

**BRITISH CHESS FEDERATION
EXTRAORDINARY COUNCIL MEETING 12 JANUARY 2013**

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NOTICE IS HEREBY GIVEN that a meeting of the Council will be held starting at 1.00 p.m. at the Daventry Court Hotel, Sedgemoor Way, Northamptonshire, Daventry NN11 0SG.

The meeting is convened on behalf of the Management Board by John Philpott, ECF Company Secretary. This Agenda is issued from the English Chess Federation Office (The Watch Oak, Chain Lane, Battle, East Sussex TN33 0YD) on Thursday 21 December 2012.

Members considering the appointment of a proxy or voting by post are directed to the relevant enclosure and should note that **deadlines apply to the receipt of written proxies.**

Enclosures:

- (i) The Agenda
- (ii) Attendance reply slip
- (iii) Voting register
- (iv) Paper on the Permanent Invested Fund

Venue Information

The hotel is located just off junction 18 of the M1 and close to the M40. There is a large onsite car park with 350 spaces. The nearest railway station is Rugby (12 miles away). For a map and directions go to <http://www.pumahotels.co.uk/hotels/central-england/barcelo-daventry-northampton-hotel/map>

A note on quorum

Under paragraph 7.1.2 of the BCF Constitution, the quorum for a Council meeting is 20 persons present in person who are entitled to vote. Normally, quorum is not a problem as BCF Council meetings tend to be held on the same day as ECF Council meetings. However, the projected ECF Council meeting to consider charitable status has been deferred, and this is therefore a standalone BCF meeting, but a necessary one as the trust deed for the Permanent Trust Fund is due to expire in February and action is needed to extend it.

The Management Board is mindful that some regular attendees of Council meetings may not wish to travel for a relatively brief technical meeting, but is anxious for a quorum to be achieved so that the Trust Deed can be extended. By arranging the meeting for a 4NCL venue, where round 3 of Division 3 South is starting at 2.00 p.m. it is hoped that an organisation that would not otherwise be able to be represented in person will be able to arrange for an individual who will be playing in the 4NCL to act as its proxy attend and vote on its behalf.

AGENDA

1. **Apologies, Proxies and Postal Votes**
2. **Voting Register - to note**
3. **Proposed extension of the Permanent Invested Fund trust deed**

See the enclosed paper.

4. **Proposed amendment of the BCF Constitution**

Council is asked to consider and if thought fit approve the amendment of the BCF Constitution by the insertion of the following additional paragraph, to be numbered as paragraph 10 with subsequent paragraphs being renumbered. This proposal requires a two thirds majority to pass.

10. Written resolutions

10.1 Any matter that could be approved with 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) Members 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.

Note: the intention of this proposal is to enable members of the BCF Council to take straightforward decisions without the necessity of organising a Council meeting. The ECF is already able to pass such resolutions as a result of Part XIII of the Companies Act 2006.

5. **Any other business**