

# FRIENDS OF ENGLISH BOWLING



## CONSTITUTION

### 1 Name.

The name of this association shall be 'The Friends of English Bowling' and hereinafter referred to as the 'Friends'.

### 2 Administration.

Subject to the matters set out below, the Friends and its property shall be administered and managed in accordance with this Constitution by the Members of the Executive Committee.

### 3 Objects

3.1 The objects of the 'Friends' are to:

- 3.1.1 Raise and provide financial funding in the form of sponsorship or donations for the benefit of outdoor level (flat) green bowls in England and hereinafter referred to as outdoor bowls.
- 3.1.2 Provide social and recreational activities within the membership to aid the promotion of the sport of outdoor bowls within the Friends and bowling in England.
- 3.1.3 Support the National Governing Body of the sport of outdoor bowls in its promotion of the pleasures and activities of the sport of bowls.

3.2 The Friends acknowledges its responsibilities under the Equality Act 2010 to ensure that no member receives less favourable treatment on the grounds of age, gender, disability, race, ethnic origin, nationality, colour, parental or marital status, pregnancy, religious belief, social status, sexual orientation or political belief. The Friends will ensure that everyone who wishes has an equal opportunity to participate in the association at all levels and in all roles, and that all members, at present or in the future, are treated fairly and without discrimination or harassment, whether intentional or unintentional, direct or indirect.

3.3 All surplus income and profits are to be reinvested in the Friends. No surpluses or assets will be distributed to members or third parties.

3.4 The Friends is committed to promoting a safe environment in which children and vulnerable adults can enjoy taking part in the game of outdoor bowls. It acknowledges that it has responsibilities under the Child Protection and Disabled Person Legislation and will seek to underpin and fulfil these responsibilities by following and promoting Child and Vulnerable Person Protection Policy and Procedures.

### 4 Powers

In furtherance of and to promote these objects, but not otherwise, the Friends may:

- 4.1 Raise funds and invite and receive contributions to be applied to bowling projects provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities

and shall conform to any relevant requirements of the law.

- 4.2 Generally, further the purposes of and encourage the development of outdoor bowls in England.
- 4.3 Appoint delegates and representatives and subscribe to any other bodies with whom the Friends may be concerned.
- 4.4 Engage in support and co-ordinate research publishing, education, advertising and other associated work.
- 4.5 Engage in other lawful activities as are necessary for the achievement of the objects.

## **5 Membership**

- 5.1 There shall be three categories of membership of the Friends having an interest in supporting the sport of outdoor bowls:
  - 5.1.1 Individual.
  - 5.1.2 Association.
  - 5.1.3 Corporate.

Each category of membership may also be referred to as 'Members of the Friends' within this document.

- 5.2 The Executive Committee may admit any person to Individual membership.
- 5.3 The Executive Committee may admit to Association membership any formally constituted Association, Club, Society, School or College. Where any of the following provisions of this Constitution refers to a member, in relation to Association membership the reference means a person or persons nominated by an Association member to act on its behalf in accordance with that Association member's own Constitution, Rules or equivalent.
- 5.4 The Executive Committee may admit to Corporate membership any company or business. Where any of the following provisions of this Constitution refers to a member, in relation to Corporate membership the reference means a person nominated by a Corporate member to act on its behalf in accordance with that Corporate member's own Articles and Memorandum of Association, Constitution, Rules or equivalent.
- 5.5 All applications for membership shall be made to the Membership Secretary or other appropriate Officer of the Friends.
- 5.6 If for any reason the Executive Committee feels the necessity to exclude or remove from membership any Individual, Association or Corporate body who for any reason is considered by the Executive Committee to be unsuitable to be a member of the Friends, disciplinary procedures will be followed with due regard to natural justice.

## **6 Resignation of Membership**

Any member wishing to resign may do so by giving notice to the Membership Secretary.

## **7 Executive Officers**

- 7.1 Each Executive Officer of the Executive Committee must be nominated for election at the Annual General Meeting by at least two other members of the Friends. Nominations in writing and signed by the nominee should be submitted to the Secretary at least 28 days prior to the AGM such that they can be announced in the notice convening the meeting. However, in the absence of sufficient nominees an Executive Officer may be nominated for election at the AGM. Should nominations exceed vacancies, election shall be by ballot. The Executive Officers shall consist of:
  - 7.1.1 Chairman.
  - 7.1.2 Vice Chairman.
  - 7.1.3 Secretary.
  - 7.1.4 Treasurer.
  - 7.1.5 Membership Secretary.
  - 7.1.6 Match Secretary.

These are hereinafter referred to as 'Executive Officers'.

- 7.2 If for any reason the appointment of any Executive Officer is terminated the Executive Committee may

appoint a temporary replacement until such time as a General meeting of the Friends appoint a permanent replacement.

7.3 The Executive Committee have the power to combine the offices of the Executive Committee alter or add any office when and if it should prove to be necessary.

7.4 Whenever the need arises, the Executive Committee shall nominate three members who are not Executive Committee members to form an Appeal Committee.

## 8 Executive Committee

8.1 The Executive Committee is responsible for the general management of the Friends and shall consist of:

8.1.1 The Executive Officers.

8.1.2 Not less than four or nor more than six ordinary Committee Members who shall be elected annually from the membership of the Friends at the AGM by ballot and shall hold office from the conclusion of that AGM, hereinafter referred to as Committee Members.

8.2 Employees of the Governing Body of the sport of flat green bowls may be invited to attend and report to any Committee meeting.

8.3 The Executive Committee is responsible for the management and administration of the funds and affairs of the Friends, and may, at its absolute discretion:

8.3.1 Subscribe to another organization or body, and if requested, nominate any member of the Friends to serve as its representative on that organization or body.

8.3.2 Pay the whole or part of reasonable and proper expenses of any member (which expression shall include Committee Members) in or about the execution of any function or duty on behalf of the Friends.

8.3.3 Make and from time to time vary Rules for the Friends which are not inconsistent with this Constitution.

8.3.4 Appoint not more than four co-opted Members to fill member vacancies on the Executive Committee or to provide additional support. No one may be appointed as a co-opted member if as a result more than one third of the Members of the Executive Committee would be co-opted members. Each appointment of a co-opted member shall be made at a Special Meeting of the Executive Committee and shall take effect from the end of that Special Meeting unless the appointment is to fill a place which has not been vacated in which case the appointment shall run from the date when the post becomes vacant. Any person so co-opted shall retire at the next AGM but shall be eligible for election.

8.3.5 Appoint one or more Sub-Committees of the Executive Committee to promote the objects and powers of the Friends as and when required provided it appoints a minimum of three or more members to any Sub-Committee drawn only from Executive Officer or Committee Member membership or co-opted members on the Committee of the Executive Committee and further provided that all acts and proceedings of any such Sub-Committee shall be fully and promptly reported to the Executive Committee.

8.3.6 Nominate a minimum of three Committee members to perform the specific functions of endorsing and/or authorising documents and/or correspondence on behalf of the Friends of which only one such appointed member needs to perform this specific function.

8.3.7 Nominate a minimum of three Executive Officers to perform the specific functions of:

(i) entering into legally binding agreements on behalf of Friends; and

(ii) signing and authorizing cheques drawn on Friends' bank account(s) and/or endorsing bank documents;

At least two of the appointed Executive Officers must perform the specified functions detailed in (i) and (ii) of this sub-clause.

8.4.1 The Executive Committee shall hold Ordinary Committee meetings not less than twice a year and at such other times, as it may deem necessary.

- 8.4.2 The Secretary shall give at least fourteen days written notice of Ordinary Committee meetings to all Members of the Executive Committee.
- 8.4.3 A Special Executive Committee meeting may be called at any time by the Chairman or by any two members of the Executive Committee upon not less than 4 days notice being given to the other members of the Executive Committee of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than fourteen days' notice must be given.
- 8.4.4 The Chairman shall act as Chairman at meetings of the Executive Committee and in his absence from any Executive Meeting then the Vice Chairman shall act as Chairman and in their absence the Executive Officers and Committee Members present shall elect one of their number to be the Chairman of the meeting before any other business is transacted.
- 8.4.5 The Secretary shall keep minutes in books or folders kept for the purpose of all the proceedings at meetings of the Executive Committee and any Sub-Committee.
- 8.4.6 The Treasurer shall keep proper records of all financial transactions and agreed commitments and annually prepare a statement of income and expenditure and assets and liabilities and also provide financial reports to the Executive Committee whenever required.
- 8.4.7 The Executive Committee may suspend any Executive Officer or Committee Member failing to attend three consecutive meetings of any Committee unless an acceptable written explanation is received.
- 8.4.8 All the Executive Officers and Committee Members of the Executive Committee shall retire from office at the end of the annual general meeting next after the date on which they come into office but they may be re-elected or re-appointed.
- 8.4.9 There will be no determined length of tenure of office for any Executive Officer or Committee member.
- 8.4.10 All Executive Officers and Committee Members of the Executive Committee, including the Co-opted Members, shall have one vote.
- 8.4.11 Every matter shall be determined by a majority of votes of the Executive Officers, Committee Members and, if appropriate, co-opted members of the meeting present and voting on the question but in the case of equality of votes the Chairman of the meeting shall have a second or casting vote.

## **9 Quorum**

- 9.1 There shall be a quorum when at least five of the elected Executive Officers and Committee Members of the Executive Committee are present at that meeting of the Executive Committee.
- 9.2 There shall be a quorum when at least two Members of a Sub-Committee are present at any Sub-Committee meeting.
- 9.3 There shall be a quorum when at least twenty members are present at any Annual General or Special General Meeting.

## **10 Determination of Membership of Executive Committee**

Each of these Executive Officers and/or Committee Members shall hold office from the conclusion of the AGM and shall cease to hold office if either he or she:

- 10.1 Become incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs.
- 10.2 Have his or her appointment terminated or suspended by the Executive Committee.
- 10.3 Resigns.
- 10.4 Is absent without the permission of the Executive Committee from all their meetings held within a period of nine months and the Executive Committee resolve that his or her office be vacated.

If for any reason the appointment of any Executive Officer or Committee Member is terminated the Executive

Committee may appoint a temporary replacement until such time as the next AGM of the Friends appoints a permanent replacement.

### **11 Executive Committee Members not to be Personally Interested**

- 11.1 Executive Officers and/or Committee Members of the Executive Committee must declare any personal interests which may conflict with the duties they hold as Members of the Executive Committee and if such a conflict situation arises they may attend Executive Committee meetings as an observer only without taking part in the discussion or decision of the meeting.
- 11.2 No Executive Officer or Committee Member of the Executive Committee shall acquire any interest in property belonging to the Friends or receive remuneration or be interested (otherwise than as a Member of the Executive Committee) in any legal agreement/contract entered into by the Executive Committee.
- 11.3 Any Executive Officer and/or Committee Members of the Executive Committee for the time being who is a solicitor, accountant or other person engaged in a profession may charge and be paid all the usual professional charges for business done by him or her or his or her firm when instructed in writing by the other Members of the Executive Committee to act in a professional capacity on behalf of the Friends but not otherwise provided that at no time shall a majority of the Members of the Executive Committee benefit under this provision and that a Member of the Executive Committee may attend Executive Committee meetings as an observer only without taking part in the discussion or decision of the meeting and without taking part in any vote of the meeting on the subject at which his or her own instruction or remuneration, or that of his or her firm, is under discussion.

### **12 Subscriptions and Fees**

- 12.1 Individual Members will pay a joining fee as determined by the Executive Committee.
- 12.2 All Individual and Association Members are to pay an annual subscription to Friends that is determined at the Annual General Meeting.
- 12.3 Annual Corporate Membership can be for any amount as determined by the AGM upon recommendation of the Executive Committee.
- 12.4 Annual subscriptions shall become due on the first day of January each year, but can be paid in advance. Members whose subscriptions are not paid by 1<sup>st</sup> April shall be automatically suspended from membership by the Executive Committee who will only re-instate membership if the member pays all arrears of subscription.

### **13 Finance & Accounts**

- 13.1 All funds and assets in the possession of the Friends shall be operated by the Executive Committee and held in the name 'Friends of English Bowling' and paid out and applied as the Executive Committee may direct in furtherance of the objectives and powers of the Friends. Pending such direction all funds shall be held in a separate bank account (or accounts) in the name of the Friends with such bank as the Executive Committee may from time to time direct provided that such bank is registered with the Financial Services Authority for the conduct of banking business and acceptance of deposits.
- 13.2 All cheques drawn on the Friends' bank or banks shall be signed by any two of the three signatories nominated by the Executive Committee for the purpose.
- 13.3 The Executive Committee may invest such funds as are not required to be immediately available for meeting the Friends' liabilities. Such investment may be in gilt-edged securities or on deposit with a bank or building society or in such other investments as the Executive Committee may decide provided that such investment organisation is registered with the Financial Services Authority for the conduct of banking and/or investment business and acceptance of deposits.
- 13.4 An Examiner for the accounts who shall not be a Member of the Executive Committee but who may be a member of the Friends shall be nominated by the Executive Committee and appointed at the AGM provided that such Examiner is qualified to carry out the requirements of the examination.

- 13.5 The Financial Year of the Friends shall run from the first day of January to the last day of December in the same year.
- 13.6 The Treasurer shall:
- 13.6.1 Keep all accounting records for the Friends.
  - 13.6.2 Prepare annual statements of account for the Friends.
  - 13.6.3 Complete the finalisation and arrange independent examination of the statements of account of the Friends.

**14 Each member of the Friends shall (to the extent that he/she is not entitled to recover under any policy of insurance) be indemnified out of any and all funds available to the Friends that may be lawfully applied against all costs, expenses and liabilities whatsoever incurred by them in the proper execution and discharge of duties undertaken on behalf of the Friends or arising there from or incurred in good faith in the purported discharge of such duties.**

### **15 Meetings**

- 15.1 Annual General Meeting. The AGM of the Friends of which not less than 14 days written notice shall be given to all members by the Secretary shall be held in August each year shall specify the time and place where the meeting is to be held and will provide a list of nominations received for Members of the Executive Committee.
- 15.2 The business of the AGM shall be to:
- 15.2.1 Receive reports from the Chairman and Executive Officers for the preceding year.
  - 15.2.2 Review the annual accounts for the preceding year
  - 15.2.3 Appoint an Examiner of the accounts.
  - 15.2.4 Elect the Executive Officers and ordinary Committee Members of the Executive Committee.
  - 15.2.5 Consider any other business of which due written notice has been given in writing to the Secretary not less than 21 days before the date of the meeting.

### **16 Special General Meetings**

- 16.1 The Executive Committee may at any time and shall within 28 days of receiving a request in writing from a minimum of any twenty members of Friends convene a Special General Meeting.
- 16.2 The Secretary shall give to each Member of the Executive Committee and each member not less than 14 days written notice of this meeting specifying the business to be transacted and the time and place where the meeting is to be held when no other business shall be transacted.

### **17 Provisions Applying to Annual General Meetings and to Special General Meetings**

- 17.1 In the absence of the Chairman and the Vice Chairman, the persons present shall appoint a Chairman of the meeting.
- 17.2 Notices of the Meeting to members shall be deemed sufficiently served if sent electronically, by ordinary post or hand-delivered by an authorised member of the Friends to the address of the member registered in the records of the Friends.
- 17.3 The Secretary or other person specifically appointed by the Executive Committee shall keep a full record of proceedings at every AGM and Special General Meeting.
- 17.4 Each Individual Member each Association Member & each Corporate Member shall have one vote.
- 17.5 Every matter shall be determined by a majority of votes of the members of the meeting present and voting on the question but in the case of equality of votes the Chairman of the meeting shall have a second or casting vote.
- 17.6 **The Chairman may with the consent of a meeting at which a quorum is present (and must be if so directed by the meeting) adjourn the meeting to another date, time and place.**
- 17.7 **No business may be transacted at any adjourned meeting other than business that might properly**

have been transacted at the meeting had the adjournment not taken place.

**17.8 A declaration by the Chairman that a resolution has been carried or lost should be entered in the book of proceedings of the Friends and is 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 at least five members having a right to vote at the meeting.**

**17.9 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 Amendments**

No alteration may be made to this Constitution except by and with the authority of a resolution passed by a majority of at least two thirds of the members present and voting at an AGM or Special Meeting. Any proposal for amendment shall be made in writing and be received by the Secretary not less than fourteen days before the minimum period of the notice of the meeting at which the resolution is to be brought forward.

## **19 Dissolution**

19.1 The Friends may be dissolved by a resolution passed by a two-thirds majority of those present and voting at a Special General Meeting held in accordance with the provisions of this Constitution.

19.2 Thereafter the Executive Committee shall apply the income and property of the Friends solely towards the promotion of its objects as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly to an Executive Member or Member of the Friends.

19.3 If upon the dissolution of the Friends there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Friends but must be given or transferred to a registered Charity or the Sports' Governing Body.

**End**

## **History:**

Issue 1.0 – 31<sup>st</sup> August 2006 - -IGM

Issue 2.0 – August 2007 AGM

Issue 3.0 – Change to 13 – Finance & Accounts, para 6.

Issue 4.0 – Various changes.