

**ARTICLES OF ASSOCIATION OF  
DAVENTRY INDOOR BOWLING CLUB LIMITED  
COMPANIES ACT 1985**

*COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL.*

First Articles issued March 1998

Amended Articles approved 24 April 2005

Amended Articles approved by the Board March 2021

## **1. Interpretation**

In the Articles:

- 1.1. “the Act” means the Companies Act 1985 including any statutory modification or reenactment of it for the time being in force.
- 1.2. “the Club” means Daventry Indoor Bowling Club Limited.
- 1.3 “the Chairman” means the Chairman of the Board of Directors.
- 1.4. “Secretary” means the Company Secretary of the Club or any person appointed to perform the duties of the Company Secretary, e.g. Membership Secretary.
- 1.5. the masculine includes the feminine and, where appropriate, the singular the plural.
- 1.6. the headings in the Articles do not form part of them or in any manner affect the interpretation or construction of them.

## **2. Objects**

- 2.1. The Club is established for the purposes expressed in the Memorandum of Association.
- 2.2. The Club is non-profit making, any surplus income or gains will be reinvested in the Club. Distribution of Club assets in cash or kind to members or third parties is not permitted. This does not prevent donations by the Club to Charities or to other Clubs that are registered as Community Amateur Sports Clubs “CASC”.

### **3. Membership**

3.1. The number of members which the club aims to register is 450, but the Directors may, whenever the business of the Club requires it, authorise an increase of members.

3.2. Everyone that plays or wishes to play the game of flat green bowls is qualified to be elected a member of the Club. Membership of the Club is open to the whole community without discrimination.

### **4. Proposal and Election of members**

4.1. The application for membership of every candidate must:

- i) Be in writing.
- ii) Be in the form the Directors from time to time prescribe.
- iii) Include the name and address of the candidate.
- iv) Be signed by the candidate.
- v) Be accompanied by payment for any joining fee and first subscription to 30 September.

4.2. New members will be given within a membership pack a membership card, copy of the Laws of Bowling, etiquette, dress code, a coaching programme and an entry fob to the club and any additional regulations made by the Directors.

4.3. Joining Fee

- i) A joining fee may be payable by new members or previous members whose membership has lapsed.
- ii) Any joining fee payable by members of the Club will be such as the Directors from time to time prescribe.
- iii) The Directors may at their discretion waive the joining fee for individual members.

### **5. Subscriptions and non-payment of subscriptions**

5.1. The annual subscriptions payable by members of the Club are to be such as the Directors from time to time prescribe.

5.2. Applications for renewal of membership must be in the form the Directors from time to time prescribe.

5.3. The annual subscription period is from 1 October for a period of 12 months. The application or renewal of membership and annual subscription is due by a date to be determined by the Directors.

5.4. Any member whose annual subscription is unpaid on 1 November in the relevant year, ceases to be a member of the Club (a joining fee may become payable) and forfeits all rights and claim upon the Club and its property unless the Directors suspend the operation of this provision, which they may do as regards any particular member on such terms as they determine at their discretion.

5.5. Any person joining after the 1st March will have to pay half the membership fee and this may be further reduced at the discretion of the Directors if members join later in the season.

## **6. Life Members**

6.1. On the recommendation of the Directors any person being a member of the Club may, at any general meeting of the Club, be elected a life member of the Club without any special payment for such life membership.

6.2. A two-thirds majority of those present and entitled to vote is necessary for election of a Life Member.

6.3. Every life member is entitled to all the privileges and subject to all the duties of a member of the Club during their life without any further payment, annual or otherwise, except in respect of their guarantee contained in article 5 above.

## **7. Junior and Young Adult Membership**

7.1. Junior members shall be defined as those young players who have not reached the age of 16 years at the start of the subscription year. There is no

minimum age but the junior member must be able to bowl to a full-length jack with a legal wood.

7.2. Young adults will be defined as those young players who are aged 16 years or older but have not yet reached their 18th birthday at the start of the subscription year.

7.3. Junior and Young Adult members will be entitled to the full use of the facilities of Daventry Indoor Bowling Club, but must at all times be accompanied by an adult.

7.4. The membership fee for junior and Young Adult members will be set by the Directors and Junior members will pay a reduced green fee per session (2 hours) to be set by the Directors, but will pay a full fee for league, club and representative matches. Authorised coaching sessions for Junior and Young Adult members will be free of charge.

## **8. Temporary and other members**

8.1. The Directors of the Club may, upon such terms and subject to such regulations as they may from time to time deem advisable and subject to article 4, propose as members of the Club:

- i) Temporary members are those who are visiting or temporarily resident in the Daventry District.
- ii) Social members are those who may avail themselves of all the amenities of the Club but are not entitled to use the green at any time.

## **9. Rights of Members**

9.1. Subject to the express provisos of these Rules and to any regulations made by the Directors of the Club pursuant thereto for the time being in force, all members of the Club are entitled at all times to use all the premises and property of the Club in common, and to be supplied, at such charges as the Directors from time to time determine, with whatever things are provided by the Club for the use of its members.

9.2. Subject to the provision of these Rules every member is entitled to all the rights and subject to all the duties of a member of the Club provided that temporary, social, Junior and Young Adult members do not have the right to nominate or be elected as officers or Directors of the Club.

9.3. The rights of a member as such are personal and are not transferable and cease upon death.

## **10. Expulsion of members**

10.1. If the conduct of any member is in the opinion of the Board of Directors injurious to the character of the Club or objectionable in any respect, that member may be required by the Board of Directors to resign and, if they do not resign within one week. The member may (after he has been given the opportunity to justify or explain his conduct) be expelled by resolution of the Board of Directors and will then cease to be a member of the Club, and all sums that have been paid by the member are forfeited.

10.2. The member may have one supporting member to attend with them when giving their justification or explanation of conduct to the Board of Directors.

10.3. A member expelled under this Rule may appeal by giving written notice of appeal to the Secretary within 10 days from the posting of the notice of expulsion.

10.4. Upon receipt of a notice of appeal an extraordinary meeting of the Directors must be convened within 14 days and, if at that Directors meeting 75% of those Directors present and entitled to vote pass a resolution rescinding the expulsion, then the member must be reinstated as from the date of the resolution.

10.5. If any member is convicted on indictment of any criminal offence that member may ipso facto cease to be a member of the club but any person so ceasing to be a member may be readmitted to membership by the Directors at their discretion.

10.6. Any member expelled in accordance with these Rules or otherwise ceasing to be a member of the Club, forfeits all right to or claim upon the Club or its property or funds or any return of fees paid and remains liable for any outstanding fees or charges due from him at the date of expulsion or cessation.

## **11. Annual General Meeting**

11.1 The Club must hold a general meeting in each year as its Annual General Meeting in addition to any other meetings in that year, and must specify the meeting as the Annual General Meeting in the notices calling it.

11.2. Not more than 14 months may elapse between the date of one annual general meeting of the company and that of the next. Exception to this rule is found at 11.4.

11.3. The Annual General Meeting must be held at such time and place the Directors appoint.

11.4. Where a National pandemic/emergency is declared which requires Bowling Clubs to be closed for any specific period under the authority of the Government through the England Indoor Bowling Association (EIBA), which would extend the period between Annual General Meetings as set out in article 11.2, then a Annual General Meeting will be called at the earliest opportunity once permission is granted via the EIBA to re-open and where all members are permitted to enter the club premises safely.

## **12. Extraordinary general meetings**

12.1. All general meetings other than annual general meetings must be called extraordinary general meetings.

12.2. The Directors may, whenever they think fit, and must, on a requisition made in writing by at least 30 members or members representing not less than one-third of the total voting rights of all the members having at the date of deposit of the requisition a right to vote at general meetings, whichever is the lesser, convene an extraordinary general meeting.

12.3. Any requisition made by the members must state the object of the meeting proposed to be called, and must be signed by the requisitionists and deposited at the registered office of the Club.

12.4. On receipt of the requisition the Directors must immediately proceed to convene an extraordinary general meeting.

12.5. If the Directors do not process to call a meeting with 21 days from the date of deposit of the requisition, the requisitionists, or any of them representing more than one-half of the total voting rights of all of them, may convene such a meeting.

### **13. Notice of meetings**

13.1. Accidental omission to give notice of any meeting to or non-receipt of such notice by any member does not invalidate the proceedings at that meeting.

### **14. Quorum**

14.1. No business may be transacted at any general meeting unless a quorum is present. Save as otherwise provided in the Articles, thirty five members personally present is a quorum.

14.2. If within half an hour from the time appointed for the meeting a quorum of members is not present, or if during a meeting such a quorum ceases to be present.

14.2.1. If the meeting was convened on the requisition of members it must be dissolved.

14.2.2. In any other case the meeting stands adjourned to the same day in the next week at the same time and place or to such time and place as the Directors may determine and, if at the adjourned meeting a quorum of members is not present within half an hour of the time appointed for the meeting, the members present may form a quorum.

### **15. Chairman**

15.1. The Chairman of the Board of Directors must preside as Chairman at every general meeting of the Club.

15.2. If there is no such Chairman, or, if at any meeting they are not present within 15 minutes of the time of holding the meeting, the members present may elect one of their number who is a Director to be chairman of the meeting.

15.3. If there is no Director present then the members may elect any one of their number to be Chairman of the meeting.

## **16. Adjournment**

16.1. The Chairman may, with the consent of a meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place.

16.2. No business may be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.

## **17. Passing of resolutions**

17.1. At any general meeting

17.1.1. A declaration by the Chairman that a resolution has been carried unanimously, or carried by particular majority, or lost, or not carried by a particular majority, and

17.1.2. An entry to effect in the book of proceedings of the Club are conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution, unless a poll is demanded by the Chairman or by a member of members having the right to vote at the meeting.

17.2. If a poll is demanded in the above manner, it must be taken in such manner as the Chairman directs, and the result of the poll is deemed to be the resolution of the meeting at which the poll was demanded.

## **18. Voting rights**

18.1. Every member (including social, temporary, Young Adult and Junior members) of the Club may attend general meetings of the Club. Members who are social, temporary or Junior members are the only members not entitled to speak and vote at a general meeting. Junior members may be invited to speak at the meeting on matters relating to Junior issues.



18.2. No member may vote at any meeting unless all money then due from them to the Club has been paid.

18.3. Members who are entitled to vote have one vote and no more. A member may not act as a proxy for any absent member.

## **19. Directors**

19.1. The Club may appoint up to seven directors (AGM 2015). A full list of the current directors is held by the Secretary.

19.2. A quorum for a Directors meeting shall be 50% of all Directors plus 1.

19.3. The Directors may, from time to time, elect one of their number as Chairman.

## **20. Officers**

20.1. The Directors may from time to time propose a list of officers of the club with nominations to be placed before the Annual General meeting.

## **21. Child Protection officer**

21.1. The role of the Child Protection Officer is to assist the club to meet its responsibilities by following the policies and procedures adopted for the safety and protection of children and vulnerable adults participating in the sport.

21.2. The Child Protection Officer is expected to attend relevant training courses in child protection issues and practice conducted by the NSPC or Sport Coach UK and proof of such qualifications and training is to be held at the club.

21.3. The Child Protection Officer is required to keep the Directors informed of any child protection issues in the first instance verbally and then as a written report to allow Directors to discuss the report at the monthly

Board Meeting. The Child Protection Officer, if required, is able to present their report in person at the monthly Board Meeting.

## **22. Remuneration**

22.1. No Director or Officer of the Club may receive any remuneration for their services in the capacity of Director or Officer, but nothing contained in these Rules is to prohibit payment by the Club of any sum to any Director or Officer by way of reimbursement and proper expenses.

## **23. Age limits**

23.1. There is no age limit for Director and accordingly Section 293(2) -(6) of the Act does not apply to the Club.

## **24. Retirement of Directors and Officers**

24.1. At every annual general meeting of the Club all Officers and one third of the Directors (based on seniority of time served) must retire from office.

24.2. The Officers and retiring Directors are eligible for re-election at the same or any other general meeting of the Club.

## **25. Election of Directors and Officers**

25.1. Any two members of the Club may nominate any other member to serve as an Officer or Director of the Club, having previously received their consent.

25.2. The name of each member so nominated, together with the names of their proposer and seconder must be entered on the list for nominations displayed on the Directors notice board prior to the Annual General Meeting.

25.3. Each member present at the relevant Annual General Meeting and qualified to vote may vote for any number of candidates not exceeding the number of vacancies.

25.4. If insufficient candidates are elected at the Annual General Meeting the Directors may, after the Annual General Meeting, elect members to fill the remaining vacancy or vacancies.

25.5. If any candidate declines to serve after being elected, the candidate who has the next largest number of votes must be deemed to be elected.

25.6. If two or more candidates obtain an equal number of votes the vote must be taken again. In the event two or more candidates continue to have the same number of votes the Board of Directors will be required to select the winning candidate after the Annual General Meeting.

## **26. Casual Vacancies**

26.1. All casual vacancies arising within the Directors or Officers of the Club must be filled at the election of Directors and Officers.

26.2. Any Director, Secretary or any Officer appointed to fill a casual vacancy must retire at the next following annual general meeting.

## **27. Removal of Directors**

27.1. The office of a Director is vacated if:

27.1.1. The Director's membership of the Club is terminated in accordance with these Articles.

27.1.2. The Director absents themselves from meetings of the Directors for a continuous period of six calendar months without special leave of absence from their fellow Directors, or

27.1.3. The Director gives his fellow Directors one calendar months' notice in writing that they resign their office: or

27.1.4. The Director is removed by extraordinary resolution passed at a general meeting of the Club.

## **28. Accounts**

28.1. The Directors of the Club must ensure proper books of account are kept in respect of:

28.1.1. All sums of money received and expended by the club and the matters in respect of which the receipts and expenditure take place, and

28.1.2. The assets and liabilities of the Club.

28.2. The books of account must be kept at the registered office of the Club, or at such other place as the Directors think fit, and must always be open to the inspection of the Directors.

28.3. The Directors must from time to time determine whether, and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Club, or any of them, are to be open to the inspection of members of the Club who are not Directors.

## **29. Presentation of accounts**

29.1. Once at least in every year the Directors must lay before the Club in general meeting an account of income and expenditure for the period since the preceding account.

29.2. A balance sheet must be made out in every year and laid before the Club in general meeting, made up to a date not more than six months before each meeting.

29.3. A copy of the balance sheet must be made available to the persons entitled to receive notices of general meetings.

29.4. Every account and balance sheet must be accompanied by a report of the Directors and the account, report and balance sheet must be signed by any two Directors and countersigned by the Secretary.

## **30. Powers of Directors**

30.1. The Directors of the Club may exercise all powers and do anything that the Club can do, on their own, unless there is a specific resolution in force stating that things can only be dealt with by members at a General meeting.

30.2. The Directors may act notwithstanding vacancies.

30.3. The Directors may issue debentures, debenture stock, bonds, or obligations of the Club at any time, in any form or manner, and for any amount, and may raise or borrow for the purposes of the Club any sum or sums of money either upon mortgage of charge of all of any of the property of the Club, whether present or future, or on bonds or debentures secured by trust deed or otherwise or not secured as they may think fit.

## **31. By-laws**

31.1. The Directors of the Club may from time to time make, alter and repeal any bye-laws they consider necessary or expedient or convenient for the proper conduct and management of the Club, and in particular, but not exclusively, they may by such by-laws:

31.1.1. Regulate the terms and conditions upon which honorary guest, children and members of the Club and visitors may use the premises and property of the Club.

31.1.2. Fix the times of opening and closing the green and premises of the Club or any part of them and the permitted hours for the supply of intoxicating liquor.

31.1.3. Promulgate the rules to be observed within the Club.

31.1.4. Regulate the conduct of members of the Club in relation to one another and to the Club's staff.

31.1.5. Impose fines for breach of any by-law or any of these Rules, and

31.1.6. Regulate all matters that are commonly the subject of Club rules.

31.2. The Directors must adopt whatever means they consider sufficient to bring all by-laws, alterations and repeals to the notice of members of the Club.

31.3. All by-laws so long as they are in force are binding on all members of the Club.

31.4. No by-laws may be inconsistent with, or affect or repeal anything in the Memorandum or these Articles of Association or be in breach of any Statutory provision.

31.5. Any bylaw may be set aside by a special resolution of a general meeting of the Club.

## **32. Delegation**

32. 1. The Directors of the Club may delegate any of their powers to a committee or committees appointed by Directors.

32.2 The Bowls Committee who are Officers of the club, are appointed by the members and are responsible for all bowling activities within the club. The Bowling Committee is not a sub-committee appointed by the Directors and therefore are not subject to rule 32.6 and 32.7 below. Any financial requirements which are required for the successful running of any bowling activity must be requested through the Board of Directors. A Director is to be appointed, as a liaison between the Board and the Bowls Committee and as such is to attend the Bowls Committee meetings, if a Director isn't already a Bowls Committee member.

32.3 The Bowling Committee are accountable to the Board of Directors in ensuring a full programme of bowling activities within the club. Only where the Bowls Committee fail in their responsibilities to provide a programme of bowling activities or where there is insufficient Club Officers to fill the roles for the Bowling Committee, will the Board of Directors intervene and provide the service until such times as a Bowls Committee is able them to carry out their responsibilities.

32.4 A Director cannot be the Chair for both the Board and the Bowls Committee.

32.5. With the exception of a sub-committee with less than four members or one concerned with the purchase for the Club, or supply by the Club, of intoxicating liquor, a sub-committee may have up to one-half of its membership from members of the Club other than Directors.

32.6. In the exercise of the powers delegated to it, a sub-committee must conform to any regulations prescribed by the Directors.

32.7 Any delegation of powers given by the Directors, or powers of appointment of a sub-committee, may be recalled or revoked by the Directors at any time.

### **33. Audit**

33.1. An audit or auditors must be appointed and his or their duties regulated in accordance with company law.

### **34. Execution of Contracts and Deeds**

34.1. All Contracts and Deeds shall be signed by any two Directors or one Director and the Secretary with the authority of a resolution of the Directors.

### **35. Dissolution**

35.1. If the Club is wound up, whether voluntarily or otherwise the liquidator may, with the sanction of an extraordinary resolution of the Club and any other sanction required by the Act vest the whole or any part of the assets of the Club in a members Club, which is another CASC within the scheme, whose objects are the same or as near thereto as those of the Club or a charity nominated by the Club.

### **36. Notices**

36.1. A notice will be given by the Club to any member by posting it on the Directors notice board within the Clubs premises.

### **37. Opening of the Club's premises**

37.1. The Directors will determine the opening hours of the Club's premises and the bowling green.

37.2. The Directors may close the premises and or the bowling green for such times as they deem necessary for cleaning, maintenance or holidays.

### **38. Permitted hours and Supply of Intoxicants**

38.1. The permitted hours for the supply and consumption of intoxicating liquor shall be fixed and may be varied from time to time by the Directors in accordance with the statutory provisions for the time being in force. These statutory provisions are subject to the provisions of Section 49 of the Licensing Act 1964.

38.2. No intoxicating liquor shall be supplied consumed or sold to any member visitor or guest who is under 18 years of age.

### **39. Visitors**

39.1. A member shall be allowed to introduce visitors subject to such regulations as shall be made from time to time by the Directors and every visitor shall be considered the guest of and be accompanied by the member introducing him/her. No person shall be introduced as a visitor into the Club who has been expelled from membership or whose conduct or presence in the Club shall be considered by the Directors objectionable or prejudicial to the interests of the Club.

39.2. That member introducing a guest shall enter the name and address of the guest, together with his/her own name in a book which shall be kept at the Clubs' premises, such visits by the same guest not to exceed 5 (five) in any one year.

39.3. The member's guest may use the green, subject to availability. The member introducing the guest will be responsible for payment of the green fee.

### **40. Gaming**

40.1. Bye-laws made by the Directors shall lay down the conditions upon which any game may be played upon the Club premises and may prohibit a game the playing of which would be unlawful or would be unlawful or would in the opinion of the Directors be injurious to the interests of the Club.

40.2. Employees of the Club will not be permitted to play any Gaming Machine(s)