

# **BRITISH CHESS FEDERATION**

## **CONSTITUTION**

**As amended by the Extraordinary Council Meeting on 12 January 2013**

- 1. This organisation shall be called 'The British Chess Federation'.**
- 2. The objects of the Federation shall be:**
  - 2.1 To encourage the study and practice of chess in England and for the purpose of these objects England shall be deemed to include such part of North Wales as is within the jurisdiction of the Cheshire & North Wales Chess Association
  - 2.2 To institute and maintain British Championships.
  - 2.3 To promote national and international chess tournaments in England.
  - 2.4 To secure the interests of English players (being those players who are entitled to represent England under the statutes and regulations of Federation Internationale des Echecs for the time being in force) and in foreign chess tournaments and matches.
  - 2.5 To support the Braille Chess Association and such other chess organisations which are members of the English Chess Federation and whose jurisdiction includes England unless and until in each case separate equivalent English organisations shall be established.
  - 2.6 To secure the interests of English problemists in foreign tournaments and tourneys and to encourage English problem composers and solvers by instituting tournaments and tourneys and for these purposes support of the British Chess Problem Society shall be within the scope of this object unless and until a separate English Chess Problem Society shall be established.
  - 2.7 To arrange such contests, meetings, etc., as may be deemed desirable and provide and present trophies for competition to suitable organisations in England.
  - 2.8 To support the English Chess Federation.
  - 2.9 To maintain and increase a Fund, known as the 'Permanent Invested Fund', to be permanently invested in the names of the Trustees in accordance with an approved Trust Deed.
- 3. The Federation shall consist of:**
  - 3.1 'CONSTITUENT UNITS', being the East Anglian Chess Union, the Midland Counties Chess Union, the Northern Counties Chess Union, the Southern Counties Chess Union, the West of England Chess Union, the London Chess League, the Manchester Chess Federation and such other fully autonomous chess organisations as shall have been admitted by Council to membership under this paragraph.
  - 3.2 'COUNTY ASSOCIATIONS', being such fully autonomous chess organisations representative of chess within statutory or otherwise customarily accepted county areas as shall have been admitted by Council to membership under this paragraph.

3.3 'OFFICERS', being the Directors (with the exception of any Director who elects in writing not to so serve and in that event the Board of English Chess Federation shall appoint replacement Directors) and the Secretary of English Chess Federation, for the time being, including the President thereof, who shall also be the President of the Federation.

3.4 'THE CHAIRMAN OF THE FINANCE COMMITTEE' of English Chess Federation for the time being.

3.5 'THE CHAIRMAN OF THE GOVERNANCE COMMITTEE' OF English Chess Federation for the time being.

3.6 'TRUSTEES', being the Trustees for the time being of the Permanent Invested Fund appointed in accordance with the Trust Deed thereof.

**4. The Council, which shall govern the Federation, shall consist of:**

4.1 One representative of each Constituent Unit

4.2 One representative of each County Association referred to in paragraph 3.2.

4.3 The Officers.

4.4 The Chairman of the Finance Committee, who shall have access on a privileged and confidential basis to all the financial records of the Federation.

4.5 The Chairman of the Governance Committee.

4.6 The Trustees.

**5. The Management Board**

5.1 The Management Board shall manage the affairs of the Federation under the direction of Council.

5.2 The Management Board shall consist of the Officers.

5.3 The Management Board shall meet, on at least 7 days prior notice in writing, on the requisition of any Officer and in any event at least once per annum not more than 56 days prior to the Annual Meeting of the Council.

5.4 At meetings of the Management Board the Non-Executive Chairman of English Chess Federation shall take the chair. If he is unable or unwilling so to act the meeting shall elect its own Chairman.

5.5 The Management Board shall present an Annual Report to Council.

**6. Council and Management Board powers and duties shall be:**

6.1 Council shall be the governing body of the Federation. The Management Board shall be responsible for the management of the Federation and for implementing policies and decisions determined by Council.

## 6.2

6.2.1 Council shall have power to admit Constituent Units and County Associations to membership. Any organisation applying for membership under paragraphs 3.1 or 3.2 shall furnish the Officers with full particulars of its scope, objects and working, and such information shall be made available to the Management Board and to Council.

6.2.2 Council shall, at its Annual Meeting, appoint an independent examiner who shall have the right to attend and to speak at meetings of the Council. The independent examiner shall have access to all the financial records and is entitled to require from the Officers such information and explanations as he or she thinks necessary for the performance of his or her duties as independent examiner. Unless Council directs otherwise, a person may only be appointed as independent examiner if that person would be eligible for appointment as auditor under section 25 of the Companies Act 1989 had the Federation been a company incorporated under the Companies Act 1985.

6.2.3 Council shall have power to suspend or expel any member admitted under any of paragraphs 3.1 and 3.2 or to remove from office any Officer, and shall require a two-thirds majority of those voting on a resolution therefor. The Management Board may assume such power, any resolution for suspension expulsion or removal from office requiring a three-quarters majority of those voting on a resolution therefor, provided that any such action shall be reported by first class mail within 72 hours to all members of the Council; the member, or Officer concerned shall have the right of appeal to Council. No resolution for suspension, expulsion or removal from office shall be voted on unless its subject has been invited to attend the meeting and given written notice of the said resolution and a written summary of the reasons for its proposal. Proxy voting shall not be permitted under any part of this paragraph.

## 7. Council Meetings

### 7.1

7.1.1 At meetings of the Council the chair shall be taken by the Non-Executive Chairman. If he is unable or unwilling so to act the meeting shall elect its own Chairman.

7.1.2 The quorum for a meeting of the Council shall be 20 persons present in person who are entitled to vote.

7.2 The Council shall meet annually on a date and in a place to be confirmed at the previous Annual Meeting; no more than 15 months shall elapse between Annual Meetings. The Officers shall present Reports, the Finance Director shall present an independently examined Statement of Accounts for the year, and any other business of which due notice has been given shall be considered. The said Reports and Accounts shall first be submitted by the Officers to the Management Board, which shall present them to the Council with any appropriate resolution thereon; a report by the independent examiner shall be annexed to the said Accounts stating whether, in the independent examiner's opinion, there are any matters that need to be brought to the Management Board's attention. An independent examiner shall be appointed for a term of one year, unless resolved otherwise.

- 7.3 Notice of any business to be considered at the Annual Council Meeting and which is not to be proposed by or on behalf of the Management Board must be given in writing to the permanent office or to the designated officer responsible for administration, must arrive no later than 37 days before the date of the meeting. The designated officer responsible for administration shall give to each Council member at least 21 days written notice of the date, time and place of the Annual Meeting, together with a full Agenda of the business to be considered. The inadvertent failure to give notice to any member shall not invalidate the notice of the meeting.
- 7.4 Extraordinary Council Meetings shall be held on the written requisition of not less than two Constituent Units or of not less than ten County Associations or in accordance with a resolution of the Management Board. Such a Meeting shall be held within two calendar months of the requisition being received by the permanent office or by the designated officer responsible for administration, or of the passing of a Management Board resolution. The designated officer responsible for administration shall give to each Council Member at least 21 days written notice of the date, time, place and purpose of each Extraordinary Meeting, together with a full Agenda of the business to be considered. The inadvertent failure to give notice to any member shall not invalidate the notice of the meeting.
- 7.5 The calculation of days and of days notice in this paragraph 9 shall be such number of calendar days before the date of the meeting, the day of the meeting not being counted.
- 7.6 For all meetings of Council the Notice of the Meeting shall show the name of the person convening it, the authority by which they do so, and the date on which the Agenda is published.

**8. Voting powers**

At Council and Management Board meetings each person present in person or by proxy may cast one vote in each capacity in which they are present.

**9. Appointment of Proxies**

- 9.1 Any Council or Management Board member shall be entitled to appoint a proxy to represent them at a Council or Management Board meeting which they are unable to attend.
- 9.2 Such proxy appointment shall be in the following form that shall be delivered to the Chairman at or before the commencement of such meeting.

'I ..... of ..... being a representative at BCF Council (Management Board), representing ..... hereby appoint ..... as my proxy to attend and vote on my behalf at the meeting of the BCF Council (Management Board) to be held on the ..... day of ..... 20..... and at any adjournment thereof.

Signed this day ..... of ..... 20..... .'

The Chairman of the meeting shall have discretion subject to the direction of the Meeting to accept written proxies which vary from the preceding form or which are

delivered late and to accept written proxies from persons obliged to leave the meeting, temporarily or permanently, before its conclusion.

- 9.3 Any member entitled to appoint a proxy under paragraph 9.1 shall be entitled to specify his or her votes for or against resolutions on a Council Agenda, provided that they are received at the permanent office by no later than three working days before the commencement of the meeting. Where a Council resolution is amended by the meeting, the specified votes shall not be counted, but the Chairman of the meeting shall be at liberty to waive this proviso if at his or her sole discretion he or she feels the amendment to be immaterial.

## **10. Written resolutions**

- 10.1 Any matter that could be approved by the passing of a resolution at a Council meeting may alternatively be approved by means of a written resolution. A written resolution may be proposed by:

- (a) The Management Board
- (b) Member of Council exercising 5% or more of the voting power.

If a proposal is received under (b), the Management Board must circulate this within 21 days, together with a statement by the proposed not exceeding 1,000 words if this is provided.

- 10.2 The written resolution must be sent to every member either in hard copy form or in electronic form. The resolution must be accompanied by a statement informing the member how to signify agreement to the resolution and the date (28 days after the date) when the resolution must be passed if it is not to lapse.
- 10.3 A member signifies his agreement to a proposed written resolution when the Federation receives from him (or from someone acting on his behalf) an authenticated document identifying the resolution to which it relates, and indicating his agreement to the resolution. The document must be sent to the company in hard copy form or in electronic form. A member's agreement to a written resolution, once signified, may not be revoked. A written resolution is passed when the required majority of eligible members have signified their agreement to it.

## **11. Amendments to the Constitution**

- 11.1 No addition or alteration to this Constitution shall be made except as a result of a resolution of the Council passed with a vote in favour of two-thirds of those present in person or present by proxy, and voting thereon.
- 11.2 The text of any proposed addition or alteration shall be specified in (or with) the notice convening the meeting at which it is to be considered, but at that meeting (or any adjournment thereof) the Chairman of the meeting shall have the power to accept modifications which are consistent with the general intent of the original proposal.

## **12. Financial Year**

The financial period of the Federation shall be the 12 months beginning on 1 September each year, or such other period as the Council shall from time to time determine. In this

Constitution the expression 'Year' shall mean the financial period of the Federation unless the context requires otherwise.

### **13. Indemnity**

Every Officer, every officer appointed by an Officer, and the independent examiner of the Federation shall be indemnified out of the assets of the Federation against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with which relief is granted to him by the Court, and no Officer or other officer appointed by an Officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Federation in the execution of the duties of his office or in relation thereto, but this clause shall only have effect in so far as its provisions would not have been avoided by Section 310 of the Companies Act, if it were applicable to the Federation.