

PROPOSED AMENDMENTS TO THE ECF ARTICLES OF ASSOCIATION

The Board wishes to create a new post of Commercial Director (details of responsibilities are given at end of this paper). This will involve splitting off elements of the responsibilities of the Director of Membership and Marketing; as a first step to this end the post has been renamed Director of Membership as described in the Responsibilities document (*previous item on the agenda*). Furthermore, the Board does not consider it appropriate to increase its size; and so it is necessary to remove one of the current director posts and in particular one of the non-activity directorships. The Board deems it most appropriate to remove the post of Non-Executive Chairman, a post established in April 2009. This is to be addressed through changes to the Articles (and associated bye-laws). The reallocation of responsibilities is on the basis of the arrangements in 2008.

If these changes to the Articles are approved, then:

- 1) There will be no election for the post of Non-Executive Chairman at this 2013 AGM.
- 2) The Board will seek to appoint a Commercial Director.
- 3) Elections at the 2014 AGM will be conducted based on the new structure.

Council is asked to approve, by a Special Resolution (which under the Companies Act will need to be carried by a 75% majority) the following amendments to the Articles (with new text highlighted in red):

(A) Amendments to return to the pre 2008 status and define the basic functions

Article 18

- (8) *Such other matters not pertaining to the financial affairs of the Company which are proposed by or on behalf of the Board or proposed otherwise, in which case notice must be given in writing to the Secretary to arrive not later than 37 days before the date of the Finance Council Meeting by the Requisitionists fulfilling the criteria stipulated in Article 1.1. The consent of the President or the Chief Executive ~~or the Non-Executive Chairman~~ shall be required for the placing of any such proposal on the Agenda of the meeting.*

Article 24

The ~~'Non-Executive Chairman'~~ President shall preside as chairman at every General Meeting of the Company, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the members of the Council present shall elect one of their number to be chairman of the meeting.

Article 43

- (1) *The Directors shall be:*
- (a) *The President*
 - (b) *The Chief Executive*
 - ~~(c) *The non-Executive Chairman*~~
 - (cd) *The Director of Finance*

(de) A minimum of two Non - Executive Directors

all of whose responsibilities shall be in accordance with the Directors' and Officers' Responsibilities Regulations

(fe) A maximum of ~~four~~ five other Directors whose titles and responsibilities shall be in accordance with the Directors' and Officers' Responsibilities Regulations.

[Note: paragraphs (d)-(f) renumbered.]

Article 63

The Chief Executive shall preside as chairman of the Board but if at any meeting he is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairman of the meeting.

(B) Amendments to address the privileges of the Chairman. If only the above amendments were passed; the Non-Executive Chairman would be the last incumbent and thus permanently entitled to a vote at Council. Consequently, it is deemed appropriate to remove the privilege of a vote at Council from the Past Non-Executive Chairman.

Article 1

"Full Members" means Constituent Units as defined in Article 5(1); County Associations as defined in Article 5(2); Chess Leagues as defined in Article 5(3); Chess Congresses as defined in Article 5(4); Other Organisations as defined in Article 5(5); the Directors; the FIDE Delegate; the Chairmen of the Standing Committees; the Trustees; Patrons as defined in Article 5(10); The Past President as defined in Article 5(11), and The Past Chief Executive as defined in Article 5(12) ~~and The Past Non-Executive Chairman as defined in Article 5(13).~~

Article 5

.....

(11) *"The Past President" being the person who last held the office of President of the Company or the British Chess Federation before the present incumbent.*

(12) *"The Past Chief Executive" being the person who last held the office of Chief Executive of the Company or of the British Chess Federation before the present incumbent.*

~~(13) "The Past Non-Executive Chairman" being the person who last held the office of Chief Executive of the Company.~~

[Existing sub-paragraph (14) to be renumbered as (13) both the paragraph number and the embedded text]. Similarly in the preamble to the Direct Members Bye-Laws the cross-reference to Article 5(14) in the third "WHEREAS will need to be amended to 5(13).

Article 7

(2)(a).....The Directors; the FIDE Delegate; the Chairmen of the Standing Committees; the Trustees; the Patrons; The Past President; and The Past Chief Executive ~~and the Past Non-Executive Chairman~~ shall be entitled to one vote each at General Meetings.....

Article 10

No Membership Fees shall be payable by, the Directors, the FIDE Delegate, the Chairmen of the Standing Committees; the Trustees, the Patrons, the Past President, ~~or the Past Chief Executive or the Past Non-Executive Chairman~~ but they shall not be entitled to be elected, re-elected, appointed or re-appointed unless they are Direct Members at the time of such election, re-election, appointment or re-appointment or in the case of the Past President or the Past Chief Executive were Direct Members of the British Chess Federation or the Company when they ceased to be President or Chief Executive ~~or Non-Executive Chairman~~ as the case may be.

Additionally Council is asked to approve Council is asked to approve by an ordinary resolution the following amendments to the Procedural Bye Laws:

In paras 3.1.1, 6.1.1, 6.1.10 and 6.1.11 remove the reference to Non-Executive Chairman as follows:

Replace "Non-Executive Chairman" with "President"

Council is asked to note the following revisions to the responsibilities for the President and Chief Executive, which the Board would then substitute into Regulation No. 2, the Directors and Officers Responsibilities Regulations (previous item on the agenda).

President:

Chairs meetings of the Council and, with the assistance of the Secretary, prepares the agenda and documentation for those meetings.

Acts as a focal point for the concerns of members and chess players generally; acts as an ambassador for the ECF. Liaises with member organisations and sponsors.

Is a member of the Personnel Subcommittee, the Board Awards Committee, the Finance and Governance Committees.

Chief Executive:

Chairs meetings of the Board and manages the agenda and documentation for those meetings.

Ensures he or she is au fait with the ECF Memorandum, Articles, Bye Laws and Regulations.

Liaising closely with the President, Chairman and Director of Finance, takes the lead with the Board in the identification of corporate strategies. Takes the leading role in other external affairs.

Provides 'hands on' direction to and co-ordinates the activities of the Directors. Is accountable to the Board and to the Council for the achievement by the Board of all plans. Ensures all decisions by the Board are followed through. Is ex officio a member of all Board Committees, with the exception of the Selection Committees. Monitors the activity of all Board Committees.

Establishes objectives and standards of performance for the Manager of Finance and Management Services, the senior staff appointment. Identifies any staff training, development and welfare requirements. Brings forward recommendations to the Board on organisation, facilities, or staff changes. Ensures that the ECF Office in Battle works in partnership with Directors to deliver Board objectives and that the Manager of Finance and Management Services participates, when available, in all Board meetings. Is responsible for oversight of the work of the Manager of Finance and Management Services.

Is responsible for the work of the Manager of ICT. Liaises with the Representative to the Sport & Recreation Alliance.

Is responsible for the work of the Minutes Secretary and the Voting Register Officer.

Finally, the role of Commercial Director will be based along the following lines.

Commercial Director

Role:

Develops and implements a plan aimed at increasing the commercial revenues of the ECF. In particular maximizing opportunities to promote our existing events and to create new events which meet sponsors needs. Develops a network of contacts with chess connections so that the possibilities of finding sponsors who are positive to chess are improved. Co-ordinates the search for sponsors and sets standards for the ECF's relations with them. Identifies opportunities for commercial exploitation of the website

Specific Objectives:

1. Ensure the ECF maximises income from the British Championships (including sponsorship and contributions from the area chosen to hold the championships (e.g. local Councils, Hotels, local businesses etc) and other ECF events.
2. Raise donations for the England Teams participation in international events
3. Raise money to help fund the Elite Development Programme.
4. Raise money to help fund Junior Development and Chess in Schools programmes.

Chris Majer, Chairman of the Governance Committee, on behalf of the Board