**MEMORANDUM and**

**ARTICLES**

**OF ASSOCIATION**

**The Companies Acts, 1985, 1989**

**COMPANY LIMITED BY GUARANTEE**

**AND NOT HAVING A SHARE CAPITAL**

**BRITISH TENPIN**

**BOWLING**

**ASSOCIATION**

**REVISED – 29th JULY 2023**

MEMORANDUM OF ASSOCIATION

# Article 1.

The name of the Company (hereinafter called “the Association”) shall be the **BRITISH TENPIN BOWLING ASSOCIATION LTD.**

# Article 2.

The registered office of the Association will be situated in England.

# Article 3.

The objects for which the Association is established are to promote and improve the sport of Tenpin Bowling and in particular (but without limiting the general scope of the aforesaid objects) by:-

1. Representing, legislating and being an executive body with complete and final jurisdiction over affiliated regions and local associations, its member’s leagues and tournaments it sanctions.
2. Conducting an annual Championship Tournament and other Tournaments, including County Championships and foster programs to increase bowling skills among amateurs.
3. Adopting and enforcing uniform rules, qualifications, methods and conditions of play and enforcing bowling equipment specifications for sanctioned competitions.
4. Issuing certificates to bowling establishments and sanctioning Leagues and Tournaments.
5. Exercising care and supervision over all Tenpin Bowling, in order to foster a spirit of good fellowship and an increase in the sport everywhere.
6. Issuing charters to Region Local and Service Associations.
7. Affiliation with the European Tenpin Bowling Association and conforming to its rules, regulations and requirements.
8. The Association shall have the following powers exercisable in furtherance of its said objects, but not otherwise, namely:-
	1. To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings, or erection necessary or convenient for the work of the Association.
	2. To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as may be thought expedient with a view to the promotion of its objects.
	3. To collect, receive and hold funds and property by subscription, voluntary contributions, gifts or legacies or otherwise for the objects of the Association or such of the said objects as the donors may direct or desire.
	4. To borrow or, raise money for the purpose of the Association, on such terms and on such security as may be thought fit, and in particular by the issue of debentures or debenture stock to secure the same, and to enter into any contracts or agreements for carrying out any of the objects of the Association.
	5. To invest the monies of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject never the less to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by and subject also as hereinafter provided.
	6. To establish and support or aid in the establishment and support of any Charities, Associations or Institutes and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Association or calculated to further its objects.
	7. To undertake and execute any charitable trusts which may lawfully be undertaken by the Association and may be conductive to its objects.
	8. To establish and support and aid in the establishment and support of, and to affiliate with and/or enter into agreements with other bodies for the furtherance of the objects of the Association.
	9. To federate or amalgamate with, affiliated or become affiliated to any body not formed for profit or gain and having objects similar, wholly or partially, to those of the Association and to acquire and undertake all or any part of the assets, liabilities and engagements of any such body.
	10. To enter into any agreements with any Authorities, Supreme, Municipal, Local or otherwise, which may seem conducive to the Association’s objects or any of them, and to obtain from any such authority any rights, privileges and concessions which it may seem desirable to obtain, and to carry out and to comply with any such arrangements, rights, privileges and concessions.
	11. Subject to the provisions hereinafter contained, to employ and pay Secretaries, Accountants, Clerks and any other person or bodies whose services are required or deemed expedient for carrying out any of the objects of the Association.
	12. To pay all Expenses, preliminary or incidental, to the incorporation of the Association and its registration.

To do all such other lawful things as are incidental or the Association may think conducive to the above objects or any of them.

# Article 4.

Throughout Article 3 above, the word “body” includes Association, Institution or aggregates of persons, whether incorporated or unincorporated, and whether of a voluntary nature or otherwise.

Provided that:-

1. In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
2. The objects of the Association shall not extend to the regulation of relations between workers and employers organisations of workers and organisations of employers.
3. In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Association shall not sell mortgage charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council or other governing body of the Association shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects, and defaults and for the due administration of such property in the same manner and to the same extent as they would as such council or governing body have been in no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division of the Charity Commissioners over the Council or the governing body of the Association, but shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.

# Article 5.

The Liability of the member is limited.

# Article 6.

Every member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up during the time that he is a member or within one year afterwards, for payment of the debts and liabilities of the Association contracted before the time at which he ceases to be a member, and of the costs, charges and expenses of winding up the same and for the adjustment of the rights of the contributors amongst themselves such amount as may be required not exceeding 1p.

# Article 7.

The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Association. No member of its Council of Management or Governing Body with the exception of the General Secretary shall be appointed to any office of the Association paid by salary or fees.

Provided that nothing herein shall prevent any payment in good faith by the Association –

(A) Of reasonable and proper” remuneration to any member, officer or servant of the Association for any services rendered to the Association.

(B) Of interest at a rate not exceeding two percent less than the minimum lending rate for the time being described by the Bank of England or three percent whichever is the greater on money lent by the Association.

(C) Of reasonable and proper rent for premises demised or let by any member of the Association.

# Article 8.

If under the winding up or dissolution of the Association 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 Association but shall be given or transferred to some other institution or institutions having the same or similar objects as the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as imposed on the Association under or by virtue of Article 7 or its Memorandum of Association such institution or institutions to be determined by the members of the Association at or before the time of dissolution and if and so far as effect cannot be given to such provision then the said property shall be applied for some charitable object.

ARTICLES OF ASSOCIATION

# Article 1.

In these presents the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context –

|  |  |
| --- | --- |
| WORD | MEANING |
| The Act | The companies act, 1985 and 1989 |
| The Association | British Tenpin Bowling Association |
| Local Association | Local Association approved by the Council covering a territorial division of the United Kingdom which shall so far as practicable conform to the geographic County boundaries (as existing in 1961) for the purpose of administering the business of the Association and the expression “Local Association” shall include an association formed pursuant to Article 12 (2) of the Articles of Association. |
| The Council | The members for the time being of the Council hereby constituted and their successors or appointed |
| The Executive | The members for the time being of the Executive Committee hereby constituted and their successors duly appointed or entitled to be members thereof. |
| Delegate | Such person as shall be elected a delegate pursuant to Article 20 of the Articles of Association. |
| In Writing | Written, printed or lithographed, or partly one or partly other, and other modes of representing or reproducing words in a visible form. |
| Month | Calendar Month |
| Office | The Registered Office of the Association. |
| These Presents | These Articles of Association as originally framed and the Regulations of the Association from time to time in force. |
| Registered Address | In the case of members, the address appearing in the Register of Members. |
| Seal  | The Common Seal of the Association. |
| Local Association Secretary | Secretary for the time being of a Local Association duly appointed or persons acting in that capacity for the time being. |
| Britain | England, Scotland, Wales and Northern Ireland and any other home counties defined in these present. |
| Sanctioned LeaguesAnd Tournaments | Competitive Tenpin Bowling Leagues and Tournaments sanctioned and approved by the Council. |
| Fiscal Year | Year or part thereof. |
| Ordinary Membership  | Any eligible individuals having paid the correct annual fee will be considered to be an Ordinary Member Refer to Section 2.2 of the Articles of Association for further details. |
| Life Membership | Restricted to members that have rendered outstanding service to the BTBA. Voted on by members at AGM (See Section 2.2.3.2). |
| Temporary Membership | Provided to bowlers that participate in leagues and tournaments but do not have an eligible BTBA membership card. (See Section 2.2.3.3). |
| Membership Year | Memberships will be issued for a period of 12 months. |

And words importing the singular number only shall include the plural number and vice versa, word importing the masculine gender only shall include the feminine gender, words importing persons shall include corporations. Subject as aforesaid any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Association shall if not inconsistent with the subject or context bear the same meaning in these presents.

# MEMBERSHIP

# Article 2 Members Registered number

The number of members with which the Association proposed to be registered is up to 40,000 but the Council may at any time register an increase of members.

# Article 3 Subscribers

The subscribers of the Memorandum of Association and such other persons as shall become members in accordance with the provisions hereinafter contained shall be members of the Association. The subscribers to the Memorandum shall be deemed to have resigned from membership upon the admission to membership of seven persons qualified to be members, unless any such subscriber shall have become a member of the Association in accordance with Articles 4 and 5 of the Articles of Association.

# Article 4 Eligibility Definition

There are several types of membership, Ordinary Members, Life Members, Temporary Members, and Affiliate Members. Please see below for details.

# Ordinary Members: -

Any eligible individuals having paid the correct annual fee will be considered to be an Ordinary Member of the Association. Ordinary Members will be categorised as follows:

* League Membership: (see sections 2.2.4.1 – 2.2.4.2)
* Competitive Membership: : (see sections 2.2.4.3)
* Non-Playing Official Members (see section 2.2.4.4)

# Life members: -

Any person who has, as a member of the Association rendered outstanding service, may be elected a Life Member at a General Meeting of the Association by a resolution passed by two thirds of those voting in accordance with the provision of these present. A Life Member shall not be required to pay any subscription. A Life Member may be invited by the Council to attend meetings of the Council but shall not be entitled to vote thereat unless he be elected or appointed a member of the Council in accordance with the provisions of these present. A Life Member shall be entitled to receive notice of and to attend Annual General meetings of the Association but shall not be entitled to vote thereat (unless he is a delegate or substitute in accordance with the provisions of these present or a member of the Council as aforesaid).

# Temporary Members: -

**Tournaments**; Persons who are not Members of the Association and those persons not listed on the BTBA database as current members the time of registration for a Sanctioned Tournament will be permitted to participate in such Sanctioned Tournament on payment to the relevant Local Association Secretary of a registration fee. Provided that such is allowed for within the rules of the tournament. The fee payable will be determined by the Tournament Manager. Notwithstanding their participation in a Sanctioned Tournament, temporary members shall not be eligible for ranking points, awards or high score recognition.

**Leagues**; Persons who have not yet renewed their BTBA memberships while they are waiting for their league to be sanctioned may continue to participate in the leagues as members but will only be eligible for high score awards if their membership application or renewal is received within 42 days of the commencement of the league. Tournament rules re current membership will still apply.

# Affiliate Members and Associate Members

**Affiliate Members**

Affiliate Memberships may be made available, upon application to the BTBA National Council by Affiliated Bowling Organisations i.e. BUTBA or the RAFTBA, to those bowlers who are members of the Affiliate Bowling Organisations and who participate solely in events run by their own association. Affiliate members will be able to receive support from the BTBA which could include making their leagues eligible for sanction and qualification for BTBA high score recognition awards. For participation in other BTBA sanctioned leagues or tournaments full membership would be required. Affiliate members would be entitled to discounts offered to BTBA members.

**Associate Members**

Associate Memberships may be made available, upon application to the BTBA National Council by Organisations i.e. Transplant Sport UK, to those bowlers who are members of the Associate Organisations and who participate solely in events run by their own organisation. Associate Organisation will be able to receive administrative support from the BTBA. For participation in BTBA sanctioned leagues or tournaments full membership would be required. Associate members would be entitled to discounts offered to BTBA members.

# Article 5 Ordinary Membership Application

Any person desiring to become an Ordinary Member shall make written application for membership in such form as the Council shall require and shall forward there with such subscription as may be required by the Council pursuant to Article 6 of the Articles of Association. Such application shall also be deemed to be an application by the applicant for membership of the appropriate Local Association as specified under Article 10 of the Articles of Association and shall contain the name of such Local Association and such further information as the Council may require. In accordance with the Data Protection Act applicants must also agree that their details will be made available to the Local Association.

# Direct Annual Membership: -

Direct Members are those members joining, or renewing their membership of, the Association directly and not through a Sanctioned League. These members will pay the membership rate as specified in Article 6 of the Articles of Association.

# League Membership: -

This is for all bowlers (juniors, adults or seniors) who are competing in local leagues only within England. Members joining, or renewing their membership of, the Association through a Sanctioned League. These members will pay the membership rate as specified in Article 6 of the Articles of Association.

Junior Members may defer their initial joining fee for a period of 6 weeks from enrolment in a sanctioned YBC league subject to non-submission of application for a high score recognition, in which case effective membership will revert to the original time of enrolment.

# Competitive Membership: -

This is for all bowlers (juniors, adults or seniors) who are competing in competitions, including International Tournaments, Inter-County Championships, Sanctioned Tournaments, Team England events etc. These members will pay the membership rate as specified in Article 6 of the Articles of Association.

# Non-Playing Official Membership: -

Non-playing officials of Leagues and Tournaments will, upon successful application for a licence, become an Ordinary member of the BTBA and are able to receive support from the BTBA. For participation in BTBA sanctioned leagues or tournaments either a League or Competitive

Non-Bowling Officials are not issued with a licence they are issued with a membership. Non-Bowling Officials for Youth leagues must also apply for a Safeguarding Licence which is dealt with separately.

# Acceptance of Memorandum and Articles of Association

Any application for membership under Article 5 – Ordinary Membership Application, (whether for renewal or otherwise) shall be deemed to be an acceptance of the Memorandum and Articles of Association of the Association.

# Membership refusal

The Council may in its absolute discretion refuse any application for membership or for renewal of membership. On any refusal or deemed refusal of an application for membership, or renewal of membership, of the Association, there shall be repaid to the applicant any subscription sent by him with the application.

# Membership Deemed Refused

In the absence of any notification from the National Bowling Council with the period of 28 days herein before referred to in section 2.2.13 - Membership card Issue, an application for membership whether for renewal or otherwise shall be deemed to have been refused.

# Membership Expiry

# Annual Membership:

A person shall cease to be an Ordinary Member - After the date shown on their membership profile or on his death or if he ceases to be a member of the Association pursuant to Article 9 of the Articles of Association which ever first occurs.

In order that provision is made for the sanctioning of leagues, all persons registering through a sanctioned league shall be eligible to receive the benefits of being a BTBA member for a period of 42 days while the league is applying for sanction. During this period the member will be considered a Temporary Member (see section 2.2.3.3) any high score recognitions will only be awarded if membership has been renewed before the expiry of the 42 day period.

This grace period does not cover bowling in tournaments, where individual eligibility requirements will take precedence. For example, all ICC events.

# Membership Renewal

All Ordinary Members shall be entitled to apply in writing for their membership to be renewed for another 12 months at any time in the 2 calendar months before the expiry date shown on their membership profile. The renewal request should accompany such subscription as may be required by Article 6 of the Articles of Association

# Membership Fee

Any subscription required to be paid under Article 5 shall be of such amount as shall be determined in accordance with Article 6 of the Articles of Association.

# Article 6 Membership Annual Subscription

In addition to the sum guaranteed to be paid in the event or winding up, every member other than a Life Member shall pay an annual subscription according to the scale to be fixed from time to time by the National Council. Subscriptions shall be payable as provided in Article 5 – Ordinary Membership Application, of these Articles of Association.

Current Fees are as follows:

* League Membership: £15.00
* Competitive Membership: £35.00
* Non-Playing Official / Official / Coaching License: £15.00
* General Supporter: £10.00 Not eligible to bowl, however will gain access to the membership discounts.

*NOTE: As in previous years, Coaching and Official’s licences are still added onto the cost of a membership if needed, so that everything is all in one place. These are shown as separate options available through JustGo*

# Membership Card Issue

Subject to the foregoing provisions of Article 5 – Membership cards will be going digital, which is not only environmentally friendly, but more readily accessible for all Members and Leagues. Please note, a small supply of cards will be available for those who continue to prefer this option. Proof of membership will be taken either from access to the online membership system on your phone or via details maintained within the online membership database.

# Article 7 Card Inspection

The membership Card furnished to members pursuant to Article 5 of the Articles of Association must be produced when required by an authorised official of the Association.

However, as annual membership cards are no longer produced, proof of current membership will be taken from Associations Online Membership database, which will be considered as the current status and will now be used in lieu of a physical membership card.

# Article 8 Rights and Privileges

The rights and privileges of members shall be as prescribed by these present. No such rights or privileges shall be transferable or transmissible, and the rights of a member shall cease on his death.

Members have the right to appeal against decisions taken by Elected and Appointed Chairmen of Committees to the National Council, then further to the Officers of the Executive.

# Article 9 Membership Liability

Without prejudice to the provisions of Article 5, 8 and 10 of the Articles of Association, a member shall without prejudice to any claims which the Association may have against him or any liability under the Memorandum of Association, cease to be a member of the Association:-

1. If he resigns in writing such resignation to be submitted to the National Bowling Council of the B.T.B.A.
2. If his membership is withdrawn pursuant to the Playing Rules and Regulations of the Association for the time being in force.

# LOCAL ASSOCIATIONS.

# Article 10.

(1) An Ordinary Member of the Association must be and continue to be a member of a Local Association. Unless he advises the Association otherwise he shall be a member of the Local Association covering the territory in which the bowling establishment at which he customarily bowls or intends to bowl is situated rather than the Local Association covering the territory in which he resides. An Ordinary Member may not become or be a member of more than one Local Association at any one time.

(2) No person may be or continue to be a member of a Local Association or be entitled to exercise any right to vote at a meeting of a Local Association unless he shall be an Ordinary Member of the Association.

(3) All Local Association Officials must be Ordinary Members.

(4) A Local Association Secretary may be removed by ordinary resolution of the members of the Council.

(5) The minimum age for any Local Association Officer shall be 18 years.

# Article 11.

In those Counties (as referred to in Article 1 of the Articles of Association) where no Local Association has been formed the Council will use its best efforts to effect consolidation with an adjoining Local Association.

# Article 12.

(1) New Local Associations may with the consent of the Council be formed in Great Britain in such manner as may from time to time be prescribed by the Council.

(2) Subject to the consent of the Council, Local Associations may be formed in countries outside Great Britain for the benefit of the armed services of Great Britain serving abroad.

# Article 13.

(1) For the purposes of these presents, the members of a Local Association shall be deemed to be those Ordinary Members who have named such Local Association in their application form pursuant to Article 5 of the Articles of Association.

(2) Separate general meetings of the members of Local Associations will be convened and held and to every such meeting the provision of these presents and of the Act relating to general meetings of the Association shall apply (with necessary modifications and except as otherwise provided in these presents) but so that such meetings may be convened by the Local Secretary and so that the quorum at any separate general meeting of the members of any Local Association shall be such as may be determined by the members of such Local Association.

# GENERAL MEETINGS OF THE ASSOCIATION.

# Article 14.

Subject to the provisions of the Act, the Association shall in each year hold a General Meeting as its Annual General Meeting on such date and at such time and place as may be determined by the Chairman. Provided that such Annual General Meeting shall be held before the 30th September in every year.

# Article 15.

All general Meetings, other than the Annual General Meeting, shall be called Extraordinary General Meetings.

# Article 16.

The Council may whenever it thinks fit convene an Extraordinary General Meeting and an Extraordinary General Meeting shall also be convened by the Council on the requisition of the Chairman.

# Article 17.

Twenty-one days’ notice shall be given in writing at least of every Annual General Meeting and every meeting convened to pass a Special Resolution (exclusive both of the day on which it is served or deemed to be served and of the day for which it is given). Specifying, the place, the day and hour of meeting, and in the case of special business the general nature of the business, shall be given to all members of the Council and all the delegates, but with the consent of all the members of the Council and all the delegates (or of such proportion as is prescribed by the ACT including the Auditors) in the case of every other General Meeting fourteen days’ notice in writing at least should be given in similar manner.

All notices may be delivered by email to the addresses held within the Associations Membership database.

# Article 18.

The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceedings had, at any meeting.

# Article 19.

All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the election of the Officers of the Association, as defined in Article 34, and the appointment of, and the fixing of the remuneration of the Auditors.

# Article 20.

(1) The members of each Local Association shall be entitled to be represented at each General Meeting of the Association by one delegate or one substitute for such delegate and each delegate or substitute must be an Ordinary Member of the relevant Local Association. In cases where membership of a Local Association exceeds 100 persons, such Local Association shall be entitled to be represented by one delegate or one substitute for each delegate for every 100 members (or major fraction thereof) or such excess up to a maximum of three (3) delegates. Such delegates and substitutes must be elected by an ordinary resolution passed at a separate meeting of the members of the Local Association which they represent. Such election shall take place not later that 31st May in each year. Delegates and substitutes so elected shall hold office with effect from the conclusion of the next following Annual General Meeting until the conclusion of the next Annual General Meeting thereafter. Notification of the names and addresses of the delegates and substitutes so elected must be registered with the Council by each Local Association Secretary before 30th June in each year. The qualifying number of members of a Local Association for determining the number of delegates and substitutes for the purpose of this Article 20 (1) shall be the number as at the 1st January in the year of the AGM.

(2) Where a new Local Association is formed, the members of such Local Association shall be entitled to be represented at General Meetings of the Association by a delegate or delegates and a substitute or substitutes who shall be elected in the same manner and hold office at the same time mutatis mutandis as is provided in subparagraph (1) of this Article 20. Until the next Local Association AGM following the date of formation. The qualifying number of members of a new Local Association for the purposes of this Article 20 (2) shall be the number as at the date of formation.

(3) If a person shall cease because of resignation or death or for any reason to be a delegate or a substitute Local Association shall be entitled to elect another person in his place for which purpose the provisions of subparagraph (1) of this Article 20, shall mutatis mutandis apply.

(4) A person shall automatically cease to be a delegate or a substitute if he becomes a member of the Council.

# Article 21.

No delegate shall be entitled to attend and (in the case of a delegate) vote at a General Meeting of the Association unless he is an ordinary member of the Association and (except in the case of a delegate or substitute who is a Life Member of the Association) shall have paid every subscription and other sum (if any) which shall be due and payable to the Association respect of his membership.

# Article 22.

Subject to Article 21 of the Articles of Association –

Every delegate shall have one vote at a General Meeting of the Association.

# Article 23.

No Ordinary Member of the Association may attend (unless invited) or vote at a General Meeting of the Association unless he be a delegate or (subject to the provisions of these Articles) a substitute.

# Article 24.

Each member of the Council shall have one vote at a General Meeting of the Association.

# Article 25.

No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided 25 per cent of members of the registered delegates entitled to be present and to vote or their respective duly appointed substitutes and 50 per cent of the members of the Council present in person shall be a quorum.

Where votes are cast electronically the delegates will be considered as present when counting numbers for a quorum at the meeting.

# Article 26.

All voting at a General Meeting shall include all those present and eligible to vote plus votes cast electronically where it has been permitted in advance. No person may vote both in person and by electronic means. Eligibility is determined pursuant to Article 32 of the Articles of Association) and members of the Council.

# Article 27.

The Chairman of the Association shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within 15 minutes after time appointed for holding the same, or shall be unwilling to preside, the Vice Chairman of the Association shall preside as Chairman, but if there be no such Vice Chairman or if at any meeting he shall not be present within 15 minutes after the time appointed for holding the same, or shall be unwilling to preside, the delegates (or any substitute thereof pursuant to Article 32 of the Articles of Association) and members of the Council present shall choose some member of the Council, or if no such member be present, or if all members of the Council present decline to take the chair, they shall choose a delegate who shall be present to preside.

# Article 28.

The Chairman may, (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place.

# Article 29.

Subject to the provisions of the Act at any General Meeting a resolution put to the vote of the meeting shall be decided as noted in Article 26, and a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against that resolution.

# Article 30.

In the case of an equality of votes, the Chairman of the meeting shall in all circumstances be entitled to a second or casting vote.

# Article 31.

Subject to the provisions of the Act, a resolution in writing signed by all the delegates and all members of the Council, or their duly appointed attorneys, shall be as valid and as effectual as if it had been duly passed at a General Meeting of the Association duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the delegates or members of the Council or their respective attorneys.

# DELEGATES.

# Article 32.

A delegate shall have the power to appoint his substitute to act and vote in his place during his absence at any General Meeting of the Association. A substitute so appointed shall exercise and discharge at any such General Meeting or adjournment all the functions powers and duties of the delegate in his absence. A substitute shall not be entitled to exercise the powers of a delegate in the event of a person ceasing to be a delegate (unless elected as a delegate pursuant to Article 20 (3) of the Articles of Association).

# Article 33.

Any such appointment as referred to in Article 32 above shall be effected by instrument in writing delivered at the registered office of the Association not later than 24 hours before the relevant or adjourned meeting.

# THE OFFICERS.

# Article 34.

The Officers of the Association shall be the following: -

(a) The Chairman of the Association.

(b) The Vice Chairman of the Association.

# THE COUNCIL.

# Article 35.

The Council shall consist of the following persons:

1. The Chairman of the Association
2. Up to three members of the Association who shall be appointed Regional Representatives of the Local Associations.
3. In addition to the Chairman of the Association, a minimum of 4 Positions will be appointed as Directors of the Association and they will form the Executive Council. These positions will be appointed pursuant to Article 48. Examples of these roles are:
	1. Director of Membership Services.
	2. Director of Legal & Governance
	3. Director of Sport
	4. Director of Business
	5. Treasurer
	6. Other positions as determined by the Executive Council
4. All other positions, up to a maximum of 9, will be appointed by the individual members of Executive Council and approved by the full Executive Council. (Article 49) fulfilling one or more of the roles listed below. Additional responsibilities positions will be added as and when the needs arise and will be advised to delegates at the next AGM.
	1. Head of Equality, Inclusion and Diversity
	2. Head of Youth Sport
	3. Head of Technical Services.
	4. Head of Coaching and Education
	5. Head of Team England
	6. Head of Safeguarding
	7. Licensing Officer
	8. Tournaments Officer
	9. Head of Business Development
	10. Communications Manager
	11. Head of Technology Services

# Article 37.

Applicants for the role of Regional Officers will be sought from the Local Associations. Adverts will be placed on the BTBA website and all Local Associations Secretaries will be advised that a position is coming available. Applications will be accepted from both individuals and by submissions from Local Associations.

# Article 39.

The Local Associations that make up each of the Regions will be determined by the National Council and will be advised to the Local Association secretaries by 28th February in the year that the change will become take effect. Any such changes will take effect from the conclusion of the next AGM.

# Article 45.

The Chairman shall have power at any time, and from time to time, to appoint any person to be a member of the Council to fill a casual vacancy in the number of elected members of the Council.

If council positions become vacant more than 6 months before end of term, new incumbents will take the position until the end of the current term, when the post will be re-advertised. If positions become vacant within 6 months of end of term the incumbent will sit for a full term plus the additional few months.

# Article 46.

The appointed members of the Council under Article 35(2) shall normally be appointed not later than 1st September in each year and shall hold office until the next following 31st August when they shall be eligible for re appointment. The appointed members of the Council may be removed at any time by the Officers of the Association.

# Article 47.

Only members of the Association (except in the case of a Life Member of the Association) shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership shall be eligible to hold office as a member of the Council.

# Article 48

Members of the Executive Council will be appointed by a selection committee comprising of the Chairman and the other current members of the Executive council. If there are less than 4 people available, the Chairman may appoint members of the National Council to the selection committee. All Executive positions requiring reappointment will be advertised on the BTBA website for a minimum period of 28 days, with an established closing date for nominations. All nominations will be sent to Head Office and will be distributed to the selection team immediately after the closing date.

Once the selection process has been completed, they will assume their positions on the Executive Council with effect from 1st June until 31st May of the year in which their term of office ends.

The terms of Office will be either one or two years, determined by the selection committee, and will be designed to ensure that all Executive positions do not need replacement in the same year.

If council positions become vacant more than 6 months before end of term, new incumbents will take the position until the end of the current term, when the post will be re-advertised. If positions become vacant within 6 months of end of term the incumbent will sit for a full term plus the additional few months.

# Article 49

Positions appointed to the Council by the Executive Council members will be advertised on the BTBA website for a minimum period of 28 days with all nominations or applications being sent to admin email. Each Executive Council member will make their selections from the nominations received. Once appointment selections have been made these will be presented to the full Executive Council for ratification.

As soon as the selection process has been completed the appointees will assume their positions on the National Council with effect from 1st September until 31st August of the year in which their term of office ends depending on their initial term.

The terms of office may be one or two years and will be determined by the Executive Council. The terms will be designed to ensure that all Council positions do not need replacement in the same year.

If council positions become vacant more than 6 months before end of term, new incumbents will take the position until the end of the current term, when the post will be re-advertised. If positions become vacant within 6 months of end of term the incumbent will sit for a full term plus the additional few months.

# THE CHAIRMAN OF THE ASSOCIATION.

# Article 50.

Except as otherwise provided as a resolution of the Association in General Meeting the Chairman of the Association, as defined in Article 34, shall be appointed at an Annual General Meeting by the delegates (or any substitutes appointed pursuant to Articles 32 and 33 of the Articles of Association) and shall hold office for two years from the conclusion of such Annual General Meeting until the conclusion of the second Annual General Meeting after their appointment when they shall be eligible for re-appointment. No person shall be a candidate for appointment as the Chairman of the Association unless he shall have previously been nominated by the National Council. Upon rejection of the nomination the meeting will close and will be reconvened within 28 days when the delegates will again be asked to accept a nomination from the National Council.

The position of Vice Chairman will be nominated from within the Executive Council. This position will stand for as long as that person remains on Executive council or until the Executive council wish to nominate another individual. In the event of a tied vote the Chairman will have a casting vote.

# Article 51.

Subject to the provisions of the Act any Officer of the Association may be removed from Office by an ordinary resolution passed at a duly convened General Meeting of the Association.

# Article 52.

In case an Officer of the Association shall resign or die or be unable or unwilling to continue to act during his term of office, the Council may appoint from members of the Association another person in his place and he shall serve in his stead until the next following Annual General Meeting when he shall be eligible for re-election.

# DISQUALIFICATION OF MEMBERS OF THE COUNCIL.

# Article 53.

An elected member or an appointed member of the Council shall automatically cease to be a member of the council: -

* 1. If a receiving order is made against him or he makes any arrangement or composition with his creditors.
	2. If he becomes of unsound mind.
	3. If he ceases to be a member of the Association.
	4. If by notice in writing to the Association he resigns his office.
	5. If he becomes prohibited from holding office by reason of any Court Order made under the Companies Acts. 1948-1976.
	6. If he is removed from office by a resolution duly passed pursuant to Section 184 of the Act.
	7. If he ceases to be a member by virtue of Section 185 of the Act.

# Article 54.

An appointed member of the Council shall automatically cease to be a member of the Council if he be removed by the Chairman pursuant to Article 51 of the Articles of Association.

# POWERS OF THE COUNCIL.

# Article 55.

The business of the Association shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association in General Meeting, subject never the less to any regulations of these presents, except that amendments to these presents be submitted to the Delegates at Annual General or Extraordinary General Meetings of the Association, to the provisions of the statutes for the time being in force and affecting the Association, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting, but no regulation made by the Association in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

# Article 56.

The members at the time being of the Council may act notwithstanding any vacancy in their body. Provided always that in case the members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these present, it shall be lawful for them to act as Council for purpose of admitting persons to membership of the Association filling up vacancies in their body or of summoning a General Meeting, but not for any other purpose.

# Article 58. THE SEAL.

The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Officers of the Association or Council, and in the presence of at least two members of the Council, and the said members shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been affixed.

# PROCEEDINGS OF THE COUNCIL.

# Article 59.

The Council shall meet together for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit. Unless otherwise determined, eight members of the Council or twenty-five per cent thereof (whichever is the greater number) shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes of the members present. In case of an equality of votes the Chairman shall have a second or casting vote.

# Article 60.

The Chairman of the Association shall, at any time, on a request from a member of the Council, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from Great Britain shall not be entitled to notice of a meeting.

# Article 61.

The Council shall in any event meet not less than once in each period of 12 months ending on the 31st December in each year on a date and at a place to be determined by the Chairman.

# Article 62.

Unless a majority of the members of the Council otherwise agree, not less than ten clear days notice in writing of a meeting of the Council shall be given to the members thereof to ensure that all members have an opportunity to attend. Wherever practical, provision must be made for council members unable to attend in person to attend via alternative means i.e. telephone or videoconferencing.

# Article 63.

The Chairman of the Association, in his absence, the Vice-Chairman shall act as Chairman of the Council. If both shall not be present within 15 minutes after the time appointed for holding the meeting the members of the Council present shall choose one of their number to be Chairman of the meeting.

# Article 64.

A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretion by or under the regulations of the Association for the time being vested in the Council generally.

Meetings of the council that are held virtually using conferencing, using round robin emails or other team-based technology will be considered as effectual as if it had been duly passed at a face to face meeting. All meetings will be duly minuted and recorded as part of the official records. See Article 77

# Article 65.

Without prejudice to the generality of the provisions of Article 55 of the Articles of Association, the Council shall, subject to any resolution passed by the Association in General Meeting, be entitled to exercise the following powers: -

1. Jurisdiction on all matters referred to it on appeal from members of a Local Association.
2. Jurisdiction on appeals from findings of the Legal Committee.
3. Jurisdiction on appeals from findings of the Executive Committee pursuant to Article 39 of the Articles of Association.
4. Suspend membership.
5. Institute disciplinary proceedings.
6. To expel any member convicted of a civil or criminal offence associated with the sport.

For the purposes of this Article the Council may invite the parties to appear personally before the Council with witnesses and all relevant documents.

# Article 66.

The Council shall on the direction of the Chairman delegate any of the powers of the Council to committees including (but without prejudice to the generality of the foregoing) the committees referred to in Articles 70 to 75 of the Articles of Association.

# Article 67.

Any committee so formed shall in the exercise of powers so delegated conform to any regulations that may be imposed on it by the Council.

# Article 68.

A committee may meet and adjourn, as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chairman thereof shall have a second and casting vote.

# Article 69.

The Chairman and members of each such committee shall be appointed by the Chairman of the Association. They may also be removed at any time by the Chairman of the Association.

# THE EXECUTIVE COUNCIL.

# Article 70.

The Executive Council shall consist of the officers of the Association (as defined in Article 34 of the Articles of Association) and those members elected by the Selection Committee as defined in Article 48. The Executive Council shall deal with the running of the routine affairs of the Association and the implementation of resolutions of the Council of the purpose of ensuring that the Association’s affairs are conducted efficiently. The Chairman of the Association shall be Chairman of the Executive Council.

# OTHER COUNCIL COMMITTEES

# Article 71. The Legal Committee.

The Legal Committee shall

(a) Advise the Council of the interpretation of these presents.

(b) Institute disciplinary proceedings as directed by the Council.

(c) Review and give decisions arising from disciplinary and reinstatement proceedings held by Local Association.

(d) Deal with allegations of unfair tactics.

(e) Study amendments submitted by members of the Association or by Local Associations.

(f) Make recommendations to the Council on amendments, including those referred to in subparagraph (e) as it thinks fit.

# Article 72. The Finance Committee

The finance committee will include the Treasurer and all members of the council that have direct budget responsibility. The Treasurer shall advise the council on all financial matters, assist in the preparation of the annual budget to be presented to the Council on or before 1st September in each year.

# Article 73. Equality and Diversity.

The Equality and Diversity committee shall be responsible for the development and well-being of all aspects of tenpin bowling for women and all other minority groups.

# Article 74. The Management Committee of Youth Bowling England

This committee shall be responsible for the development and well-being of all aspects of youth bowling including Child Protection.

# Article 75. The Technical Committee.

As a member of the National Council, the Head of Technical Services will chair the Technical Committee, which will be responsible for overseeing the development and well-being of all technical aspects of the sport.

# Article 76. Committee Reports.

Not later than 21 days before each Annual General Meeting of the Association each Committee will produce written reports to the Executive Council for consideration by the full National Council.

# MINUTES AND RESOLUTIONS.

# Article 77.

The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Association and of the Council and of committees of the Council, and all business transacted at such meetings. All minutes shall be signed by the Secretary (of the meeting) at the time of production and shall further be discussed by the attendees of the next subsequent meeting. When all parties are satisfied a vote will be taken for them to be approved by the Chairman (of the meeting) either “as read" or "amended". Any such minutes of any meeting, if purporting to be signed by the Chairman of the next succeeding meeting shall be sufficient evidence without any further proof of the facts therein stated.

# Article 78.

A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting or the Council or of such committee shall be valid and effectual as if it has been passed at a meeting of the Council or of such committee duly convened and constituted.

# THE PRESIDENT.

# Article 79.

There may by an Honorary President who shall be elected by an Ordinary Resolution of the Council, and subject to Article 80 of the Articles of Association, shall hold office until the next following Annual General Meeting of the Association when he shall retire but shall be eligible for re-election.

# Article 80.

The Council may by ordinary resolution resolve that a President may hold office for a longer period than referred to in Article 79 of the Articles of Association. Such ordinary resolution

can be overturned only by a countermanding resolution by Council endorsed by the Annual General Meeting.

# Article 81.

At the invitation of the National Council a President may attend meetings of the Council and of the Association but shall not be entitled to vote.

# Article 82.

In the event of the office of President at any time becoming vacant, it may remain vacant until such time that a new President is elected under Article 79.

# ACCOUNTS.

# Article 83.

The Treasurer shall cause proper books of account to be kept with respect to: -

(A) The Council shall cause accounting records to be kept in accordance with Section 12 of the Companies Act 1976.

(B) The accounting records shall be kept at the office or subject to Section 12 (6) and (7) of the Companies Act 1976 at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council.

(C) The assets and liabilities of the Association.

Proper books shall not be deemed to be kept if there are not kept such books of accounts as are necessary to give a true and fair view of the state of the affairs of the Association and to explain its transactions.

# Article 84.

At the Annual General Meeting in every year the Council shall lay before the Association a proper income and expenditure account for the period since the last proceeding account (or in the case of the first account since the incorporation of the Association made up to date not more than (four) months before such meeting together with a proper balance sheet made up as at the same day). Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors and copies of such accounts, balance sheet and reports (all of which shall be framed in accordance with the statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to provisions of section 158 (1) (c) of the Act, be sent to the Auditors and to all other persons entitled to receive notice of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditor’s report shall be open to inspection and shall be read before the meeting as required by section 14 of the Companies Act 1967.

# AUDIT.

# Article 85.

The Association is exempt from audit under section 477 of the companies act of 2006.

Once at least in every year the accounts of the Association shall be examined and correctness on the income and expenditure account and balance sheet ascertained by one or more properly qualified Accountant, Auditor or Auditors.

# Article 86.

Accountants shall be appointed annually by delegates at the AGM. For the purposes of compliance to the Companies Act the members of the Executive Council will be recorded as the Directors of the Association.

# NOTICES.

# Article 87.

A notice may be served by the Association upon members of the Association, delegates, or member of the Council either personally or by sending it through the post in a prepaid letter, addressed to the addressee at his registered address as appearing on the register of members.

# Article 88.

Any delegate or member of the Council described in the register of members by an address not within Great Britain, who shall from time to time give the Association an address within Great Britain at which notices may be served upon him, shall be entitled to have notices served upon him by such address, but save as aforesaid and as provided by the Act, only those delegates and members of the Council who are described in the register of members by an address within Great Britain shall be entitled to receive notices from the Association.

# Article 89.

Any notice, if served by post, shall be deemed to have been served on the day allowing that on which the letter containing the same is put into the post, and in providing such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the Post Office as a prepaid letter.

# INDEMNITY.

# Article 90.

Every Member of the Council be indemnified out of the funds of the Association against all liability incurred by him as such Member in defending any proceedings, whether civil or criminal, in which judgement has been given in his favour or in which he has been acquitted or in connection with any application under Section 448 of the Act in which relief has been granted to him by the Court.

# DISSOLUTION.

# Article 91.

Article 7 of the Memorandum of Association relating to the winding up and dissolution of the Association shall have effect as if the provision thereof were repeated in these Articles.

# Article 92.

The Association shall not be wound up nor shall the assets of the Association or any part thereof be sold or otherwise disposed for the personal gain of the members of the Association.

# BOWLING LANE CERTIFICATES.

# Article 95.

All lanes to be used for Sanctioned play shall be covered by a Bowling Lane Certificate. This Certificate shall be issued following an annual inspection by an accredited Inspector who has certified that the lanes concerned conform to the requirements of the Association.

Inspections shall be made normally within a period of two months either side of the anniversary of the previous inspection.

Where wood lanes are to be resurfaced, or other major work is to be done, the Certificate shall be renewed after a further inspection following such work and shall run for one year from the date of such inspection.

When on inspection, lanes are found to have defects, which may affect play, the establishment shall be notified in writing, and given a reasonable time in which to remedy the defects. Failure to rectify defects shall be sufficient cause for withdrawal of the Certificate for the whole centre or on the affected lanes as appropriate.

The Technical Committee shall have the authority to extend the validity of the Certificate for a reasonable period where major work is pending on notification of the proposed date of such work.

When the Association issues a Certificate, it shall be prima facia evidence that: -

(1) The equipment, including bowling pins met the Association’s requirements at the time of inspection.

(2) All equipment, including pins, will be maintained throughout the validity of the certificate to continue to meet the Association’s requirements.

(3) Throughout the validity of the Certificate, a duly accredited inspector shall have the right to inspect the equipment to ensure conformity.

Accredited Inspectors shall be entitled to charge a fee for each inspection in accordance with rates set by the Council of the Association. Additionally, travel costs can be claimed by the inspector.

Complaints of failure to maintain equipment to required standards shall be submitted in writing to the Head Office of the Association. Such complaints shall be investigated by a member of the Technical Committees who shall report his findings to the National Council and recommend appropriate action to be Proprietor. Failure to rectify the condition shall be cause for withdrawal of the Certificate.

# Article 96.

The requirements of the Association shall conform to the Specifications issued by the United States Bowling Congress, except where these may have been modified by the International Bowling Federation, or by resolution of the National Council ratified at a BTBA Annual General Meeting.

# RESOLUTION.

Adopted by the delegates, 9th April 1965.

The Association shall grant automatic recognition to bowling lanes certified by the American Bowling Congress, in Military, Naval and Air Force establishments for the purpose of providing Association services, to members of the British Armed Forces, their families, and British and civilian employees.

# RESOLUTION.

Adopted by the delegates, 13th March 1996.

“Be it resolved that all Institutes recognised by the Government for the acceptance of funds from Military, Naval and Air and Police Forces, and any such body, be recognised as a banking institute for the acceptance of League and Area Funds.”

# RESOLUTION

Adopted by the delegates, 21st May 2016.

The anti-doping rules of **British Tenpin Bowling Association** are the UK Anti-Doping Rules published by UK Anti-Doping Limited (or its successor), as amended from time to time.  Such rules shall take effect 21st May 2016 and be construed as rules of the **British Tenpin Bowling Association**."