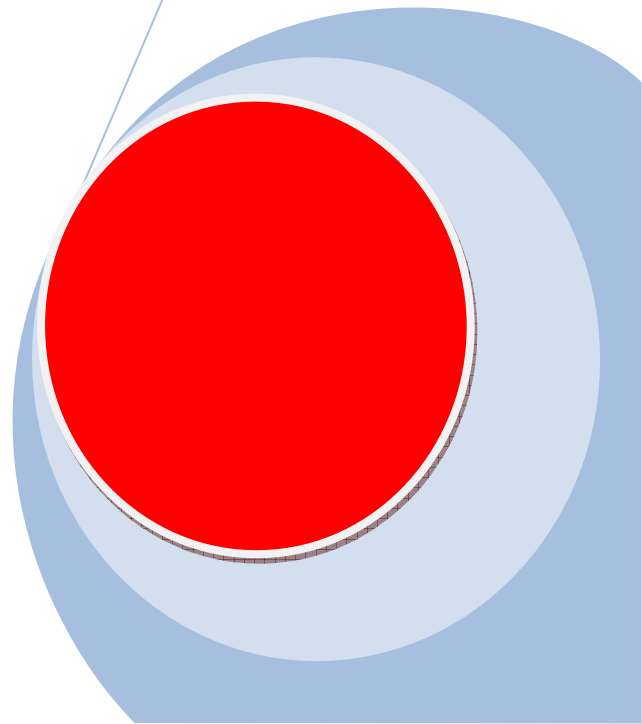


Constitution

WBF approved at EGM on 4th November 2010



WELSH BOWLS FEDERATION CONSTITUTION

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Glossary of Terms

In the Constitution, unless the context requires otherwise;-

“**chairman of the meeting**” has the meaning given in Section 17;

“**document**” includes, unless otherwise specified, any document sent or supplied in electronic form;

“**Bowls**” shall mean the sport of flat green bowls in all its forms in Wales.

“**Nominated Representative**” is the person nominated by a member with voting rights to attend, speak and vote on behalf of that member at general meetings of the Federation;

“**participate**”, in relation to a meeting, has the meaning given in Section 15.6;

“**proxy notice**” has the meaning given in Section 27;

“**special resolution**” is one that requires a 75% majority, it must be identified as such in the agenda of the meeting. Special resolutions are required to change in the constitution, removal of an Officer from post and removal of an appointed Auditor;

“**substitute representative**” is a person appointed to attend the Federation Committee meeting due to unavailability of a Member representative;

“**temporary alternative representative**” is a person appointed to attend a general meeting due to the unavailability of a Nominated Representative;

“**writing**” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

N.B. Section heading and numbering are for information only.

WELSH BOWLS FEDERATION CONSTITUTION

TITLE

The federation shall be called “**The Welsh Bowls Federation**” (WBF)

1. OBJECTS

- 1.1. The objects of the WBF shall be to foster, promote, and safeguard the game of bowls in Wales in every legitimate way, as played by its member associations.
- 1.2. To help, guide and assist its member associations in maintaining and improving the well being of the game in Wales.

2. STRUCTURE - MEMBERS - BECOMING AND CEASING TO BE A MEMBER

The Federation shall be the National Co-ordinating Body for Bowls in Wales.

2.1. The Members shall be:

- (a) The Welsh Bowling Association (W.B.A.),
 - (b) The Welsh Indoor Bowls Association (W.I.B.A.),
 - (c) The Welsh Ladies Indoor Bowling Association (W.L.I.B.A.),
 - (d) The Welsh Women Bowling Association (W.W.B.A.),
 - (e) The Welsh Short Mat Bowls Association (W.S.M.B.A.)
- together with
- (f) The Welsh Bowls Coaching Association (W.B.C.A.), and
 - (g) The Welsh Bowls Umpires Association (W.B.U.A.), as service associations to the National Governing Bodies
 - (h) any other Bowling National Governing Body as the Federation shall admit to membership (see 2.3)

2.2. Every Member shall sign an application to become a Member and sign the register of Members.

2.3. Any other Bowling National Governing Body may make application at any time to become a Member of the Federation. Any such application shall be in writing and in such form as the Federation may from time to time prescribe or approve. Such application shall be accompanied if required by copies of the applicant's constitution rules, and/or memorandum and articles of association (if applicable) and such other documents and particulars as the Federation shall require.

2.4. On acceptance of its application to become a Member such Member shall provide the name of its Nominated Representatives by notice in writing to the Secretary and a Member may at any time in like manner remove its Nominated Representatives and make new nominations.

Termination of membership

3. A Members membership shall cease:-

- 3.1. if it ceases to be a generally recognised Bowling National Governing Body or National Association;
- 3.2. if it shall be expelled from membership by the Federation or;
- 3.3. if it resigns its membership by notice in writing to the Federation or;
- 3.4. if it shall fail to pay any money due to the Federation including without limitation any affiliation fee payable under the Constitution and/or the Federation's rules and bye laws.

4. Membership is not transferable.

5. The Federation acting reasonably may expel any Member if that Member shall change its rules or constitution in such a manner as to lead the Federation to consider that the Bowling Association no longer qualifies for membership or if it considers that it is otherwise inappropriate that membership should continue or if the conduct of the Member (or members of it) shall bring the Federation into disrepute.

6. ADMINISTRATION

Federation Committee Meetings

- 6.1. The Federation Committee shall normally have at least four quarterly meetings in a year, one of which shall include the Annual General Meeting, which shall be within three months of the end of the financial year.

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Federation Committee Composition and General Authority

- 6.2. Subject to the constitution, the Federation Committee is responsible for the management of the Federation's business, for which purpose they may exercise all the powers of the Federation, including but not limited to, the setting and amending of policies on Child Protection, Anti doping, Health and Safety and any other matter that might require a policy to be set and adhered to by members.
- 6.3. The Officers of the Federation may deal with day to day matters on behalf of the Federation Committee between meetings.
- 6.4. The business of the Federation shall be managed by the Federation Committee which shall consist
- (a) the Chairman;
 - (b) the Vice Chairman;
 - (c) the Treasurer;
 - (d) the Secretary;
 - (e) two representatives nominated by each Member National Governing Body;
 - (f) one representative nominated by each of the two service Associations.
- 6.5. All nominations for the Chairman, Vice Chairman, Secretary and Treasurer must be made by a Member. The nomination must be submitted (together with the nominee's written consent) on the Federation's approved application form. The nomination must be received by the Secretary at least six calendar weeks before the date of the Annual General Meeting (Annual General Meeting) in which the election is to take place. The Secretary will confirm receipt of valid nominations in writing to the nominator as soon as reasonably practicable after such receipt.
- 6.5.1. Nomination details shall be forwarded to all Members at least 28 days prior to the Annual General Meeting.
- 6.5.2. The Chairman, Vice Chairman, Treasurer and Secretary shall hold office for two years, retiring at the Annual General Meeting held in the second year of office.
- 6.5.3. In the event of a vacancy during any appointment period for any position other than Chairman, the Federation Committee shall decide either
- 6.5.3.1. to appoint from within itself a person to take on the role for the remainder of the year and then seek ratification at the next Annual General Meeting or
 - 6.5.3.2. to elect at the next Annual General Meeting a person to the position for the remaining period of office
- 6.5.4. All other positions shall hold office for one year.
- 6.5.5. All Officers shall be eligible to stand for re-election
- 6.6. Each Member shall be allowed a substitute representative in the event of unavailability.
- 6.7. Appointments are, wherever possible, to be in gender balance.

Expenses

7. The Federation may pay any reasonable expenses which are properly incurred in connection with attendance at;
- (a) meetings of officers or committees,
 - (b) general meetings, or otherwise in connection with the discharge of their responsibilities in relation to the Federation.

Members' reserve power

8. The Members may, by special resolution, direct the Officers to take, or refrain from taking, specified action. No such special resolution invalidates anything which the Officers have done before the passing of the resolution.

9. DECISION-MAKING BY FEDERATION COMMITTEE

Quorum for Federation Committee meetings

- 9.1. At a Federation Committee meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

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- 9.2. The quorum for meetings may be fixed from time to time by a decision of the Federation Committee, but it must never be less than six and unless otherwise fixed it is six.

Chairing of Federation meetings

- 9.3. The elected Chairman will chair meetings of the Federation.
- 9.4. If the Chairman is not participating in a meeting within ten minutes of the time at which it was to start, the participating Officers must appoint one of themselves to chair it.
- 9.5. In the event of a vacancy for the position of Chairman prior to the ending of a period of office, the Vice Chairman shall become Chairman until the election for a new Chairman can be held at the next due Annual General Meeting.

Casting vote

- 9.6. If the numbers of votes for and against a proposal are equal, the Chairman or other person chairing the meeting has a casting vote.
- 9.7. But this does not apply if, in accordance with the constitution, the chairman of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes, because of a conflict of interest.

Conflicts of interest

10. If a proposed decision is concerned with an actual or proposed transaction or arrangement with the Federation in which a committee member is interested, that person is not to be counted as participating in the decision-making process for quorum or voting purposes.
11. If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Chairman, the question is to be decided by a decision of the Officers at that meeting.

Majority or Unanimous decisions

12. Committee members should take decisions collectively
- 12.1. The general rule about decision-making by any WBF committee is that decisions must be either a majority decision at a meeting or a decision taken in writing in accordance with paragraph 12.3.
- 12.2. The Members for the time being of the Federation Committee may act notwithstanding any vacancy in their body.
- 12.3. A decision of the Federation Committee is taken in accordance with this paragraph when all eligible committee members indicate to each other by any means that they share a common view on a matter.
- 12.3.1. Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible committee member or to which each eligible committee member has otherwise indicated agreement in writing.
- 12.3.2. References in this section to eligible committee members are to committee members who would have been entitled to vote on the matter had it been proposed as a resolution at a meeting.
- 12.3.3. A decision may not be taken in accordance with this section if the eligible committee members would not have formed a quorum at such a meeting.

Records of decisions to be kept

13. The Officers must ensure that the Federation keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken.

Federation Committee delegation

14. Subject to the constitution, the Federation Committee may delegate any of the powers which are conferred on them under the constitution -
- (a) to such officer, person or committee;
 - (b) by such means;
 - (c) to such an extent;

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- (d) in relation to such matters or territories; and
- (e) on such terms and conditions as they think fit.

- 14.1. If the Federation Committee agrees, any such delegation may authorize further delegation of the powers by any person to whom they are delegated.
- 14.2. The Federation Committee may revoke any delegation in whole or part, or alter its terms and conditions; records of all delegations of power and amendments thereof must be retained in writing by the Officers.

Sub Committees

- 14.3. Sub committees to which the Federation Committee delegates any of their powers must follow procedures for taking of decisions as set out in the constitution (article 12).
- 14.4. The Federation Committee may make rules of procedure and terms of reference for all or any subcommittee.

15. THE ANNUAL GENERAL MEETING - ORGANISATION OF GENERAL MEETINGS

- 15.1. The Annual General Meeting shall be held within three months of the end of the financial year.
- 15.2. Every Federation Committee Member of the WBF is entitled to attend the Annual General Meeting.
- 15.3. Four additional members of each National Governing Body and two additional members from each of the Service Associations shall be appointed by each Member as their Nominated Representatives, all of whom will have voting rights.
- 15.4. Any affiliated member of a Member Association is entitled to attend in a non-voting capacity.
- 15.5. Notices of motion put forward by Members must be received by the Secretary at least six calendar weeks before the date of the Annual General Meeting.
- 15.6. The agenda of the meeting shall be sent to each Federation Committee Member and Member Association at least 28 days prior to the meeting, accompanied by a copy of the WBF Annual Accounts.

Attendance and speaking at general meetings

- 15.7. A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which they have on the business of the meeting.
- 15.8. A person is able to exercise the right to vote at a general meeting when;
 - 15.8.1. that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - 15.8.2. that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 15.9. The Officers may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 15.10. In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
- 15.11. Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

Quorum for general meetings

- 16. No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum. The quorum for general meetings shall be 20.

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Chairing general meetings

17. The Chairman shall chair general meetings if present and willing to do so.
- 17.1. If the Chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start;
- (a) the Vice Chairman shall chair the meeting, or
 - (b) if the Vice Chairman is unwilling or is not present the Officers present must choose one of themselves to chair the meeting, or
 - (c) if no Officers are present, the meeting, must appoint a Federation Committee member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.
- 17.2. The person chairing a meeting in accordance with this point is referred to as “the chairman of the meeting”.

Attendance and speaking by non-members

18. The Chairman of the meeting may permit non members to attend and speak at a general meeting.

Adjournment

19. If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.
- 19.1. The chairman of the meeting may adjourn a general meeting at which a quorum is present if;
- (a) the meeting consents to an adjournment, or
 - (b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 19.2. The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 19.3. When adjourning a general meeting, the chairman of the meeting must;
- (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Officers, and
 - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 19.4. If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Federation must give at least 7 clear days’ notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given);
- (a) to the same persons to whom notice of the Federation’s general meetings is required to be given, and
 - (b) containing the same information which such notice is required to contain.
- 19.5. No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

Voting: general

20. Each Federation Committee member as defined in 6.4 shall have one vote and if unable to attend the general meeting shall have the right to appoint a proxy.
21. Each Nominated Representative shall have one vote at Federation meetings.
22. No Officer can be a Nominated Representative, but an Officer can act as proxy for a Nominated Representative.
23. If a Nominated Representative shall be unable to attend a meeting then the Member which has appointed him/her to be its representative may by prior notice in writing to the Chairman appoint a temporary alternative representative being a member or employee of that Member to attend that meeting in place of the original representative. Or it may grant a proxy in writing either to the Chairman, or an Officer, or to its other Nominated Representative or to the Nominated Representative of another Member. No Nominated Representative may hold more than one proxy.
24. A substitute representative or a temporary alternative representative may not appoint a proxy.

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25. A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the constitution.

Poll votes

26. A poll on a resolution may be demanded;
- (a) in advance of the general meeting where it is to be put to the vote, or
 - (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 26.1. A poll may be demanded by;
- (a) the chairman of the meeting;
 - (b) the Officers;
 - (c) two or more Nominated Representatives having the right to vote on the resolution
- 26.2. A demand for a poll may be withdrawn if;
- (a) the poll has not yet been taken, and
 - (b) the chairman of the meeting consents to the withdrawal.
- 26.3. Polls must be taken immediately and in such manner as the chairman of the meeting directs.

Content of proxy notices

27. Proxies may only validly be appointed by a notice in writing (a "proxy notice") which;
- (a) states the name and address of the member appointing the proxy;
 - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Officers may determine; and
 - (d) is delivered to the Federation in accordance with the constitution and any instructions contained in the notice of the general meeting to which they relate.
- 27.1. The Federation may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 27.2. Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 27.3. Unless a proxy notice indicates otherwise, it must be treated as;
- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

Delivery of proxy notices

28. A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Federation by or on behalf of that person.
- 28.1. An appointment under a proxy notice may be revoked by delivering to the Federation a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 28.2. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 28.3. If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.

Errors and disputes

29. No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- 29.1. Any such objection must be referred to the chairman of the meeting whose decision is final.

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Amendments to resolutions

30. An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if notice of the proposed amendment is given to the Federation in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine).
31. A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if;
 - 31.1. the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
 - 31.2. the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
32. If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

Special General Meeting

33. The Officers or any two Member Associations can request a Special General Meeting, which the Secretary will then convene within one month of the requisition being received.
 - 33.1. Only the business stated in the requisition shall be transacted at such meetings.
 - 33.2. Fourteen days notice of a Special General Meeting shall be given.

Financial Year

34. The Financial Year of the Federation shall be agreed by the Federation Committee.

Auditor Appointment

35. The Auditor shall be appointed at the Annual General Meeting annually.

Not for Profit

36. The income and property of the Federation however derived shall be applied solely towards the promotion of the objects of the Federation and no portion thereof shall be paid or transferred directly, by way of dividend, bonus or otherwise by way of profit, to the members.

Dissolution

37. If the Federation were to be dissolved any remaining assets after the payment of debts is to be divided equally amongst the constituent National Governing Bodies.

Insurance

38. The Officers may decide to purchase and maintain insurance, at the expense of the Federation, for the benefit of any Officer or relevant Federation Committee member or employee in respect of any relevant loss.