as that provision of the Act.

(g) WB is established solely for the Objects.

(h) The replaceable rules referred to in the Act are expressly displaced by this Constitution.

4. POWERS OF WB

Solely for furthering the Objects, WB has the legal capacity and powers of a company limited by guarantee as set out under section 124 of the Act.

5. APPLICATION OF INCOME

(a) The income and property of WB shall be applied solely towards the promotion of the Objects.

(b) Except as prescribed in this Constitution:

(i) no portion of the income or property of WB shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to any Member or Director; and

(ii) no remuneration or other benefit in money or money's worth shall be paid or given by WB to any Member.

(c) Nothing in **clauses 5(a)**or **5(b)** prevents payment in good faith of or to any Member or Director:

(i) for any services actually rendered to or on behalf of WB whether as an employee or otherwise;

(ii) for goods supplied to WB in the ordinary and usual course of business;

(iii) of interest on money borrowed from any Member;

(iv) of rent for premises demised or let by any Member to WB; or

(v) for any out-of-pocket expenses incurred by the Member on behalf of WB;

provided that any such payment:

(vi) shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction; and

(vii) if to any Director, is first approved by resolution of the Board.

6. ADDITION ALTERATION OR AMENDMENT

No addition, alteration or amendment shall be made to this Constitution unless the same has been approved by a Special Resolution.

7. LIABILITY OF MEMBERS

The liability of the Members of WB is limited.

8. MEMBERS' CONTRIBUTIONS

Every Member undertakes to contribute to the assets of WB if it is wound up while a Member, or within one year after ceasing to be a Member, for payment of the debts and liabilities of WB contracted before the time at which it ceases to be a Member, and the costs, charges and expenses of winding up and for an adjustment of the rights of contributors among themselves, such amount as may be required **not exceeding** one dollar (**AUD$1.00**).

9. DISTRIBUTION OF PROPERTY ON WINDING UP

(a) This clause applies if WB is wound up under the Act and there are surplus assets.

(b) The surplus assets of WB shall be distributed proportionally amongst MNAs and Associate Members provided that a MNA or Associate Member at the time of distribution:

(i) has objects similar to the Objects; and

(ii) has rules which:

(A) require the application of the MNA's or Associate Member's assets and income solely to promote the MNA's or Associate Member's objects; and

(B) prohibit the distribution of income and assets to the members of the MNA or Associate Member; and

(C) prohibit paying fees to the MNA's or Associate Member's directors; and

(D) require the MNA's or Associate Member's directors to approve all other payments the MNA or Associate Member makes to its directors; and

(iii) if WB is approved by the Commissioner of Taxation as a public benevolent institution for the purposes of any Commonwealth taxation legislation, holds or is entitled to a similar approval.

(c) Any distribution of any surplus assets of WB will be proportionate to the annual fee levied against the individual MNA or Associate Member.

(d) If the surplus assets cannot be distributed to MNAs or Associate Members, they must be given to another entity which meets the requirements set out in **clause 9(b)**.

(e) In this clause, **surplus assets** means the assets of WB after payment of:

(i) the debts and liabilities remaining on its winding up; and

(ii) the costs, charges and expenses of the winding up.

10. ACCOUNTS

WB shall keep true accounts of the:

(a) sums of money received and expended by WB and the manner in respect of which such receipt and expenditure takes place; and

(b) property, assets and liabilities of WB.

Once at least in every year the accounts of WB shall be examined by one (1) or more properly qualified and appointed auditor or auditors who shall report to the Members in accordance with the Act.

11. MEMBERS

Subject always to this Constitution there shall be the following categories of Members:

(a) MNAs which have the right to be represented by their Delegates as their appointed and authorised representatives who shall have the right to be present, debate and vote on behalf of their MNA at General Meetings;

(b) Associate Members which have the right to be represented by their Delegates as their appointed and authorised representatives shall have the right to be present and to speak at General Meetings, but shall have no voting rights; and

(c) Life Members who shall have the right to be present and to speak at General Meetings, but shall have no voting rights; and

(d) such other categories of non-voting Members as may be created by resolution of the WB Board.

Notwithstanding anything in this Constitution additions to the Schedules of Members in this Constitution may be approved and made by resolution of the WB Board. Members will be notified where a schedule is varied under this clause.

12. NATIONAL AUTHORITIES

(a) WB may recognise a National Authority in each country throughout the world. If established or recognised each National Authority shall:

(i) administer Bowls in its particular country in accordance with the Objects and the objects of the National Authority; and

(ii) be incorporated in its country;

(iii) appoint its Delegate to represent it at General Meetings;

(iv) apply its property and capacity solely in pursuit of its objects and Bowls;

(v) do all that is reasonably necessary to enable its objects to be achieved; and

(vi) ensure its constituent documents clearly reflect the Objects.

(b) 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 or recognition.

(c) Every National Authority that wishes to become a MNA shall apply for membership in accordance with this Constitution and as required by the Board from time to time.

(d) No National Authority shall be:

(i) admitted as a MNA; or

(ii) recognised as a National Authority;

unless approved by the Board.

(e) Applications for membership shall only be accepted from recognised National Authorities who are authorised to administer the sport on behalf of both genders, indoor and outdoor codes, disability, short mat where relevant, of Bowls.

(f) An existing MNA 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. No existing MNA with a single National Authority shall be permitted to establish separate National Authorities for any single gender nor for indoor and outdoor codes of Bowls. Any new Member National Authority's application for membership shall be approved by the Board. The Board's assessment criteria will include consideration of demonstrated inclusivity and diversity.

13. ASSOCIATE MEMBERS

(a) WB may recognise other organisations established to administer a specific format of Bowls as Associate Members. If recognised each Associate Members shall:

(i) be incorporated in its country;

(ii) be recognised by the relevant MNA;

(iii) appoint its Delegate to represent it at General Meetings;

(iv) apply its property and capacity solely in pursuit of its objects and Bowls;

(v) do all that is reasonably necessary to enable its objects to be achieved; and

(vi) ensure its constituent documents clearly reflect the Objects.

(b) Every organisation established to administer a specific format of Bowls that wishes to become an Associate Member shall apply for membership in accordance with this Constitution and as required by the Board from time to time.

(c) No organisation shall be admitted as an Associate Member unless approved by the Board.

14. LIFE MEMBERS

(a) The Board may recommend to a General Meeting that any person who has rendered distinguished or special service to World Bowls or to Bowls, be made a Life Member.

(b) WB may, by Special Resolution passed at a General Meeting, make a person recommended in terms of **clause 14(a)** a Life Member.

(c) Life membership may be revoked by resolution of the Board (acting reasonably).

15. MEMBERSHIP APPLICATION AND RENEWAL

(a) Membership is not automatic. MNAs and Associate Members must apply to renew their membership with WB annually.

(b) An application for membership or renewal must be:

(i) in writing on the form prescribed by the Board from time to time;

(ii) accompanied by such documents as the Board may reasonably require from time to time; and

(iii) accompanied by the appropriate fee, if any.

(c) WB may, acting reasonably and in good faith, accept or reject an application whether the applicant has complied with the requirements in **clauses 15(a)** and **15 (b)** or not. Where WB accepts an application and the Board ratifies such acceptance, the applicant will become or continue to be a Member. Membership of WB by the applicant will commence however, upon acceptance of the application by WB. Where WB rejects an application WB will refund any fees forwarded with the application. WB is not obliged to accept any application nor is it obliged to give reasons if it rejects an application. There is no appeal against a decision to reject an application under this clause.

(d) All Members which are currently members of WB shall be deemed to be or shall continue as Members of WB at the time of adoption of this Constitution.

16. EFFECT OF MEMBERSHIP

Members acknowledge and agree that:

(a) this Constitution constitutes a contract between each of them and WB and that they are bound by the Constitution and the Regulations;

(b) they shall comply with and observe this Constitution and the Regulations and any determination or resolution which may be made or passed by the Board or any duly authorised committee of the Board, however named;

(c) by submitting to this Constitution and the Regulations they are subject to the jurisdiction of WB;

(d) the Constitution and Regulations are necessary and reasonable for promoting the Objects and particularly the advancement and protection of Bowls;

(e) neither membership of WB nor this Constitution gives rise to:

(i) any proprietary right of Members in, to or over WB or its property or assets;

(ii) subject to the Act and WB acting in good faith, the right of Members to natural justice, unless expressly provided for in this Constitution; and

(f) they are entitled to all benefits, advantages, privileges and services of WB membership.

17. DISCONTINUANCE OF MEMBERSHIP

(a) Subject to this Constitution:

(i) a MNA or Associate Member having paid all arrears of fees payable by it to WB, may withdraw from membership by giving notice in writing of such withdrawal to WB; and

(ii) membership will cease upon receipt by WB of such written notice of such withdrawal.

(b) A MNA or Associate Member may only withdraw from membership of WB where such resignation has been approved by a Special Resolution of the Members of that MNA or Associate Member and otherwise in accordance with that MNA's or Associate Member's constitution.

(c) Notwithstanding anything in this Constitution or the Regulations, membership of WB may be discontinued by the Board upon breach of any clause of this Constitution, including, but not limited to the failure to pay any monies owed to WB, the Regulations or any resolutions or determinations made or passed by the Board or any duly authorised committee of the Board (however named).

(d) Membership shall not be discontinued under **clause 17(c)** without the accused Member first having been given notice of the breach and the opportunity to explain the breach and/or remedy the breach.

(e) Where a Member fails to adequately explain or remedy the breach, that Member's membership may be discontinued under **clause 17** by WB giving written notice of the discontinuance to the Member. There is no appeal against a decision to discontinue membership under this **clause 17**.

(f) Membership which has been discontinued under **clause 17** may be reinstated at the discretion of the Board.

(g) A Member who or which ceases to be a Member shall forfeit all right in and claim upon WB and its property, including Intellectual Property. Where a MNA or Associate Member ceases to be a Member it shall forfeit all rights of representation.

(h) Membership fees or subscriptions paid by the discontinued Member for the relevant year may be refunded on a pro-rata basis to the Member upon discontinuance. The name of such Member shall be removed from the Register of Members.

18. DISCIPLINE OF MEMBERS

Where the Board is advised or considers that a Member has allegedly:

(a) breached, failed, refused or neglected to comply with a provision of this Constitution, the Regulations or any resolution or determination of the Board or any duly authorised committee; or

(b) acted in a manner unbecoming of a Member, or prejudicial to the Objects and/or interests of WB and/or Bowls; or

(c) brought WB, themselves, any other Member or Bowls into disrepute;

the Board may commence or cause to be commenced, investigatory or disciplinary proceedings against that Member, and that Member will be subject to, and submits unreservedly to the jurisdiction, disciplinary procedures and penalties and the appeal mechanisms as set out in the Regulations or as otherwise determined by the Board.

19. FEES

The annual membership subscription (if any), fees and other levies (if any) payable by MNAs and Associate Members to WB, the time for and manner of payment shall be as determined by the Board from time to time.

An annual fee increase up to five percent (5%) on the previous year may be applied by resolution of the WB Board. Where an increase above five percent (5%) is proposed, the increase must be approved by resolution of voting Members.

Any fee increase will be advised to fee paying Members a minimum of twelve (12) months in advance.

20. BOARD COMPOSITION

(a) The Board shall comprise up to nine (9) Directors being:

(i) five (5) elected directors; and

(ii) up to four (4) appointed directors allowing appointments as required from time to time.

The Directors will elect one (1) person from among their number to be the President following the Annual General Meeting (**AGM**).

(b) Qualifications and skill sets for Director positions shall be as determined by the Board from time to time. The Board shall consist of at least forty percent (40%) of one (1) gender, either male or female at all times. WB will strive to prioritise diversity and inclusivity in the composition of the Board.

(c) At least two (2) Directors of World Bowls must ordinarily reside in Australia under the Act.

(d) Subject always to this Constitution, no Director is entitled to be paid fees by the Company.

21. ELECTED DIRECTORS

(a) Nominations for Elected Director positions shall be called for by the company secretary fifty-six (56) days prior to the AGM. When calling for nominations the company secretary shall also provide details of the necessary qualifications and job descriptions for the position.

(b) Nominations must be:

(i) in writing;

(ii) on the prescribed form provided for that purpose;

(iii) signed by an authorised representative of the nominee's MNA;

(iv) certified by the nominee expressing their willingness to accept the position for which they are nominated, and further than they are not disqualified (or facing disqualification) from being eligible to be elected; and

(v) received by the company secretary at least twenty-eight (28) days prior to the AGM and shall be sent to the Members entitled to receive notice under this Constitution of the AGM with the agenda for that General Meeting.

(c) Subject to nominees meeting the qualifications as determined by the Board from time to time, nominations for Director are open to any person who is a member of a MNA. A president or chair of an MNA (by whatever title) who is elected to the Board is not eligible to be elected as World Bowls President while still a president or chair of a MNA. The Elected Directors shall be elected at the AGM from amongst nominations submitted to the company secretary in accordance with this Constitution for terms of three (3) years, which shall commence from the conclusion of the AGM at which the election occurred until the conclusion of the third AGM following.

(d) The election of Directors shall be by the preferential ballot system and shall be by secret ballot. All Directors must be elected by a majority of votes even if they are the only nominee for a Director's position.

(e) In the first election following adoption of this Constitution an Elected Director will be elected as follows:

(i) one (1) Director of one (1) year; and

(ii) two (2) Directors for two (2) years; and

(iii) two (2) Directors for three (3) years.

The initial determination of terms under this clause shall be determined by lot.

(f) Elected Directors can only hold office for three (3) consecutive terms of three (3) years (a total of nine (9) consecutive years). A person who has served nine (9) consecutive years as an Elected Director and who becomes ineligible to serve a further term as a Director becomes eligible again after the expiry of three (3) years from the end of their term. Any time served as a Director under World Bowls' previous companies (UK and/or Aust.), shall apply to this term in office.

22. APPOINTED DIRECTORS

(a) Following the adoption of this Constitution, the Board may appoint up to four (4) Appointed Directors.

(b) Appointed Directors may have specific skills in high performance sports, Para Bowls, commerce, finance, marketing, sport, law or business generally or such other skills which complement the Board composition and WB's strategic direction. Appointed Directors should bring such skill sets to the Board that provide genuine, external independence and objectivity to, and for, the Board.

(c) Appointed Directors may be appointed in accordance with this Constitution for a term of a maximum of three (3) years, the commencement and conclusion of which will be determined by the Board. Appointed Directors may be re-appointed but, can only hold office for three (3) consecutive terms of three (3) years (so a total nine (9) consecutive years) Any time served as an Appointed Director under World Bowls previous companies (UK and/or Aust.), shall apply to this term in office.

23. POWERS OF THE BOARD

Subject to the Act and the provisions of this Constitution the business of WB shall be managed, and the powers of WB shall be exercised, by the Board.

24. COMMITTEES AND COMMISSIONS

(a) The Board will from time to time convene and/or establish the following committees or advisory groups:

(i) Laws Advisory Group;

(ii) Coaching Advisory Group;

(iii) Athletes' Commission;

(iv) Finance Committee;

(v) Audit and Risk Committee;

(vi) Nominations Committee;

(vii) Regions Committee; and

(viii) Para Bowls Committee.

(b) Other committees may be established by the Board as required.

(c) **Clause 38** applies to any committee established under this clause.

25. VACANCIES OF DIRECTORS

(a) 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:

(i) becomes bankrupt or makes any arrangement or composition with their creditors generally;

(ii) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;

(iii) resigns their office in writing to WB;

(iv) is absent without the consent of the Directors from Board meetings held during a period of six (6) months;

(v) is directly or indirectly interested in any contract or proposed contract with WB;

(vi) in the opinion of the Board has:

(A) acted in a manner unbecoming or prejudicial to the Objects and/or interests of WB and/or Bowls; or

(B) brought themselves, WB or Bowls into disrepute;

(vii) is otherwise prohibited from being a Director of a company under the Act; or

(viii) is removed from office in accordance with the Act.

(b) Any vacancy occurring in membership of the Board may be filled by the Board from suitably qualified candidates. Such person shall hold office for the remainder of the term of the Director they are replacing.

(c) If a vacancy or vacancies occurs in the office of a Director or Directors, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a Board meeting, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum.

26. MANAGEMENT

(a) Subject to the policy directives of the Board, WB shall be managed by the CEO who may exercise all powers of WB which are not, under the Act or this Constitution required to be exercised by WB in a General Meeting, Board Meeting and subject further to any restriction contained in this Constitution or the provisions of the Act. No resolution passed by WB in General Meeting shall invalidate any prior act of the CEO or the Board which would have been valid if that resolution had not been passed.

(b) The CEO shall ensure that the resolutions of the Board and WB are properly and efficiently carried out and shall transact all business of WB between Board meetings and General Meetings. The CEO shall report to the Board at each Board meeting.

(c) All negotiable instruments and all receipts for money paid to WB, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board determines from time to time.

27. MEETINGS OF THE BOARD

(a) The Board shall meet on at least four (4) occasions in every calendar year for the dispatch of business and may adjourn and, subject to this Constitution, otherwise regulate, its meetings as it thinks fit. Any Director may on reasonable notice convene a meeting of the Board.

(b) The President will preside over all Board meetings and General Meetings. If the President is unwilling or unable to chair a meeting the Board will appoint another Director to chair that meeting.

(c) The CEO shall attend Board meetings but has no voting rights

(d) Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes and a determination of a majority of Directors shall for all purposes be deemed a determination of the Board. All Directors shall have one (1) vote on any question. The President may exercise a casting vote where voting is equal.

(e) Subject to all Directors receiving notice of the proposed resolution, a resolution in writing, signed or assented to by any form of visible electronic communication by the majority of the 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 in like form each signed by one or more of the Directors.

(f) Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of the Board may be called or held using any technology consented to by all the Directors provided that:

(i) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously;

(ii) notice of the meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board and such notice specifies that Directors are not required to be present in person;

(iii) if a failure in communications prevents condition (i) from being satisfied by that number of Directors which constitutes 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 clause, to be held, then the meeting shall be suspended until condition (i) is satisfied again. If such condition is not satisfied within 15 minutes from the interruption, the meeting shall be deemed to have terminated; and

(iv) 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 President of the meeting is located.

(g) At meetings of the Board the number of Directors whose presence is required to constitute a quorum is a majority of Directors.

(h) Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence), not less than fourteen (14) days written notice of the meeting of the Board shall be given to each Director. The meeting agenda shall be forwarded to each Director not less than seven (7) days prior to such meeting.

28. DIRECTORS' INTERESTS

(a) A Director is ineligible to hold office and is also disqualified from office if they are:

(i) Currently or within the prior 3 years holding or assuming any place of profit or position of employment in WB or in any company or incorporated association in which WB is a shareholder or otherwise interested; or

(ii) contracting with WB either as vendor, purchaser or otherwise.

(b) A Director who has a material personal interest in a matter that relates to the affairs of WB must declare that interest to the Board.

(c) A Director who has a material personal interest in a matter, may give the Board standing notice of the nature and extent of the interest in the matter. The notice may be given at any time and whether or not the matter relates to the affairs of WB at the time the notice is given.

(d) The company secretary shall record in the minutes any declaration made or any general notice given by a Director and the action decided upon by the Board in relation to that declaration.

(e) A Director, notwithstanding the interest, may be counted in the quorum present at any meeting, but cannot remain in the meeting whilst the matter in which the Director is interested is being debated and cannot vote in respect of any matter in which the Director is interested. If the Director remains and votes in such matter, the vote shall not be counted.

29. CHIEF EXECUTIVE OFFICER

(a) The CEO shall be appointed by the Board for such term and on such conditions as it thinks fit.

(b) The CEO may be appointed by the Board, unless otherwise resolved by the Board, to act as a company secretary of WB and shall administer and manage WB in accordance with this Constitution.

(c) The CEO as far as practicable shall attend all Board meetings and General Meetings.

(d) The CEO shall:

(i) prepare the agendas for all Board meetings and General Meetings; and

(ii) record and prepare minutes of the proceedings of all meetings of the Board and WB; and

(iii) cause to be prepared and lodged any relevant statutory reports and or notifications.

(e) Subject to this Constitution the CEO has power to perform all such things as appear necessary or desirable for the proper management and administration of WB.

(f) The CEO may employ such personnel as are deemed necessary from time to time and such appointments shall be for such period and on such conditions as the CEO determines.

30. ANNUAL GENERAL MEETING (AGM)

An AGM of WB shall be held in accordance with the Act and on a date and at a venue to be determined by the Directors. All General Meetings other than the AGM shall be Special General Meetings (**SGM**) and shall be held in accordance with this Constitution.

31. NOTICE OF ANNUAL GENERAL MEETING

(a) At least twenty-one (21) days' notice of an AGM shall be given to the Directors, the Member's and WB's auditor, together with:

(i) any notice of motion received from any MNA or Associate Member or any Director; and

(ii) the agenda for the meeting.

(b) A notice of an AGM shall specify the place and day and hour of meeting and shall state the business to be transacted at the meeting.

(c) The business to be transacted at the AGM includes the consideration of accounts and the reports of the Board and auditors, the election of Director(s) and the appointment, and (if appropriate) fixing of the remuneration, of the auditors.

(d) Notice of an AGM shall be given to WB's auditor, the Directors, MNA, Associate Members and Life Members at the address appearing in the Register kept by WB. Notice of every General Meeting may also be posted on WB's website.

(e) No other person shall be automatically entitled as of right to receive notices of AGMs.

32. BUSINESS AT ANNUAL GENERAL MEETINGS

No business other than that stated on the notice of the AGM shall be transacted at that AGM.

33. NOTICES OF MOTION

(a) All notices of motion for inclusion as special business at an AGM must be submitted in writing to the CEO not less than twenty-eight (28) days (excluding receiving date and meeting date) prior to the AGM.

(b) A motion of which due notice has been given, if unsuccessful, cannot be resubmitted, nor may any other motion having a similar effect be moved at a subsequent SGM for a period of twelve (12) months.

34. SPECIAL GENERAL MEETINGS (SGM)

An SGM may be convened by resolution of the Board or otherwise in accordance with the Act.

35. PROCEEDINGS AT ANNUAL AND SPECIAL GENERAL MEETINGS

(a) WB may hold an AGM or SGM at two (2) or more venues using any technology that gives the voting Members a reasonable opportunity to participate and vote.

(b) No business shall be transacted at any AGM or SGM unless a quorum is present at the time when the meeting proceeds to business.

(i) A quorum for any AGM shall be 25% of the total recorded number of voting Members (at the time of the meeting) entitled to be present in person or electronically at AGM and SGM.

(ii) A quorum for any SGM shall be 25% of the total recorded number of voting Members (at the time of the meeting) entitled to be present in person or electronically at AGM and SGM.

(c) If, within half an hour from the time appointed for the meeting, a quorum is not present, the meeting shall be adjourned until the same day in the next week at the same time and place or to such other day and at such other time and place as the President may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting will lapse.

(d) The President shall, subject to this Constitution, preside as chair at every AGM and SGM.

(e) The President may, with the consent of any 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 the business left unfinished at the meeting from which the adjournment took place.

(f) When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(g) Except as provided in clause 35 (f) it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

(h) At any meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by any voting Member.

(i) Unless a poll is so demanded, a declaration by the President that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of WB shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

(j) If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the President directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

(k) No decision of WB, the Board or any Board-authorised entity shall be invalid merely because of a failure to give proper notice under this Constitution or the Regulations or other irregularity in procedure required by this Constitution or the Regulations, unless a person suffers substantial prejudice as a result of that failure to give proper notice or irregularity in procedure.

(l) WB, the Board or other Board-authorised entity may confirm an earlier decision which may have been otherwise invalid because of a failure to give proper notice or other irregularity in procedure and the decision shall be deemed to be valid from the time it was originally made.

36. VOTING AT GENERAL MEETINGS

(a) MNAs shall have the votes as set out below determined by the number of Bowls Clubs as reported annually to WB. A MNA's votes must be exercised by its Delegate.

No of Bowls Clubs	**No of votes**
Up to **ten (10)**	One (1) per MNA
Between ten (10) and a hundred (100)	Three (3) per MNA
Between a hundred (100) and two hundred (200)	Five (5) per MNA
More than two hundred (200)	Ten (10) votes per MNA

(b) No other Member is entitled to vote.

(c) Where voting at General Meetings is equal, the vote will be retaken once more. If after the second time of voting the vote remains equal then the motion is lost.

37. PROXY VOTING

(a) Proxy voting shall be permitted at all General Meetings provided an approved and executed proxy form (as may be prescribed by the Board from time to time) is lodged with the company secretary at or before the commencement of the meeting. No Member entitled to vote shall exercise more than their entitlement (as set out in **clause 36(a)**) in their proxy vote at any one (1) time.

(b) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A voting Member shall be entitled to instruct its proxy to

vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as the proxy thinks fit.

38. DELEGATIONS

(a) The Board may by instrument in writing create or establish or appoint from among such personnel as occasion may require, special committees or individual officers and consultants to carry out such duties and functions and with such powers as the Board determines.

(b) The Board may in the establishing instrument delegate such functions as are specified in the instrument, other than:

(i) this power of delegation; and

(ii) a function imposed on the Board or the CEO by the Act, or any other law, or this Constitution or by resolution of WB in General Meeting.

(c) Any delegation made under this clause is at all times subject to the authority of the Board.

(d) A function, the exercise of which has been delegated under this clause may, whilst the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

(e) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function or at the time or circumstances as may be specified in the delegation.

(f) Notwithstanding anything in this Constitution or any instrument of delegation, no decision of a committee officer or advisor appointed or elected under this clause is binding on, or deemed to be a decision of, the Board.

(g) The Board may, by instrument in writing, revoke wholly or in party any delegation made under this clause.

39. POLICIES AND REGULATIONS

(a) The Board may formulate, issue, adopt, interpret and amend such Policies or Regulations for the proper advancement, encouragement, management and administration of WB, the advancement of the Objects and Bowls as it thinks necessary or desirable. Such Policies and Regulations must be consistent with the Constitution and any strategic or policy directives of the Board.

(b) All Policies and Regulations made under this clause shall be binding on WB and Members of WB (subject always to the laws of relevant countries).

(c) All clauses, policies and regulations of WB in force at the date of the adoption of this Constitution insofar as such clauses, policies and regulations are not inconsistent with, or have been replaced by, the Constitution, shall be deemed to be Policies and Regulations under this clause.

(d) Amendments, alterations, interpretations or other changes to Policies and Regulations shall be advised to Members of WB in writing and approved by the

Board and prepared and issued by the CEO. Such notifications of Policies and Regulations are binding upon all Members.

40. RECORDS AND ACCOUNTS

(a) The company secretary shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of WB and the Board and shall produce these as appropriate at each Board or General Meeting.

(b) Proper accounting and other records shall be kept in accordance with the Act. The books of account shall be kept in the care and control of the CEO.

(c) WB shall retain such records for such period as is required by law.

(d) The Board will submit to the Members at the AGM the statements of account of WB in accordance with this Constitution and the Act.

(e) The statements of account when submitted to an AGM shall be conclusive, except as regards any error discovered in them within three (3) months after such approval or adoption.

(f) The company secretary shall cause to be sent to all persons entitled to receive notice of AGMs of WB in accordance with this Constitution, a copy of the statements of account, the Board's report, the auditor's report and every other document required by law to be attached to the statements of account.

41. AUDITOR

A properly qualified auditor or auditors shall be appointed annually at the AGM. The remuneration of such auditor or auditors will be fixed and duties regulated in accordance with the Act.

42. NOTICE

(a) Any notice required to be given under this Constitution may be given by the company secretary to any MNA, Associate Member or Life Member by:

(i) sending the notice by pre-paid mail service or any form of visible electronic communication, to the Member's registered address or electronic mail address; and/or

(ii) posting the notice on WB's website.

(b) Where a notice is sent by a mail service, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected five (5) business days after posting.

(c) Where a notice is sent by electronic communication, service of the notice is deemed to be effected unless a return email is received advising that the electronic message was not received at the electronic address to which it was sent.

(d) Where a notice is sent by posting the notice on WB's website, service of the notice is deemed to be effected one (1) business day after posting on the website.

(e) Notice of every AGM and SGM shall be given in the manner authorised in this Constitution.

(f) Notice to Life Members of WB shall be deemed given by notice being given in accordance with this Constitution to the relevant MNA of the Life Member or by the notice being posted on WB's website.

43. PATRONS, VICE PATRONS AND GOVERNORS

The voting Members at the AGM may appoint annually, on the recommendation of the Board, a Chief Patron and such number of Patrons, Vice-Patrons and Governors as WB considers necessary.

44. INDEMNITY

(a) Every Director, officer, auditor, manager, employee or agent of WB shall be indemnified out of the property and assets of WB against any liability incurred by them in their capacity as Director, officer, auditor or agent in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is under the Act granted to him by the Court.

(b) WB shall indemnify its Directors, officers, managers and employees against all damages and costs (including legal costs) for which any such Director, officer or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct in the case of:

(i) a Director or officer performed or made whilst acting on behalf of and with the authority, express or implied of WB; and

(ii) an employee, performed or made in the course of, and within the scope of his employment by WB.

45. PARA BOWLS

In so far as it conducts, or participates in, Para Bowls or facilitates the conduct of, and/or participation in, Para Bowls WB agrees to be bound by, and will comply with the IPC Constitution and Regulations.

46. DISSOLUTION

WB can only be dissolved by a Special Resolution voted on by Voting Members at a SGM.

Schedule A - MNAs

Fedaracion Argentina De Bowls, Bowls Australia, Botswana BA, Brazil BA, Brunei Daraussalam LBA, Bowls Canada Boulingrin, China Multi Bowls, Czech BA, Cook Islands Bowls, Bowls Cyprus, Bowls England, Falkland Islands BA, Bowls Fiji, Federation Francaise De Lawn Bowls, German Bowls Federation, Ghana Bowls Federation, Bowls Guernsey, Lawn Bowls Association Of Hong Kong, China, Hungarian Bowlsport Federation, Bowling Federation of India, Bowling and Billiard Federation of I.R. Iran, Irish BA, Irish WBA, Lawn Bowls Isle of Man, Israel LBA, Jamaica LBA, Bowls Japan, Bowls Jersey, Kenya BA, Bowls Korea, Malaysia LBF, Macao China LBGA, Malta LBA, Namibia BA, Nederlandse Indoor en

Outdoor Bowls Bond, Bowls New Zealand, Bowls Nigeria, Nuie LBA, Norfolk Island Bowling Club and Bowls Council, Pakistan LBF, Phillipine LBA, Bowls Portugal, Bowls PNG, Samoan BA, Bowls Scotland, Bowls Singapore, Lawn Bowls Spain, Lawn Bowls Federation of Sri Lanka, Bowls South Africa, CKS Bowls Sweden, Swiss Bowls, Lawn Bowls Association of Thailand, Bowls Tokelau, Tonga LBF, Turkish Bocce, Bowls, Bowling and Darts Federation, Bowls USA, Welsh Lawn Bowls, Zambia BA, Bowls Zimbabwe.

Schedule B – Life Members

John Armstrong, Betty Collins OAM, David Johnson, Kerry Clark CNZM OBE, Eleanor Allan, John McArdle, John Bell, Sheila Corcoran, David Rhys-Jones.

Schedule C – Associate Members

International Indoor Bowls Council, International Blind Bowls Association, International Deaf Bowls Federation and all members of the former International Bowls for the Disabled who are not already recognised as MNAs under this Constitution.