



**Company number: 5293039**

**The Companies Acts 1985 to 1989**

**COMPANY LIMITED BY GUARANTEE AND NOT**

**HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION**

**OF**

**ENGLISH CHESS FEDERATION**

**(as amended on 13<sup>th</sup> October 2012)**

## **INTERPRETATION**

1.1. In these Articles:-

"the Act" means the Companies Act 1985, 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 16.

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

"the Bye Laws" means Bye Laws made by the Council pursuant to Article 76.

"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 16.

**"the Commission" means the Charity Commission for England and Wales.**

"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(14) 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 12.

“Director” means a Director of the Company acting individually such Directors being elected or appointed pursuant to Article 51. **The Directors are charity trustees as defined by Section 177 of the Charities Act 2011.**

“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 16.

“the Finance Council” means the General Meeting of the Company to be held in **July** of each year in accordance with Article 17.

“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 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); and The Past Non-Executive Chairman as defined in Article 5(13).

“Game Fee” means the Game Fee established respectively for results:

- (a) of Standard graded games at two pounds;
- (b) of Rapidplay graded games at one pound;
- (c) of Standard graded games played between junior players under the age of 18 in solely junior events at fifty pence;
- (d) of Rapidplay graded games played between junior players under the age of 18 in solely junior events at twenty five pence.

or such other rates established respectively pursuant to Article 17 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 29.

“Individual Members” means the class of members referred to in Article 3(3).

“Member Organisations” means the class of members referred to in Article 3(3).

“Membership Fees” means the membership fees payable respectively by Full Members pursuant to Articles 7 – 9 and by Direct Members pursuant to Article 11.

“the Regulations” means Regulations made by the Board pursuant to Article 76.

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

"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 16 and for the Finance Council pursuant to Article 17 subject to the qualification in Article 17 (8) and shall so qualify if they comprise any of the following:

- (a) any Director; or
- (b) the FIDE Delegate; or
- (c) the Chairman of a Standing Committee; or
- (d) any two Trustees; or
- (e) any Representative Member of a Constituent Unit; or
- (f) any two Representative Members of Counties; or
- (g) any two Direct Members' Representatives; or
- (h) any two of a Trustee, a Representative Member of a County and a Direct Members' Representative; or
- (i) 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 pursuant to Article 16(6).

"the Trustees" means the Trustees (if any) 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 (if any) 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, POWERS AND APPLICATION OF INCOME AND PROPERTY**

### **OBJECTS**

2. The Company's Objects ("the Objects") are specifically restricted to the following:

2.1 The advancement of amateur sport by promoting the study and practice of chess in all its forms, principally, but not exclusively, for the benefit of the residents of England;

2.2 The advancement of education by promoting the development of young people through the teaching and practice of chess.

### **POWERS**

2.3 In furtherance of the above Objects but not further or otherwise the Company shall have the following Powers:-

2.3.1 to raise funds. In doing so, the Company must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations:

2.3.2 to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

2.3.3 to sell, lease or otherwise dispose of all or any part of the property belonging to the Company. In exercising this power, the Company must comply as appropriate with Sections 117, 119 and 120 of the Charities Act 2011;

2.3.4 to borrow money and to charge the whole or any part of the property belonging to the Company as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Company must comply with Sections 124 to 126 of the Charities Act 2011, if it wishes to mortgage land;

2.3.5 to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;

2.3.6 to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;

2.3.7 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;

2.3.8 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves:

2.3.9 to employ and remunerate such staff as are necessary for carrying out the work of the Company. The Company may employ or remunerate a director only to the extent it is permitted to do so by Article 2.4.2 and provided it complies with the conditions in that Article;

2.3.10 to:

(a) deposit or invest funds;

(b) employ a professional fund-manager; and

(c) arrange for the investments or other property of the Company to be held in the name of a nominee;

In the same manner and subject to the same conditions as trustees of a trust are permitted to do so by the Trustee Act 2000;

2.3.11 to provide indemnity insurance for the directors in accordance with, and subject to the conditions in Section 189 of the Charities Act 2011;

2.3.12 to pay out of the funds of the Company the costs of forming and registering the Company as a charity.

2.3.13 to advance amateur chess through the funding and organisation of competitions and the development and maintenance of an appropriate infrastructure including:

- . (a) a system for Grading the results of games of chess players participating in its own competitions and in the competitions of member organisations;
- . (b) a system for accrediting coaches and arbiters; and
- . (c) other services to chess players and clubs.

#### APPLICATION OF INCOME AND PROPERTY

2.4.1 The income and property of the Company shall be applied solely towards the promotion of the Objects.

2.4.2 (a) A Director is entitled to be reimbursed from the property of the Company or he may pay out of such property reasonable expenses properly incurred by him when acting on behalf of the Company.

(b) A Director may benefit from trustee indemnity insurance cover purchased at the Company's expense in accordance with and subject to the conditions in Section 189 of the Charities Act 2011.

(c) A Director may receive an indemnity from the Company in the circumstances specified in Article 77.

2.4.3 None of the income or property of the Company may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Company. This does not prevent a member who is not also a Director receiving:

(a) a benefit from the Company in the capacity of a beneficiary of the Company;

(b) reasonable and proper remuneration for any goods or services supplied to the Company.

2.4.4 (a) No Director or connected person may:

(i) buy any goods or services from the Company on terms preferential to those applicable to members of the public;

(ii) sell goods, services, or any interest in land to the Company;

(iii) be employed by or receive any remuneration from the Company;

(iv) receive any other financial benefit from the Company; unless the payment is permitted by Article 2.4.4 (b) or the Directors obtain the prior written approval of the Commission and fully comply with any procedures it prescribes.

(b)

(i) A Director or connected person may receive a benefit from the Company in the capacity of a beneficiary of the Company provided that a majority of the Directors do not benefit in this way.

(ii) A Director or connected person may enter into a contract for the supply of services or of goods that are supplied in connection with the provision of services to the Company where that is permitted in accordance with a subject to the conditions in Section 185 of the Charities Act 2011.

(iii) Subject to Article 2.5.4 (c) a Director or connected person may provide the Company with goods that are not supplied in connection with services provided to the Company by the director or connected person.

(iv) a Director or connected person may receive interest on money lent to the Company at a reasonable and proper rate.

(v) A Director or connected person may receive rent for premises let by the Director or connected person to the Company if the amount of the rent and the other terms of the lease are reasonable and proper and provided that the Director concerned shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

(vi) A Director or connected person may take part in the normal trading and fundraising activities of the Company on the same terms as members of the public.

(c) The Company and its Directors may only rely upon the authority provided by Article 2.4.4 (b) (iii) if each of the following conditions is satisfied:

(i) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Company or its Directors (as the case may be) and the Director or connected person supplying the goods.

(ii) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.

(iii) The other Directors are satisfied that it is in the best interests of the Company to contract with the supplier of the goods rather than with someone who is not a Director or connected person.

(iv) The supplier of the goods is absent from the part of any meeting at which there is a discussion of the proposal to enter into a contract or arrangement with him with regard to the supply of the goods to the Company.

(v) The supplier of the goods does not vote or any such matter and is not to be counted when calculating whether a quorum of Directors is present at the meeting.

(vi) The reason for their decision is recorded by the Directors in the minutes of the meeting.

(vii) A majority of the Directors then in office are not in receipt of remuneration or payments authorised by Article 2.5.4 (a).

(d) In this Article the following expressions have the following meanings:

(i) "The Company" shall include any company in which the Company:

- Holds more than 50% of the shares: or
- Controls more than 50% of the voting rights attached to the shares; or
- Has the right to appoint one or more directors to the Board of the company;

(ii) "Connected person" means:

(aa) A child, parent, grandchild, grandparent, brother or sister of the Director

(bb) The spouse or civil partner of the Director or of any person falling within (aa) above;

(cc) A person carrying on business in partnership with a Director or with any person falling within (aa) or (bb) above

(dd) an institution which is controlled by either the Director or any connected person falling within (aa), (bb) or (cc) above; or by two or more persons falling within (aa), (bb) or (cc) when taken together.

(ee) A body corporate in which either the Director or any connected person falling within (aa), (bb) or (cc) has a substantial interest; or two or more persons within the same who, when taken together, have a substantial interest.

(iii) Section 188 of the Charities Act 2011 applies for the purposes of interpreting the terms used in this Article.

## **MEMBERS**

3. (1) The liability of members is limited.

(2) Every member of the Company undertakes to contribute such amount as may be required not exceeding £1 to the Company's assets if it should be wound up while he is a member, or within one year after he ceases to be a member for payment of the Company's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

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

(a) Member Organisations.

Each of which shall nominate one or where so entitled more than one individual as its Representative Member(s) 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;



(b) 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 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 FIDE Delegate".

- (8) "the Chairmen of the Standing Committees".
  - (9) "the Trustees".
  - (10) "Patrons" being persons appointed by the Council and whose influence will advance the Objects of the Company.
  - (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 Non-Executive Chairman of the Company before the present incumbent.
  - (14) "Direct Members" currently being **Honorary Life Vice-Presidents; Platinum Members; Gold Members; Gold Concessionary Members; Silver Members; Silver Concessionary Members; Bronze Members; Bronze Concessionary Members** and also such persons who are Life Members and Honorary Life Members or such other categories of Direct Members as may from time to time be established under the Direct Members Bye Laws, provided that Direct members are not required to be members of the Company.
6. (1) 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.
- (2) 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; the Chairmen of the Standing Committees; the Trustees; the Patrons; The Past President; The Past Chief Executive and 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 who are also of that category to attend and vote at General Meetings in accordance with Article 12.

## **MEMBERSHIP FEES FOR FULL MEMBERS**

### 7. 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 of £58 per annum or 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.
8. For the year 2013/14 and each subsequent year the Finance Council shall determine annually the Game Fee for Standard graded games, for Rapidplay graded games, for Standard graded games between junior players under the age of 18 in solely junior events and for Rapid graded games between junior players under the age of 18 in solely junior events..
  9. 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, 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 or the Past Non-Executive Chairman were Direct Members of the Company when they ceased to be President or Chief Executive or Non-Executive Chairman as the case may be.

## **DIRECT MEMBERS**

10. Direct Members shall be admitted to membership by the Board in accordance with the Direct Members Bye Laws.
11. Membership Fees for each category of Direct Members shall be as stipulated in the Direct Members Bye Laws and for year 2013/14 and each subsequent year the Finance Council shall determine the same annually in accordance with Article 17(5) except for Life Members, Honorary Life Vice-Presidents and Honorary Life Members who shall pay no Membership Fee.
12. Direct Members shall elect a maximum of ten Direct Members' Representatives in categories to serve on the Council for a period from the end of the next following Annual General Meeting of Council to the end of the next Annual General Meeting of Council after that in accordance with the Direct Members Bye Laws. Such Direct Members' Representatives shall cease to be Direct Members' Representatives if they do not remain Direct Members in the category in which they have been elected throughout their period of office.
13. 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 end of the next Annual General Meeting of Council.

14. 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**

15. 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 which shall be held at such time and place as the Council shall appoint. All General Meetings other than Annual General Meetings and Finance Council Meetings shall be called Extraordinary General Meetings.
16. At the Annual General Meeting in addition to the usual business of same the following business shall be transacted:
  - (1) The Council shall elect the Directors who shall unless the Council resolves otherwise hold office until the end of the Annual General Meeting next following.
  - (2) The Council shall elect the FIDE Delegate who shall unless the Council resolves otherwise hold office until the end of the Annual General Meeting next following.
  - (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 two Standing Committees to hold office until the end of the Annual General Meeting next following:
    - (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 76. 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.

- (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 or on behalf of the Board or proposed otherwise in which case notice in writing must be given to the Secretary 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.
17. The Company shall hold the Finance Council Meeting in **July** 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 25 and 29 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 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 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.
18. Council or the Board may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such

requisition, or, in default, may be convened by such requisitionists, as provided by Section 368 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 an Extraordinary 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**

19. 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 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.
20. 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.
21. The Secretary 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 34 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**

22. 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.
23. The Non-Executive Chairman 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.

24. 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.

25. 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.

26. 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.

27. 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. Tellers shall, unless directed otherwise by the chairman, keep confidential the details of all votes cast except for the totals thereof and shall at the end of the meeting deliver any ballot papers to the Secretary.

28. 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.

29. The poll pursuant to Article 25 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.

Multiple voting entitlements for Rapidplay graded results and for graded results of games played between junior players under the age of 18 in solely junior events will be calculated on the basis that a monetary payment or deemed payment (where liability for Game Fee has been waived) will give rise to a voting entitlement pro rata to that for a payment in respect of Standard graded results.

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 one vote each.

30. The calculation of votes under Article 29(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.

31. (1) If a poll is demanded to determine the Game Fee pursuant to Article 17 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 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 and for games played between junior players under the age of 18 years in solely junior events shall be at reduced rates as follows:

(i) Rapidplay graded games: one half of the Standard rate;

(ii) Standard graded games played between junior players under the age of 18 in solely junior events: one quarter of the Standard rate;

(iii) Rapidplay graded games played between junior players under the age of 18 in solely junior events: one eighth of the Standard rate.



If any of the above calculated rates is not a whole number of pence, it shall be rounded to the next higher whole number of pence.

## **VOTES OF MEMBERS**

32. The voting rights of Full Members and Direct Members' Representatives shall be in accordance with Articles 6 and 29.
33. 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.
34. 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.
35.
  - (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.
36. 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 72 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 72 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 or to the Secretary or to any Director;

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

37. 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\*\*

38. 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.

39. The instrument appointing a proxy shall be deemed to confirm authority to demand or join in demanding a poll.
40. 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**

41. 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**

42 Unless otherwise determined by ordinary resolution the number of Directors shall be subject to a maximum of ten persons but shall not be less than five and subject to the provisions of Articles 48, 51, 52 and 53 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 four 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.

43. (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 Secretary the FIDE Delegate 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**

44. 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**

45. 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, these Articles and to such Bye Law, 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.

46. 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.
47. 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.
48. A Director shall cease to be a Director:-
  - (1) if he resigns his directorship by giving notice to the Company (**but only if at least two Directors will remain in office when the notice of resignation is to take effect**); 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 303 of the Act; or
  - (4) if he is disqualified under the Company Directors Disqualification Act 1986 or otherwise.
  - (5) **if he is disqualified from acting as a trustee by virtue of section 178 of the Charities Act 2011.**
49. **The Directors must not be paid any remuneration unless it is authorised by Article 2.**
50. The Company may from time to time by ordinary resolution increase or reduce the number of Directors.
51. The Board shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, 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 Auditor or the Standing Committees referred to in Article 16 to hold office only until the next following Annual General Meeting.

52. The Company may by ordinary resolution, of which special notice has been given in accordance with Section 379 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.
53. 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 51 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**

54. (1) 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.

(2) A Director must declare the nature and extent of any interest, direct or indirect, which he has in a proposed transaction or arrangement with the Company or in any transaction or arrangement entered into by the Company which has not previously been declared. A Director must absent himself from any discussions of the Directors in which it is possible that a conflict will arise between his duty to act solely in the interests of the Company and any personal interest including but not limited to any personal financial interest.

(3) If a conflict of interest arises for a Director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the unconflicted Directors may authorise such a conflict of interests where the following conditions apply:

(a) the conflicted Director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;

(b) the conflicted Director does not vote on any such matter and is not to be counted when considering whether a quorum of Directors is present at the meeting; and

(c) the unconflicted Directors consider that it is in the interests of the Company to authorise the conflict of interests in the circumstances applying.

(4) In this Article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Director or a connected person as defined in Article 2.

55. 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.
56. 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.

57. 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, the Directors present may choose one of their number to be chairman of the meeting.
58. The Board may delegate any of its powers relating to administrative tasks but not in any circumstances extending to investment 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.
59. 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.
60. 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.
61. (1) 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.  
  
(2) Article 54(3) does not permit a Director or a connected person as defined in Article 2 to keep any benefit that may be conferred upon him by a resolution of the Directors or of a Committee of Directors if, but for Article 54(3), the resolution would have been void, or if the Director had not complied with Article 54(2).
62. 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**

63. Subject to Section 13(5) 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.

64. 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**

65. 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.

## **ACCOUNTS**

66. (1) The Board shall cause accounting records to be kept in accordance with the provisions of the Act.
- (2) **The Directors must comply with the requirements of the Charities Act 2011 with regard to:**
- (a) transmission of the statements of account of the Company;**
  - (b) preparation of an Annual Report and its transmission to the Commission;**
  - (c) preparation of an Annual Return and its transmission to the Commission; and**
  - (d) notification to the Commission of any changes to the Company's entry on the Central Register of Charities.**
67. 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.
68. 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.
69. 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.
70. 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**

71. An Auditor shall be appointed pursuant to Article 16(3) and his duties regulated in accordance with the provisions of the Act.

## **NOTICES**

72. 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.
73. 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.
74. 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**

75. (1) The members of the Company may at any time before, and in expectation of, its dissolution resolve that any net assets of the Company after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Company be applied or transferred in any of the following ways:
- (a) directly for the Objects; or
  - (b) by transfer to any charity or charities for purposes similar to the Objects; or



(c) to any charity or charities for use for particular purposes that fall within the Objects.

(2) Subject to any such resolution of the members of the Company, the Directors of the Company may at any time before and in expectation of its dissolution resolve that any net assets of the Company after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Company be applied or transferred in any of the following ways:

(a) directly for the Objects; or

(b) by transfer to any charity or charities for purposes similar to the Objects; or

(c) to any charity or charities for use for particular purposes that fall within the Objects.

(3) In no circumstances shall the net assets of the Company be paid to or distributed among the members of the Company (except to a member that is itself a charity) and if no resolution in accordance with Article 75(1) or 75(2) is passed by the members or the Directors the net assets of the Company shall be applied for charitable purposes as directed by the Court or the Commission.

## **BYE LAWS AND REGULATIONS**

76. (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**

77. Every Director or other officer or Auditor of the Company 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 727 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 310 of the Act.

## **Names and Addresses of Subscribers**

1. Roy Heppinstall  
8 Wakelin Way  
Witham  
Essex  
CM8 2TX

2. Gerard Francis Walsh  
2 Smiths Dock Park Road  
Normanby  
Middlesbrough  
Cleveland  
TS6 0JN

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Dated this fifth day of November 2004

Witness to the above Signatures:-

D.W.Anderton  
Solicitor  
Lichfield