

**COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION
OF
ENGLISH CHESS FEDERATION
(as amended on 14th October 2017)**

INTERPRETATION

1.1. In these Articles:-

"the Act" means the Companies Act 2006, but so that any reference to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of it for the time being in force.

"the Annual General Meeting" means the Annual General Meeting to be held each year in accordance with Article 17.

"the Board" means the Board of Directors of the Company, acting collectively.

"the Board Positions" means the Board position of each Director as set out in the Directors' and Officers' Responsibilities Regulations as from time to time in force.

"the Board Rota" means the rota for the retirement of Directors referred to in Article 58.

"the Bye Laws" means Bye Laws made by the Council pursuant to Article 85.

"a chairman" means the person who chairs a General Meeting pursuant to Article 24 or a meeting of the Board pursuant to Article 66 or a meeting of a committee pursuant to Article 68.

"the Chairman of the Council" means the person elected to chair General Meetings of the Company pursuant to Article 17.

"the Chairmen of the Standing Committees means the Chairman of the Finance Committee and the Chairman of the Governance Committee elected to the Council pursuant to Article 17.

"the Council" means the Council of the Company comprising those persons entitled to attend and vote at General Meetings of the Company.

"Direct Members" means the Direct Members as defined in Article 5(16) who shall not be required to be members of the Company.

"the Direct Members Bye Laws" means the Bye Laws regulating the categories, admission and conditions of membership of Direct Members and the procedure for electing Direct Members' Representatives.

"Direct Members Representatives" means the Direct Members' Representatives elected to the Council pursuant to Article 13.

"Director" means a Director of the Company acting individually such Directors being elected or appointed pursuant to Article 43.

"the Directors' and Officers' Responsibilities Regulations" means the Regulations setting out Board positions and the responsibilities of Directors.

"electronic communication" has the meaning given to it in the Electronic Communications Act 2000.

"the FIDE Delegate" means the Delegate to Federation Internationale des Echecs elected to the Council pursuant to Article 17.

"the Finance Council" means the General Meeting of the Company to be held in April of each year in accordance with Article 18.

"member" means member of the Company.

"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 Chairman of the Council; 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); the Past Chief Executive as defined in article 5(12); the Past Non-Executive Chairman as defined in Article 5(13) and the Past Chairman of the Council as defined in Article 5(14).

"Game Fee" means the Game Fee established respectively for results established pursuant to Article 18 where each graded game will comprise two results and Game Fee shall be payable for each result (all of which terms are defined in the Game Fee Bye Laws).

"the Game Fee Bye Laws" means the Bye Laws which regulate the administration of graded games, the liability for and collection of Game Fee (including discounts for prompt payment), the waiver of Game Fee and the assignment of Game Fee payments by clubs and other non-member organisations to Full Members for the purpose of the calculation of multiple votes pursuant to Article 30.

"Individual Members" means the class of members referred to in Article 3(2).

"Member Organisations" means the class of members referred to in Article 3(1).

"Membership Fees" means the membership fees payable respectively by Full Members pursuant to Articles 8 – 10 and by Direct Members pursuant to Article 12.

"the Regulations" means Regulations made by the Board pursuant to Article 82.

"Representative Members" means the individuals nominated to act on behalf of Member Organisations pursuant to Article 3(1).

"the Requisitionists" means those Full Members who are entitled to require resolutions to be placed on the agendas for the Annual General Meeting pursuant to Article 17 and for the Finance Council pursuant to Article 18 subject to the qualification in Article 18 (8) and shall so qualify if they comprise any of the following:

(a) any Director; or

- (b) the Chairman of the Council; or
- (c) the FIDE Delegate; or
- (d) the Chairman of a Standing Committee; or
- (e) any two Trustees; or
- (f) any Representative Member of a Constituent Unit; or
- (g) any two Representative Members of Counties; or
- (h) any two Direct Members' Representatives; or
- (i) any two of a Trustee, a Representative Member of a County and a Direct Members' Representative; or
- (j) any five Full Individual or Representative Members, as defined above in this Article.

"the seal" means the common seal of the Company.

"Secretary" means any person appointed to perform the duties of the Secretary of the Company.

"the Standing Committees" means the Finance Committee and the Governance Committee appointed annually by Council as referred to in Article 17(6).

"the Trustees" means the Trustees for the time being of the Permanent Invested Fund of the British Chess Federation appointed in accordance with the Trust Deed thereof until such time as Trustees are appointed of a Permanent Invested Fund of the Company after which it means the Trustees for the time being of the Permanent Invested Fund of the Company.

"the United Kingdom". means Great Britain and Northern Ireland.

- 1.2. Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, typewriting, lithography, photography, facsimile, e-mail and other modes of representing or reproducing words in a visible form.
- 1.3. Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act.
- 1.4. In these Articles "address" in relation to electronic communications includes any number or address used for the purpose of such communication.

OBJECTS

- 2. The Company is established for the objects expressed in the Memorandum of Association.

MEMBERS

3. The subscribers to the Memorandum of Association and such other persons shall be admitted to membership in accordance with Articles 5 and 6(1) shall be members of the Company. There shall be two classes of members:

(1) Member Organisations.

Each of which shall nominate one individual as its Representative Member to act on its behalf, who shall not thereby become a member for the purpose of the Act.

Representative Members shall be nominated or replaced by notice in writing given to the Secretary signed by a senior officer of the body appointing them;

(2) Individual Members.

Every member shall either sign a written consent to become a member or sign the register of members on becoming a member and in the case of Member Organisations the written consent or the register of members shall be signed by the Representative Member(s) on their behalf.

4. A member shall cease to be a member:

(1) if he resigns by giving notice to the Company; or

(2) if the member is a Director, the Chairman of the Council or a Chairman of one of the Standing Committees or one of the Trustees on ceasing to be a Director, Chairman or Trustee unless he qualifies for membership in some other capacity; or

(3) if an individual, upon his death; or

(4) in any case, if any subscription or membership fee due to the Company remains outstanding for more than three months unless the Board otherwise determines; or

(5) if he is removed from the membership in accordance with any Bye Law or Regulation.

5. There shall be the following divisions of members:

(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 chess organisations as shall be admitted by the Council to membership under this Article 5(1).

(2) "County Associations" being such chess organisations representative of chess within statutory or otherwise customarily accepted county areas as shall be admitted by the Council to membership under this Article 5(2).

(3) "Chess Leagues" being such fully autonomous chess organisations as are not eligible for membership under Articles 5(1) or 5(2) and function principally as a chess league or organiser of other team competitions and shall be admitted by the Board to membership under this Article 5(3).

(4) "Chess Congresses" being such fully autonomous chess tournaments, competitions or events, or bodies organising such chess tournaments, competitions or events (including those located in British Overseas Territories

and Crown Dependencies which are not for the time being members of FIDE), as are not eligible for membership under any of Articles 5(1) or 5(2) or 5(3) and shall have been admitted by the Board to membership under this Article 5(4).

- (5) "Other Organisations" being such chess organisations as are not eligible for membership under any of Articles 5(1) or 5(2) or 5(3) or 5(4) and shall have been admitted by the Council to membership under this Article 5(5).
 - (6) "Directors".
 - (7) "the Chairman of the Council".
 - (8) "the FIDE Delegate".
 - (9) "the Chairmen of the Standing Committees".
 - (10) "the Trustees".
 - (11) "Patrons" being persons appointed by the Council and whose influence will advance the Objects of the Company.
 - (12) "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.
 - (13) "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.
 - (14) "The Past Non-Executive Chairman" being the person who last held the office of Non-Executive Chairman of the Company before the most recent incumbent from time to time.
 - (15) "The Past Chairman of the Council" being the person who last held the office of the Chairman of the Council before the most recent incumbent from time to time.
 - (16) "Direct Members" as defined in the Direct Members Bye Laws.
6. Each of the Constituent Units; County Associations; Chess Leagues; Chess Congresses and Other Organisations shall nominate an individual as its Representative Member to act on its behalf.
7. The divisions of the members shall have the following class rights:
- (a) The Full Members shall have the following numbers of Representative Members entitled to a vote each at all General Meetings of the Company:

All Constituent Units – one Representative Member each;
All County Associations – one Representative Member each;
All Chess Leagues – one Representative Member each;
All Chess Congresses – one Representative Member each;
All Other Organisations – one Representative Member each:
The Directors; the FIDE Delegate; Chairman of the Council and the Past Chairman of the Council; the Chairmen of the Standing Committees; the Trustees; the Patrons; The Past President; The Past Chief Executive; The Past Non-Executive Chairman shall be entitled to one vote each at General Meetings provided that if any of them hold more than one such office they shall nevertheless only qualify for one such vote but this restriction shall not

prevent them exercising additionally the right to vote in the capacity of a Representative Member or a proxy.

- (b) The Direct Members shall have no right to receive notice of or to attend General Meetings but shall have the right to vote in the category in which they are in membership for the purpose of electing Direct Members' Representatives to attend and vote at General Meetings in accordance with Article 13.

MEMBERSHIP FEES FOR FULL MEMBERS

8. Membership Fees

- (1) The Membership Fee to be paid by each Constituent Unit, County Association, Chess League, Chess Congress and Other Organisation shall be based upon the greater of:
 - (a) the Game Fees payable or deemed to be payable (where the liability for Game Fee has been waived) in respect of the number of graded results from events organised by that body in accordance with the Game Fee Bye Laws, or
 - (b) a minimum Membership Fee at such rate determined from time to time by the Finance Council.
- (2) Membership Fees shall be payable in accordance with the Game Fee Bye Laws or as determined from time to time by the Finance Council where there are no relevant graded results and in the latter case shall be payable on 30th November in each year unless otherwise agreed by the Director of Finance.

9. For the year 2006/07 and each subsequent year the Finance Council shall determine annually the Game Fee.

10. No Membership Fees shall be payable by the Directors, the FIDE Delegate, the Chairman of the Council, the Chairmen of the Standing Committees, the Trustees, the Patrons, the Past President, the Past Chief Executive, the Past Non-Executive Chairman or the Past Chairman of the Council 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, the Past Chief Executive, the Past Non-Executive Chairman or the Past Chairman of the Council were Direct Members of the British Chess Federation or the Company when they ceased to be President, Chief Executive, Non-Executive Chairman or Chairman of the Council as the case may be.

DIRECT MEMBERS

11. Direct Members shall be admitted to membership in accordance with the Direct Members Bye Laws.

12. Membership Fees for each category of Direct Members shall be determined annually by the Finance Council in accordance with Article 18(5) except for Life Members, Honorary Life Vice-Presidents and Honorary Life Members who shall pay no Membership Fee.

13. Direct Members shall elect ten Direct Members' Representatives (or such other number as is specified from time to time in the Direct Members' Bye Laws) in categories to serve on the Council for a period from 1st August in the year in which elected (or nominated if there is no election) until 31st July in the following year. Direct Members' Representatives taking office from the end of the 2017 Annual General Meeting shall hold office until 31st July 2018. Direct Members' Representatives shall be entitled to stand for re-election.

14. When vacancies arise for Direct Members' Representatives the Board shall have the power to appoint replacement Direct Members' Representatives to the vacant posts to serve until the next following 31st July provided that each such appointment shall be subject to the prior approval of the Chairman of Council.

15. Subject to compliance with the Financial Bye Laws all reasonable expenses incurred in acting as a Direct Members' Representative shall be reimbursed on written request to the Director of Finance.

GENERAL MEETINGS

16. Subject to the provisions of any elective resolution of the Company for the time being in force, the Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Annual General Meetings shall be held at such time and place as the Council shall appoint.
17. At the Annual General Meeting in addition to the usual business of same the following business shall be transacted:
 - (1) The Council shall elect Directors in accordance with the provisions of Articles 58 to 60.
 - (2) The Council shall elect the FIDE Delegate and the Chairman of the Council who shall unless the Council resolves otherwise hold office until the end of the Annual General Meeting next following. Any person who is a Director, an alternate Director or a Chairman of a Standing Committee shall not be eligible to be the Chairman of the Council and no Chairman of the Council may, whilst holding such office, be a Director, an alternate Director or Chairman of a Standing Committee.
 - (3) The Council shall appoint an Auditor.
 - (4) The Council shall have the power to appoint Honorary Life Vice-Presidents and Honorary Life Members.
 - (5) The Council shall have the power to appoint one or more Patrons.
 - (6) The Council shall appoint members of two Standing Committees in accordance with the provisions of this Article 17(6):
 - (a) A Finance Committee, of which the President shall be a member ex officio, which shall regularly review the financial affairs of the Company and offer such advice as it may deem appropriate. Members of the Finance Committee shall have access on a privileged and confidential basis to all the financial records of the Company. The Council shall elect the Chairman of the Finance Committee (who shall have access on a privileged and confidential basis to all Board papers) and shall elect or appoint such other persons as it sees fit to the Finance Committee.
 - (b) A Governance Committee, of which the President shall be a member ex officio, which shall advise the Board and Council on the governance of the Company and in particular on the texts of Bye Laws and Regulations made, added to, altered and repealed pursuant to Article 85. The Council shall elect the Chairman of the Governance Committee (who shall have access on a privileged and confidential basis to all Board papers) and shall elect or appoint such other persons as it sees fit to the Governance Committee.
 - (c) The Standing Committees shall report to each Annual General Meeting.

- (d) Subject to compliance with the Financial Bye Laws all reasonable expenses incurred in acting as a member of a Standing Committee shall be reimbursed on written request to the Director of Finance.
 - (e) At each Annual General Meeting held in or after 2017 any member of a Standing Committee who was not elected or re-elected at either of the two previous Annual General Meetings shall retire from office. In respect of the members of each relevant Standing Committee in office at the time of convening the 2016 Annual General Meeting the Board shall determine which members of each such committee shall be due for re-election at the Annual General Meetings to be held in 2017 and 2018 on the basis that:
 - (i) one third (or if their number is not three or a multiple of three then the number nearest to but exceeding one-third) of such members shall retire from office at the Annual General Meeting to be held in 2017;
 - (ii) one third (or if their number is not three or a multiple of three then the number nearest to but exceeding one-third save that it shall instead be the number nearest to but less than one third if as a result there would be no member falling within (iii) below) of such members shall be due to retire at the Annual General Meeting to be held in 2018; and
 - (iii) the balance shall be due to retire from office at the Annual General Meeting to be held in 2019.
 - (f) Any member of a Standing Committee required to retire pursuant to Article 17 (6) (e) shall be eligible for re-election at such Annual General Meeting.
 - (7) The establishment of any other Committees to report to Council and their terms of reference and membership.
 - (8) Such other matters which are proposed by the Chairman of the Council, proposed by or on behalf of the Board or proposed otherwise in which case notice in writing must be given to the Chairman of Council to arrive not later than 37 days before the Annual General Meeting by the Requisitionists fulfilling the criteria stipulated in Article 1.1.
 - (9) The Council shall fix the time and place of the next following Annual General Meeting and the Finance Council.
18. The Company shall hold the Finance Council Meeting in April of each year at which the following business shall be transacted:
- (1) Presentation on behalf of the Board of the Company's budget for the year commencing 1 September next. The Finance Council may approve, amend, reject or refer back the budget. Should the Finance Council fail to approve a budget for any reason, such power shall revert to the Board which shall comply with any resolutions or directions of the Finance Council.
 - (2) Determination of the Game Fee(s) for the year commencing 1 September next, or such other date as the Finance Council may determine and the provisions of Articles 26 and 30 shall apply to the vote for the same.
 - (3) The admission of Constituent Units under Article 5(1); County Associations under Article 5(2) and Other Organisations under Article 5(5) to membership. Any organisation so applying for membership shall have previously furnished the Secretary with full particulars of its scope, objects and working.

- (4) Determination of the Membership Fee for each member under any of Articles 5(1) to 5(5) whose Membership Fee is not calculated according to the Game Fee Bye Laws.
 - (5) Determination of the Membership Fee for each category of Direct Member for the year commencing 1 September next, or such other date as Finance Council may determine.
 - (6) The establishment of any Committees to report to the Finance Council and their terms of reference and membership.
 - (7) Such other matters pertaining to the financial affairs of the Company which are proposed by the Chairman of the Council, 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 thirty seven days before the date of the Finance Council Meeting by the Requisitionists fulfilling the criteria stipulated in Article 1.1.
 - (8) Such other matters not pertaining to the financial affairs of the Company which are proposed by the Chairman of the Council, proposed by or on behalf of the Board or proposed otherwise, in which case notice must be given in writing to the Chairman of Council 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 Chairman of the Council or, in the event of the absence or unavailability of the Chairman of the Council, the consent of the President or the Chief Executive shall be required for the placing of any such proposal on the Agenda of the meeting.
19. Council or the Board may, whenever they think fit, convene a General Meeting, and General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 305 of the Act. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director or any two members of the Company may convene a General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Council or the Board.

NOTICE OF GENERAL MEETINGS

20. An Annual General Meeting, a Finance Council Meeting and a meeting called for the passing of one or more special resolutions shall be called by twenty one clear days' notice in writing at the least, and a meeting of the Company other than an Annual General Meeting, a Finance Council meeting or a meeting for the passing of a special resolution shall be called by fourteen clear days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in the case of special business, the general nature of that business and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in General Meeting, to such persons as are under the Articles of the Company, entitled to receive such notices from the Company:

Provided that a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:-

- (1) in the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat: and

- (2) in the case of any other meeting, by a majority in number of members having a right to attend and vote at the meeting, being a majority together representing (subject to the provisions of any elective resolution of the Company for the time being in force) not less than ninety five per cent of the total voting rights at that meeting of all the members entitled to attend and vote thereat.
21. The accidental omission to give notice of a meeting to, or the non receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
22. The Chairman of Council shall publish a register of voting entitlement for each General Meeting which shall be sent out with the notice of the meeting. The register shall also record resignations since the last register published and those members not entitled to vote by reason of non payment of Membership fees pursuant to Article 35 or in the case of Chess Leagues and Chess Congresses admitted to membership pursuant to the Game Fee Bye Laws where that membership has not been ratified by the Board.

PROCEEDINGS AT GENERAL MEETINGS

23. No business shall be transacted at any General Meeting unless a quorum of members is present. Save as herein otherwise provided, twenty members entitled to vote present in person, shall be a quorum. If within half an hour from the time appointed for the meeting a quorum is not present or if during a meeting such a quorum ceases to be present the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to such other day and at such other time and place as the Board may determine.
24. The Chairman of the Council 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.
25. The chairman may, with the consent of any meeting at which a quorum is present (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 the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
26. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-
 - (1) by the chairman; or
 - (2) by twenty members entitled to vote present in person or by proxy.

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

27. If a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
28. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll. Votes on a poll shall be counted by tellers appointed by the meeting who may themselves vote if so entitled. In respect of a vote by poll where the vote is in respect of election to an office or post, the Tellers shall keep confidential the details of all votes cast except for the totals thereof. In respect of all other votes by poll the chairman shall cause to be published on the Company's website as soon as reasonably practicable following the meeting details of how the votes of each member were cast. At the end of the meeting the Tellers shall deliver any ballot papers to the chairman.
29. In the case of an equality of votes whether on a show of hands or on a poll the chairman shall be entitled to a casting vote in addition to any other vote he may have.
30. The poll pursuant to Article 26 shall be determined as follows:
 - (1) In respect of Full Members in the divisions of members within Articles 5.1 to 5.5 whose Membership Fee is calculated in accordance with the Game Fee Bye Laws by the casting of multiple votes as follows:

for payment or deemed payment for 1 -1,000 Standard graded results:
1 vote

for payment or deemed payment for 1,001- 2,000 Standard graded results: 2 votes

for payment or deemed payment for 2,001- 3,000 Standard graded results: 3 votes

for payment or deemed payment for 3,001- 4,000 Standard graded results: 4 votes

and so forth in multiples of 1,000 Standard graded results.

Rapidplay graded results will be calculated at one half of the rate for Standard graded results for the purpose of multiple voting entitlements.

In respect of all other Full Members one vote each for the Individual Members (provided that if any of them hold more than one office pursuant to Article 5(6) to 5(12) inclusive they shall nevertheless only qualify for one such vote but this restriction shall not prevent them exercising additionally the right to vote in the capacity of a Representative Member or a proxy) and one vote each for the Representative Members.
 - (2) In respect of the Direct Members' Representatives the votes, not exceeding 40 in aggregate, as apportioned between Direct Members' Representatives by the Direct Members Bye Laws.
31. The calculation of votes under Article 30(1) for each Full Member shall be based upon the relevant payments received (including Game Fee payments assigned by clubs or other non-member organisations) and deemed payments (where liability for Game Fee

has been waived) in respect of that Full Member in the reference period of 12 months prior to the closing of the Agenda for the Council Meeting in question (which may be extended to 15 months where the dates of annual events have been varied but not so as to produce a calculation greater than the annual equivalent). A relevant payment shall be monies received, before the deduction of any discount, and shall not include payments for events pre-dating the reference period, nor payments which are apparent duplicates of events held on a cyclical basis.

32. (1) If a poll is demanded to determine the Game Fee pursuant to Article 18 persons voting shall cast their votes for the Game Fee for Standard graded games which they favour. The Game Fee of that vote which is the median vote of all votes cast shall be the duly determined Game Fee for Standard graded games. The chairman of the meeting shall exercise a casting vote if the median lies between two Game Fee figures.
- (2) The provisions of this Article shall also apply to resolutions deciding the Game Fee for Rapidplay graded games; for graded games submitted by clubs and for graded games played between junior players under the age of 18 years in solely junior events.
- (3) Unless the Finance Council specifically resolves otherwise, the Game Fee for Rapidplay graded games shall be one half of the Standard rate.

VOTES OF MEMBERS

33. The voting rights of Full Members and Direct Members' Representatives shall be in accordance with Articles 7 and 30.
34. A member of unsound mind in respect of whom an order has been made by any court having jurisdiction in matters concerning mental disorders, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis or other person in the nature of a committee, receiver, or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may on a poll, vote by proxy.
35. No member shall be entitled to vote at any General Meeting unless all Membership Fees presently payable by him to the Company have been paid by the date on which the Secretary shall publish a register of voting entitlement for that General Meeting.
36. (1) Any member of the Company entitled to attend and vote at a General Meeting shall be entitled to appoint a proxy to attend and vote instead of him and any proxy so appointed shall have the same right as the member to speak at that General Meeting.
- (2) On a poll votes may be given either personally or by proxy.
- (3) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
37. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall:
 - (1) in the case of an instrument in writing be deposited at the registered office of the Company or at such other place within the United Kingdom as is specified for

that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or;

- (2) in the case of an appointment contained in an electronic communication where an address has been specified for the purpose of electronic communications in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting; or any information contained within an electronic communication to appoint a proxy issued by the Company in relation to the meeting be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote, or
- (3) in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded, not less than 24 hours before the time appointed for the taking of the poll; or
- (4) where the poll is not taken forthwith but is not taken more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman;

and an appointment of proxy which is not deposited delivered or received in a manner so permitted shall be invalid.

38. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

ENGLISH CHESS FEDERATION.

I/We ** of ** being a Member/Representative Member of the above named Company, hereby appoint ** of ** or failing him ** of ** as my/our proxy to vote for me/us on my/our behalf at the (Annual, Finance Council or Extraordinary, as the case may be) General Meeting of the Company to be held on the ** day of ** 20** and at any adjournment thereof.

Signed this day of 20**

39. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

ENGLISH CHESS FEDERATION.

I/We ** of ** being a Member/Representative Member of the above named Company, hereby appoint ** of ** or failing him ** of ** as my/our proxy to vote for me/us on my/our behalf at the (Annual, Finance Council or Extraordinary, as the case may be) General Meeting of the Company to be held on the ** day of ** 20** and at any adjournment thereof.

Signed this day of 20**

This form is to be used * in favour of / * against the resolution

Unless otherwise instructed, the proxy will vote as he thinks fit.

* Strike out whichever is not desired.

40. The instrument appointing a proxy shall be deemed to confirm authority to demand or join in demanding a poll.
41. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Company at its registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

42. Any corporation which is a member of the Company may by resolution of its board of directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an Individual Member of the Company.

THE BOARD OF DIRECTORS

43. Unless otherwise determined by ordinary resolution the number of Directors shall be subject to a maximum of twelve persons but shall not be less than five and subject to the provisions of Articles 6(2), 54, 57, 58 and 59 all of whom shall be elected at an Annual General Meeting and shall hold office until the following Annual General Meeting.

(1) The Directors shall be:

- (a) The President
- (b) The Chief Executive
- (c) The Non-Executive Chairman
- (d) The Director of Finance
- (e) A minimum of two Non - Executive Directors

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

- (f) A maximum of six other Directors whose titles and responsibilities shall be in accordance with the Directors' and Officers' Responsibilities Regulations

- (2) No Director shall serve on the Board in more than one capacity. No person shall be capable of being appointed a Director unless at the time of his appointment he has attained the age of 18.
44. Any Director (other than an alternate director) may appoint any other Director, or any other person approved by resolution of the Directors and willing to act, to be an alternate director and may remove from office an alternate director so appointed by him.
45. An alternate director shall be entitled to receive notice of all meetings of Directors and of all meetings of committees of Directors of which his appointor is a member to

attend and vote at any such meeting at which the Director appointing him is not personally present, and generally to perform all functions of his appointor as a Director in his absence but shall not be entitled to receive any remuneration from the Company for his services as an alternate director. But it shall not be necessary to give notice of such a meeting to an alternate director who is absent from the United Kingdom.

46. An alternate director shall cease to be an alternate director if his appointor ceases to be a Director; but, if a Director retires by rotation or otherwise but is reappointed or deemed to have been reappointed at the meeting at which he retires, any appointment of an alternate director made by him which was in force immediately prior to his retirement shall continue after his reappointment.
47. Any appointment or removal of an alternate director shall be by notice to the Company signed by the Director making or revoking the appointment or in any other manner approved by the Directors.
48. Save as otherwise provided in the Articles, an alternate director shall be deemed for all purposes to be a Director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the Director appointing him.
49. (1) Subject to compliance with the Financial Bye Laws the Directors and the members of any committee of the Board shall be paid all reasonable travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Board or any committee of the Board.

(2) Subject to compliance with the Financial Bye Laws the Directors, the FIDE Delegate, the Chairman of the Council and the Chairmen of the Standing Committees shall be paid all reasonable travelling, hotel or other expenses properly incurred by them in attending and returning from General Meetings of the Company or in connection with the business of the Company.

BORROWING POWERS

50. The Board may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and its property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party subject to such consents as may be required by law.

POWERS AND DUTIES OF THE BOARD

51. The business of the Company shall be managed by the Board, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these Articles, required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of the Act, and these Articles, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in General Meeting; but no Bye Law made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that Bye Law had not been made.
52. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine.

53. The Board shall cause minutes to be made in books provided for the purpose:
- (1) of all appointments of officers of the Company made or ratified by the Board;
 - (2) of the names of the Directors and others present at each meeting of the Board and of any committee of the Board;
 - (3) of all resolutions and proceedings at all meetings of the Company, and of the Board and of committees of the Board.
54. A Director shall cease to be a Director:-
- (1) if he resigns his directorship by giving notice to the Company; or
 - (2) if he dies, becomes bankrupt, becomes mentally incapable of managing his own affairs, or is convicted of an indictable offence for which he is sentenced to a term of imprisonment; or
 - (3) if he is removed by a simple majority of the members following the procedure laid down in Section 168 of the Act;
 - (4) if he is disqualified under the Company Directors Disqualification Act 1986 or otherwise;
 - (5) if he is removed from office by notice in writing signed by each other Director (and a Director may also be suspended from office by notice in writing from each other Director).
55. Provided he has declared his interest in accordance with Sections 182 to 185 of the Act a Director shall be entitled to vote in respect of any contract in which he is interested or any matter arising therefrom.
56. The Company may from time to time by ordinary resolution increase or reduce the number of Directors.
57. The Board shall have power at any time, and from time to time, to appoint any person to a Board Position, but so that the total number of Directors shall not at any time exceed any maximum number fixed in accordance with these Articles. Any Director so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election. The Board shall also have power at any time to fill a casual vacancy arising in respect of the FIDE Delegate, the Chairman of the Council, the Auditor or the Standing Committees referred to in Article 17 to hold office only until the next following Annual General Meeting.
58. The Board shall maintain a document setting out a rota pursuant to which there is, for each Board Position, a separate three year cycle pursuant to which there is an election in respect of such position at each third successive Annual General Meeting. The initial rota shall be as notified to Full Members prior to the Finance Council held in 2016 and the rota shall then be subject to amendment at the discretion of the Board to reflect changes in Board Positions. In exercising its discretion, the Board shall have due regard to the desirability of:
- (a) the elections in respect of not more than one of the Chief Executive, the Director of Finance and the Non-Executive Chairman occurring at the same Annual General Meeting; and

- (b) the election of not more than one of the Non-Executive Directors occurring at the same Annual General Meeting.
- 59. At each Annual General Meeting held in or after 2017 Directors shall retire in accordance with the Board Rota.
- 60. Any Director who retires at an Annual General Meeting pursuant to Article 59 shall be eligible for re-election at such Annual General Meeting.
- 61. The Company may by ordinary resolution, of which special notice has been given in accordance with Section 312 of the Act, remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director.
- 62. The Company may by ordinary resolution appoint another person in place of a Director removed from office under the immediately preceding Article. Without prejudice to the powers of the Board under Article 43 the Company in General Meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional Director.

PROCEEDINGS OF THE BOARD

- 63. The Board may meet (including meetings conducted by telephone and video conference) and may despatch business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote. A minimum of a quarter of the Directors may, and the Secretary on the requisition of a minimum of a quarter of the Directors shall, at any time summon a meeting of the Board. It shall not be necessary to give notice of a meeting of the Board to any Director for the time being absent from the United Kingdom.
- 64. The quorum necessary for the transaction of the business of the Board shall be three. If during a meeting such a quorum ceases to be present the meeting shall stand adjourned to such time and place as the Directors shall determine.
- 65. The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary minimum number of Directors, the continuing Director or Directors may act for the purpose of increasing the number of Directors to that number, or of summoning a General Meeting of the company, but for no other purpose.
- 66. The Non-Executive Chairman 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, or is unwilling to act, the Directors present may choose one of their number to be chairman of the meeting.
- 67. The Board may delegate any of its powers to committees consisting of one or more members of their body as it thinks fit with power also to appoint non Board members; any committee so formed shall in the exercise of the powers so delegated conform to any Regulations that may be imposed on it by the Board and shall report all acts and proceedings to the Board as soon as reasonably practicable.
- 68. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.

69. 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 of the committee present, and in the case of an equality of votes the chairman of the committee shall have a second or casting vote.
70. All acts done by any meeting of the Board or of a committee of the Board, or by any person acting as a Director or member of a committee of the Board, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or member of a committee of the Board, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director or member of a committee of the Board.
71. A resolution in writing, passed in accordance with this Article, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Notice of such a proposed written resolution shall be sent in hard copy form or in electronic form to all Directors for the time being entitled to receive notice of a meeting of the Board. A Director signifies his assent to a proposed written resolution by sending to the address specified in the notice a document indicating the written resolution to which it relates and indicating his agreement to the resolution. The document can be sent in hard copy form or electronic form. A written resolution is passed when a majority of the total number of current directors have signified their agreement to it.

SECRETARY

72. Subject to Section 16(6) of the Act, the Secretary shall be appointed by the Board for such term at such remuneration and upon such conditions as the Board may think fit; and any Secretary so appointed may be removed by it.
73. A provision of the Act or these Articles requiring or authorising a thing to be done by a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as a Director and as, or in place of the Secretary.

THE SEAL

74. If the Company has a seal the Board shall provide for its safe custody and it shall only be used by the authority of the Board or of a committee of the Board authorised by the Board in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Board for the purpose.

FIDE DELEGATE

75. The FIDE Delegate shall cease to hold, or be suspended from, office in such capacity if he is removed from office or, as the case may be, suspended from office by notice in writing signed by each Director (or each Director other than the FIDE Delegate if the FIDE Delegate is also a Director).

ACCOUNTS

76. The Board shall cause accounting records to be kept in accordance with the provisions of the Act.
77. The accounting records shall be kept at the registered office of the Company or, subject to the provisions of the Act, at such other place or places as the Board thinks fit, and shall at all reasonable times be open to the inspection of the Directors.

78. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director or a member of the Finance Committee) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Board or by the Company in General Meeting.
79. Subject to the provisions of any elective resolution of the Company for the time being in force, the Board shall from time to time in accordance with the provisions of the Act, cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those provisions.
80. Subject to the provisions of any elective resolution of the Company for the time being in force, a copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the auditor's report, and Board's report, shall not less than twenty one days before the date of the meeting be sent to every Full Member of the Company and the Direct Members' Representatives and any other person entitled to receive notice of General Meetings of the Company. The accounting information to be given to the Full Members and the Direct Members' Representatives pursuant to this Article may be given using electronic communication to an address for the time being notified for that purpose by the person entitled to the information.

AUDIT

81. An Auditor shall be appointed pursuant to Article 17(3) and his duties regulated in accordance with the provisions of the Act.

NOTICES

82. Any notice to be given to or by any person pursuant to these Articles (other than a notice calling a meeting of the Directors) shall be in writing or shall be given using electronic communication to an address for the time being notified for that purpose to the person giving the notice.
83. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him or by giving it using electronic communication to an address for the time being notified to the Company by the member. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 48 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post. Where a notice is sent by electronic communication service of the notice shall be deemed to be effected at the expiration of 48 hours after the time it was sent.
84. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:-
 - (1) each Full Member or their Representative Member(s) as the case may be and the Direct Members' Representatives; except those members as defined in this

Article who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them;

- (2) every person being a trustee in bankruptcy of those members as defined in this Article who but for his bankruptcy would be entitled to receive notice of the General Meeting;
- (3) the Auditor for the time being of the Company; and

No other person shall be entitled to receive notices of General Meetings.

DISSOLUTION

85. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

BYE LAWS AND REGULATIONS

86. (1) The Council may from time to time make, add to, alter and repeal such Bye Laws and the Board may from time to time make, add to, alter and repeal such Regulations as they may respectively deem necessary or expedient or convenient for the proper conduct and management of the Company; and for the purposes of prescribing classes of and conditions of Direct Member, and in particular but without prejudice to the generality of the foregoing:

(a) the Council may make, add to, alter and repeal:

- (i) The Direct Members Bye Laws.
- (ii) The Game Fee Bye Laws.
- (iii) The Procedural Bye Laws.
- (iv) The Financial Bye Laws.

(b) the Board may make, add to, alter and repeal :-

- (i) Regulations relating to the conduct of members of the Company in relation to one another, and to the Company's employees.
- (ii) Regulations relating to all other matters as are commonly the subject matter of company rules.

Provided that the Board shall not override any addition, alteration or repeal previously made by the Council.

(2) The Company in General Meeting shall have power to add to, alter or repeal the Bye Laws and Regulations and the Council shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such Bye Laws and Regulations, which so long as they shall be in force, shall be binding on all members of the Company provided nevertheless, that no Bye Law or Regulation shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Company.

INDEMNITY

87. (1) Every Director or other officer or Auditor of the Company or the Chairman of the Council shall be indemnified out of the assets of the Company 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 any application under Section 1157 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto, but this Article shall only have effect in so far as its provisions are not avoided by Section 532 of the Act.
- (2) The Directors shall have power to purchase and maintain for any Director, officer, the Chairman of the Council or auditor of the company insurance against any such liability as is permitted by the Act.

Names and Addresses of Subscribers

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