

# ENGLISH CHESS FEDERATION

## HANDBOOK OF RULES AND GUIDANCE AT 15 OCTOBER 2011

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**Company number: 5293039**

**The Companies Acts 1985 to 1989**

**COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL**

**MEMORANDUM OF ASSOCIATION OF  
ENGLISH CHESS FEDERATION**

- M1. The Company's name is **ENGLISH CHESS FEDERATION**.
- M2. The Company's registered office is situated in England.
- M3. The Company's objects are:-
- M3.1. To encourage the study and practice of chess in England and for the purpose of these objects England shall be deemed to include such part of North Wales as is within the jurisdiction of the Cheshire & North Wales Chess Association for so long as it shall so remain.
  - M3.2. To institute and maintain British Chess Championships.
  - M3.3. To promote national and international chess tournaments in England.
  - M3.4. To secure the interests of English players (being those players who are entitled to represent England under the statutes and regulations of Federation Internationale des Echecs for the time being in force) in foreign chess tournaments and matches.
  - M3.5. To support the Braille Chess Association and other chess organisations which are members of the Company and whose jurisdiction includes England unless and until in each such case separate equivalent English organisations shall be established which are members of the Company.
  - M3.6. To secure the interests of English problemists in foreign tournaments and tourneys and to encourage English problem composers and solvers by instituting tournaments and tourneys and for these purposes support of the British Chess Problem Society shall be within the scope of this object unless and until a separate English Chess Problem Society shall be established which is a member of the Company.
  - M3.7. To arrange such contests, meetings, etc., as may be deemed desirable and provide and present trophies for competitions to suitable organisations in England.

- M3.8. To provide assistance in relation to chess to British Overseas Territories and Crown Dependencies, which are not for the time being members of Federation Internationale des Echecs, if requested to do so.
- M3.9. To maintain and increase a fund, known as the "Permanent Invested Fund", to be permanently invested in the name of trustees in accordance with an approved trust deed.
- M3.10. To maintain a system for grading the results of games of chess players participating in its own competitions and in the competitions of member organisations.
- M3.11. To make the Company's services available without discrimination on grounds of colour, creed, disability, impairment, occupation, race, religious or political affiliation, or sexual orientation and to promote equal opportunities in a positive manner.
- M3.12. In furtherance of the above objects but not further or otherwise the Company shall have the following powers:-
- M3.12.1. To acquire part of or the entire undertaking of the British Chess Federation.
- M3.12.2. To borrow and raise money for the furtherance of the objects of the Company in such manner and on such security as the Company may think fit.
- M3.12.3. To raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation or otherwise provided that this shall be without prejudice to the ability of the Company to disclaim any gift, legacy or bequest in whole or in part in such circumstances as the Company may think fit.
- M3.12.4. To lend money and give credit to, to take security for such loans or credit from, and to guarantee and become or give security for the performance of contracts and obligations by, any person or company.
- M3.12.5. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, and other negotiable, transferable, or mercantile instruments.
- M3.12.6. To subscribe for either absolutely or conditionally or otherwise acquire and hold shares, stocks, debentures, debenture stock or other securities or obligations of any other company.
- M3.12.7. To invest the moneys of the Company not immediately required for the furtherance of its objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law.

- M3.12.8. To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges and to construct, maintain alter or develop any buildings, erections gardens or other landscaped areas which the Company may think necessary for the promotion of its objects.
- M3.12.9. Subject to such consents as may be required by law, to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company with a view to the furtherance of its objects.
- M3.12.10. Subject to Clause 4 hereof to employ and pay such architects, surveyors, solicitors and other professional persons, workmen, clerks and other staff as are necessary for the furtherance of the objects of the Company.
- M3.12.11. To make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows or widowers and other dependants.
- M3.12.12. To make payments towards insurance for any director, officer or auditor against any liability as is referred to in Section 310(1) of the Companies Act 1985.
- M3.12.13. To subscribe to, become a member of, or amalgamate with any other organisation, institution, society or body not formed or established for purposes of profit (whether incorporated or not and whether in Great Britain or Northern Ireland or elsewhere) whose objects are wholly or in part similar to those of the Company and which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof and to purchase or otherwise acquire and undertake all such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Company of any such organisation, institution, society or body.
- M3.12.14. To do all or any of the things hereinbefore authorised either alone or in conjunction with any other organisation, institution, society or body with which the Company is authorised to amalgamate.
- M3.12.15. To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company.
- M3.12.16. To do all such other lawful things as are necessary for the attainment of the above objects or any of them.
- M4. All assets of the Company shall be applied solely towards the promotion of its objects as set out herein and no portion of such assets shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of pure profit to members of the Company.

PROVIDED ALWAYS that nothing contained in this Memorandum of Association shall prevent any payment being made by the Company in good faith as follows:-

- M4.1. as reasonable and proper remuneration to any member, officer or servant of the Company or any director for any services rendered to the Company;
  - M4.2. as interest on money lent by any member of the Company or by any director at a reasonable and proper rate per annum;
  - M4.3. of reasonable and proper rent for premises demised or let by any member of the Company or any director to the Company;
  - M4.4. of reasonable and proper fees, remuneration or other benefit in money or money's worth to any company of which a director may also be a member; and
  - M4.5. to any director of reasonable and proper out of pocket expenses (provided proper evidence of the payment of such expenses is provided).
- M5. The liability of the members is limited.
- M6. 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.
- M7. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution.

WE, the subscribers to the Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum.

**Names and Addresses of Subscribers    Amount Guaranteed**

1. Roy Heppinstall 8 Wakelin Way Witham Essex CM8 2TX	£1.00
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2. Gerard Francis Walsh 2 Smiths Dock Park Road Normanby Cleveland TS6 0JN	£1.00
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Dated this fifth day of November 2004

Witness to the above Signatures:-

D.W.Anderton  
Solicitor  
Lichfield

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**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 15<sup>th</sup> October 2011)**

## **INTERPRETATION**

A1.1. 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 17.

"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 82.

"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(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 13.

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

“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 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 44 pence;
- (b) of Rapidplay graded games at 22 pence;
- (c) of Standard graded games submitted by clubs (for internal club competitions) at 15 pence
- (d) of Rapidplay graded games submitted by clubs (for internal club competitions) at 8 pence:
- (e) of Standard graded games played between junior players under the age of 18 in solely junior events at 22 pence;
- (f) of Rapidplay graded games played between junior players under the age of 18 in solely junior events at 11 pence:
- (g) of Standard graded games submitted by clubs (for internal club competitions played between junior players under the age of 18 in solely junior events) at 8 pence:
- (h) of Rapidplay graded games submitted by clubs (for internal club competitions played between junior players under the age of 18 in solely junior events) at 4 pence:

or such other rates established respectively 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 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 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.

A1.2. 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.

A1.3. Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act.

A1.4. In these Articles “address” in relation to electronic communications includes any number or address used for the purpose of such communication.

## **OBJECTS**

A2. The Company is established for the objects expressed in the Memorandum of Association.

## **MEMBERS**

A3. 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 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;

(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.

A4. 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.

A5. 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 Vice-Presidents (including Corporate Vice-Presidents and Honorary Life Vice-Presidents); Full Direct Members; Family Members; Veteran Members (aged over 60); Standard Members; Student Members (in full-time education and aged under 24 on 1 September most recent); Junior Members (aged under 18 on 1 September most recent); Members with Disabilities and Special Members; Basic Members and Basic Junior Members who shall have been admitted by the Board to membership under this Article 5(14) 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.
- A6. (1) Every member of the British Chess Federation as at 30th April 2005 who, individually or acting by its Representative Member(s) as the case may be, by 31st August 2005 or such later date as may be specified by the Board deposits at the registered office of the Company a written undertaking pursuant to clause 6 of the Memorandum and a written election to do so shall become a member of the Company in the appropriate division of members referred to in Article 5 equivalent to his or its membership of the British Chess Federation on the basis that any membership fees paid to the British Chess Federation (whether before or after the date of such deposit) shall be deemed to have been paid to the Company.
- (2) The President; the Chief Executive; the Director of Finance; the Director of Marketing; the Director of Home Chess; the Director of International Chess and the Director of Junior Chess and Education of the British Chess Federation on 30th April 2005 shall be appointed as Directors of the Company to hold office in the equivalent posts in the Company until the first Annual General Meeting provided they shall first comply with Article 6(1).
- (3) The FIDE Delegate and the Chairmen of the Standing Committees of the British Chess Federation on 30th April 2005 shall be appointed to hold office in the equivalent posts in the Company (the Governance Committee of the Company being equivalent to the Constitution Committee of the British Chess Federation) until the first Annual General Meeting provided they shall first comply with Article 6(1).
- A7. (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 13.

## **MEMBERSHIP FEES FOR FULL MEMBERS**

### **A8. 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 £50 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.

A9. For the year 2006/07 and each subsequent year the Finance Council shall determine annually the Game Fee for Standard graded games, for Rapidplay graded games, for games between junior players under the age of 18 in solely junior events and for games submitted by clubs (for internal club competitions).

A10. 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 British Chess Federation or the Company when

they ceased to be President or Chief Executive or Non-Executive Chairman as the case may be.

## **DIRECT MEMBERS**

- A11. Direct Members shall be admitted to membership by the Board in accordance with the Direct Members Bye Laws.
- A12. Membership Fees for each category of Direct Members shall be as stipulated in the Direct Members Bye Laws and for year 2006/7 and each subsequent year the Finance Council shall determine the same annually in accordance with Article 18(5) except for Life Members, Honorary Life Vice-Presidents and Honorary Life Members who shall pay no Membership Fee.
- A13. The Direct Members' Representatives of the British Chess Federation provided they shall first comply with Article 6(1) shall be appointed to hold office as Direct Members' Representatives until elections are held in accordance with this Article. Direct Members shall elect a maximum of eight 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.
- A14. 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.
- A15. 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**

- A16. 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 provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The second and all subsequent Annual General Meetings 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.
- A17. 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 82. 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.

A18. 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 May 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 and whilst they shall subsist the determination of the annual renewal or cancellation of the Basic Member and Basic Junior Member classes of membership.
  - (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.
- A19. 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**

A20. 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.

A21. 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.

A22. 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 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**

A23. 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.

A24. 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.

A25. 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.

A26. 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.

A27. 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.

A28. 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.

A29. 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.

A30. 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.

Multiple voting entitlements for Rapidplay graded results, for graded results submitted by clubs (for internal club competitions) and for graded results of games played between junior players under the age of 18 in solely junior events and 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. Provided That with effect from 1<sup>st</sup> September 2012 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 one vote each.

A31. 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.

A32. (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, for games submitted by clubs (for internal club

competitions) 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 submitted by clubs (for internal club competitions): one third of the Standard rate;
- (iii) Rapidplay graded games submitted by clubs (for internal club competitions): one sixth of the Standard rate;
- (iv) Standard graded games played between junior players under the age of 18 in solely junior events: one half of the Standard rate;
- (v) Rapidplay graded games played between junior players under the age of 18 in solely junior events: one quarter of the Standard rate;
- (vi) Standard graded games submitted by clubs (for internal club competitions played between junior players under the age of 18 in solely junior events): one sixth of the Standard rate;
- (vii) Rapidplay graded games submitted by clubs (for internal club competitions played between junior players under the age of 18 in solely junior events): one twelfth 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**

- A33. The voting rights of Full Members and Direct Members' Representatives shall be in accordance with Articles 7 and 30.
- A34. 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.
- A35. 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.
- A36. (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.

A37. 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.

A38. 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\*\*

A39. 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.

- A40. The instrument appointing a proxy shall be deemed to confirm authority to demand or join in demanding a poll.
- A41. 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**

- A42. 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**

- A43. 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 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 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.
- A44. 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.
- A45. 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.
- A46. 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.
- A47. 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.
- A48. 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.
- A49. (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**

- A50. 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**

- A51. 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.
- A52. 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.
- A53. 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.
- A54. 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 303 of the Act; or
  - (4) if he is disqualified under the Company Directors Disqualification Act 1986 or otherwise.
- A55. Provided he has declared his interest in accordance with Section 317 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.
- A56. The Company may from time to time by ordinary resolution increase or reduce the number of Directors.



- A57. 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 17 to hold office only until the next following Annual General Meeting.
- A58. 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.
- A59. 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**

- A60. 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.
- A61. 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.
- A62. 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.
- A63. 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.
- A64. 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.

- A65. 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.
- A66. 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.
- A67. 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.
- A68. 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**

- A69. 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.
- A70. 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**

- A71. 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**

- A72. The Board shall cause accounting records to be kept in accordance with the provisions of the Act.

- A73. 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.
- A74. 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.
- A75. 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.
- A76. 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**

- A77. An Auditor shall be appointed pursuant to Article 17(3) and his duties regulated in accordance with the provisions of the Act.

## **NOTICES**

- A78. 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.
- A79. 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.

A80. 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**

A81. 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**

A82. (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**

- A83. (1) 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.
- (2) The Directors shall have power to purchase and maintain for any Director, officer or auditor of the company insurance against any such liability as is referred to in Section 310(1) 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

## **ENGLISH CHESS FEDERATION**

### **BYE LAW NO. 1 THE DIRECT MEMBERS BYE LAWS**

Made by the Council of English Chess Federation on 16th July 2005 and amended on 22nd October 2005, 8th August 2005, 24th June 2006, 21st October 2006, 16<sup>th</sup> October 2010 and 15<sup>th</sup> October 2011 in pursuance of Article 82 of the Articles of Association of English Chess Federation.

**WHEREAS** the Articles of Association of English Chess Federation in Article 1.1 define "the Direct Members Bye Laws" as "the Bye Laws regulating the categories, admission and conditions of membership of Direct Members and the procedure for electing Direct Members' Representatives." and define Direct Members' Representatives as "the Direct Member's Representatives elected to the Council pursuant to Article 13.

**AND WHEREAS** Article 4 (4) provides that a member shall cease to be a member " in any case, if any subscription or membership fee due to the company remains outstanding for more than three months unless the Board otherwise determine."

**AND WHEREAS** Article 5 (14) defines "Direct Members as "currently being Vice-Presidents (including Corporate Vice-Presidents and Honorary Life Vice-Presidents); Full Direct Members; Family Members; Veteran Members (aged over 60); Standard Members; Student Members (in full time education and aged under 24 on 1 September most recent) Junior Members (aged under 18 on 1 September most recent); Members with Disabilities and Special Members: Basic Members and Basic Junior Members (until 31st August 2006 and thereafter annually to 31st August in every year if the Finance Council by an Ordinary Resolution resolves to continue these classes of membership at its Meeting held in the preceding April) who shall have been admitted by the Board to membership under this Article 5 (14) and also such persons who are Life Members or such other categories of Direct Members as may from time to time be established under the Direct Members Bye Laws."

**AND WHEREAS** Article 6 (1) provides as follows: "Every member of the British Chess Federation as at 30th April 2005 who, individually or acting by its Representative Member(s) as the case may be, by 31st August 2005 or such later date as may be specified by the Board deposits at the registered office of the Company a written undertaking pursuant to clause 6 of the Memorandum and a written election to do so shall become a member of the Company in the appropriate division of members referred to in Article 5 equivalent to his or its membership of the British Chess Federation on the basis that any membership fees paid to the British Chess Federation (whether before or after the date of such deposit) shall be deemed to have been paid to the Company ."

**AND WHEREAS** Articles 11-15 provide as follows:

"A11. Direct Members shall be admitted to membership by the Board in accordance with the Direct Members Bye Laws.

A12. Membership Fees for each category of Direct Members shall be as stipulated in the Direct Members Bye Laws and for the year 2006/7 and each subsequent year the Finance Council shall determine the same annually in accordance with Article 18(5) except for Life Members, Honorary Life Vice-Presidents and Honorary Life Members who shall pay no Membership Fee.

- A13. The Direct Members' Representatives of the British Chess Federation provided they shall first comply with Article 6 (1) shall be appointed to hold office as Direct Members' Representatives until elections are held in accordance with this Article. 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.
- A14. 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.
- A15. 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."

**AND WHEREAS** Article 18 provides that a Finance Council shall be held in April of each year at which certain business shall be transacted and that business includes in Article 18(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 and whilst it shall subsist the determination of the annual renewal or cancellation of the Basic Member and Basic Junior Member classes of membership."

**AND WHEREAS** Article 26 provides that

"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."

**AND WHEREAS** Article 30 provides that

"The Poll pursuant to Article 26 shall be determined as follows:

"In respect of the Direct Members' Representatives one vote each."

**AND WHEREAS** Article 82 gives power to the Council to make Bye Laws including in respect of the Direct Members Bye Laws

#### **DM1. Definitions.**

In these Bye Laws the expressions defined in the Articles shall have the meanings therein ascribed to them and:

"Basic Members" means the members of a Scheme entered into by the Company with a Constituent Unit or a County Association or a Chess League which complies with the Framework set out in the Schedule hereto, which category of membership shall be closed with effect from 31<sup>st</sup> August 2012.

“Basic Junior Members” means the members of a Scheme entered into by the Company with a Constituent Unit or a County Association or a Chess League which complies with the Framework set out in the Schedule hereto and who are aged under 18 years at the previous September 1<sup>st</sup> of the date of their admission to membership or the annual renewal thereof, which category of membership shall be closed from 31<sup>st</sup> August 2012.

“Bronze Concessionary Members” means Bronze Concessionary Members who become Direct Members of the Company pursuant to Article 5(14) on or after 1<sup>st</sup> September 2012 who fulfil the following criteria namely who are aged under 18 years at the previous September 1<sup>st</sup> of the date of admission to membership or the annual renewal thereof.

“Bronze Members” means Bronze Members who become Direct Members of the Company pursuant to Article 5(14) on or after 1<sup>st</sup> September 2012.

“Corporate Vice Presidents” means the Corporate Vice Presidents of the British Chess Federation who become Direct Members of the Company pursuant to Article 6(1) or who are admitted to membership by the Board and who fulfil the following criteria namely they constitute a chess club which category of membership shall be closed with effect from 31<sup>st</sup> August 2012, but this will not affect the unexpired portion of any subscription outstanding at that date.

“Direct Members” has the meaning defined in Article 5(14).

“Direct Membership Officer” means the officer appointed by the Board to administer the Direct Membership of the Company.

“Family Members” means the Family Members of the British Chess Federation who become Direct Members of the Company pursuant to Article 6(1) or who are admitted to membership by the Board and fulfil the following criteria namely two or more members of the same family live at the same address and each is a member but the family is treated as a single member for the purpose of membership fee and benefits, which category of membership shall be closed with effect from 31<sup>st</sup> August 2012, but this will not affect the unexpired portion of any subscription outstanding at that date.

“Full Direct Members” means the Full Direct Members of the British Chess Federation who become Direct Members of the Company pursuant to Article 6(1) or who are admitted to membership by the Board.

“Gold Concessionary Members” means Gold Concessionary Members who become Direct Members of the Company pursuant to Article 5(14) on or after 1<sup>st</sup> September 2012 who fulfil the following criteria namely who are aged under 18 years at the previous September 1<sup>st</sup> of the date of admission to membership or the annual renewal thereof.

“Gold Members” means Gold Members who become Direct Members of the Company pursuant to Article 5(14) on or after 1<sup>st</sup> September 2012.

“Honorary Life Members” means the Honorary Life Members of the British Chess Federation who become Direct Members of the Company pursuant to Article 6(1) or who are appointed by the Council.



“Honorary Life Vice-Presidents” means the Honorary Life Vice-Presidents of the British Chess Federation who become Direct Members of the Company pursuant to Article 6(1) or who are appointed by the Council.

“Junior Members” means the Junior Members of the British Chess Federation who become Direct Members of the Company pursuant to Article 6(1) or who are admitted to membership by the Board are those who fulfil the following criteria namely who are aged under 18 years at the previous September 1st of the date of admission to membership or the annual renewal thereof, which category of membership shall be closed with effect from 31<sup>st</sup> August 2012, but this will not affect the unexpired portion of any subscription outstanding at that date.

“Life Members” means the Life Members of the British Chess Federation who become Direct Members of the company pursuant to Article 6(1). This category is closed to new admissions.

“Members with Disabilities” means the Members with Disabilities of the British Chess Federation who become Direct Members of the Company pursuant to Article 6(1) or who are admitted to membership by the Board and fulfil the following criteria namely they claim to have a disability as defined by the Disability Discrimination Act 1985. This category is closed to new admissions.

“Platinum Members” means Platinum Members who become Direct Members of the Company pursuant to Article 5(14) on or after 1<sup>st</sup> September 2012.

“Silver Concessionary Members” means Silver Concessionary Members who become Direct Members of the Company pursuant to Article 5(14) on or after 1<sup>st</sup> September 2012 who fulfil the following criteria namely who are aged under 18 years at the previous September 1<sup>st</sup> of the date of admission to membership or the annual renewal thereof.

“Silver Members” means Silver Members who become Direct Members of the Company pursuant to Article 5(14) on or after 1<sup>st</sup> September 2012.

“Standard Members” means the Standard Members of the British Chess Federation who become Direct Members of the Company pursuant to Article 6(1) or who are admitted to membership by the Board, which category of membership shall be closed with effect from 31<sup>st</sup> August 2012, but this will not affect the unexpired portion of any subscription outstanding at that date.

“Special Members” means the Special Members of the British Chess Federation who become Direct Members of the Company pursuant to Article 6(1) or who are admitted to membership by the Board and fulfil the following criteria namely they are low-waged or un-waged and produce, to the satisfaction of the Direct Membership Officer, evidence to support their financial status. This category is closed to new admissions.

“Student Members” means the Student Members of the British Chess Federation who become Direct Members of the Company pursuant to Article 6(1) or who are admitted to membership by the Board and fulfil the following criteria namely are in full-time education and aged under 24 years at the previous September 1st of the date of admission to membership or the annual renewal thereof. This category is closed to new admissions.

“Veteran Members” means the Veteran Members of the British Chess Federation who become Direct Members of the Company pursuant to Article 6(1) or who are admitted to

membership by the Board and fulfil the following criteria namely are aged 60 years at the date of admission to membership. This category is closed to new admissions.

“Vice Presidents” means the Vice Presidents of the British Chess Federation who become Direct Members of the Company pursuant to Article 6(1) or who are admitted to membership by the Board

## **DM2. Membership Fees**

The Membership Fees are determined in accordance with Articles 12 and 18(5).

The current membership fees are as follows:

Honorary Life Vice Presidents, Honorary Life Members and Life Members pay no fee.

Vice-Presidents and Corporate Vice-Presidents pay a fee, for 2005/2006 set at £100 p.a. or £250 for three years.

A Family Member pays one fee, for 2005/2006 set at £52 p.a. or £130 for three years.

Full Direct Members pay a fee, for 2005/2006 set at £46 or £115 for three years.

Veteran Members, Special Members, Members with Disabilities and Student Members all pay a discounted fee, for 2005/2006 set at £26 p.a. or £65 for three years.

Standard Members pay a fee, for 2005/2006 set at £16 p.a. or £40 for three years.

Junior Members pay a fee, for 2005/2006 set at £13 p.a.

Basic Members pay a fee for 2005/2006 set at £10 p.a.

Basic Junior Members pay a fee for 2005/2006 set at £5 p.a.

All Membership Fees are due each year on admission to membership and on the anniversary of joining, except for Basic Members and Basic Junior Members whose renewal date for membership fees is 1st September each year. Provided That with effect from 1st September 2012 all Membership Fees shall cover the period from 1st September until 31st August in the following year (subject to the discretion of the Direct Membership Officer to extend the period of membership for a new member who has joined so as to play in the British Championship to cover that event and the period thereafter to 31st August in the following year) and any Direct Member whose existing membership expires after 31st August 2012 and whose category of membership is closed as from that date shall be entitled to a pro rata reduction in his or her new membership category from the date of such expiry until the following 31st August in accordance with guidance published from time to time by the Board.

Basic Members' and Basic Junior Members' ECF Membership Fees shall, and with effect from 1<sup>st</sup> September 2012 all membership fees may, be collected as agent for the Company by the respective Constituent Units, County Associations and Chess Leagues that have entered into Schemes which comply with the appropriate Framework agreement set out in the Schedule hereto and remitted to the Company by them on 31st October in each year and any subsequent payments shall be remitted at the end of each following quarter. Such

payments shall be deemed to be ECF membership fees for such Constituent Units, County Associations and Chess Leagues for the purpose of Article 35 of the Articles of Association (no member shall be entitled to vote at any General Meeting unless all Membership Fees presently payable by him to the Company have been by the date on which the Secretary shall publish a register of voting entitlement for that General Meeting.) For every person who is not already a member of the Company such payment shall be accompanied by a Guarantee 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. Provided That such Guarantee shall not be required after 15<sup>th</sup> October 2011.

### **DM3. Membership Benefits**

The benefits of each category of Direct Member shall be determined from time to time by the Board. Until otherwise determined those benefits shall be as follows:

All Direct Members shall be entitled to participate in events run by the Company or by third parties by arrangement with the Company, where it is a condition of entry that the participant is a member of the Company, on paying the requisite entry fees for the same.

The Company will use best endeavours to include Direct Members in the Grading Lists published from time to time provided they qualify for such inclusion by virtue of the number of their graded games submitted in accordance with the Game Fee Bye Laws.

The Company will also use its best endeavours to ensure that FIDE Rated games played by Direct Members in the British Championships and FIDE Registered events in England are included in FIDE's calculations of that Direct Member's FIDE Rating.

In addition thereto the benefits of each class of Direct Members are as follows:

Corporate Vice-Presidents receive two copies of each edition of ChessMoves, one copy of the ECF Year Book free of charge and of p.& p., one free copy of the ECF Grading List, Grading print outs for seven named players, exemption up to £15 from Game Fee for one team for one event each year, exemption from Game Fee for the grading of their internal club games and a reduced entry fee to the National Club Championship.

Honorary Life Vice-Presidents, Honorary Life Members and Life Members receive a copy of each edition of ChessMoves and may claim a copy of the ECF Year Book free of charge apart from p.& p., as set from time to time by the Director of Finance, a free annual printout of their grading details, a free ECF Diary and discounts, as published from time to time, from leading chess suppliers. They are also eligible to claim Direct Member discount at congresses offering that facility.

Family Members together receive one copy of each edition of ChessMoves and may claim one copy of the ECF Year Book free of charge apart from p.& p., as set from time to time by the Director of Finance, a free annual printout of their grading details, a free ECF diary and discounts, as published from time to time, from leading chess suppliers. Each of the individual Family members is eligible to claim Direct Member discount at congresses offering that facility.

Full Direct Members, Veteran Members, Special Members, Student Members and Members with Disabilities receive one copy of each edition of ChessMoves and may claim a copy of the ECF Year Book, free of charge apart from the p.& p., as set from time to time by the Finance Director, a free annual printout of their grading details, a free ECF Diary and discounts, as published from time to time, from leading chess suppliers. They are eligible to claim Direct Member discount at congresses offering that facility.

Standard Members entitled to download ChessMoves by e-mail and are entitled to buy a copy of the ECF Year Book, an ECF Diary and an ECF Yearbook, all at discounted price plus p. & p., as set from time to time by the Director of Finance. They may buy an annual printout of their grading details. They are also eligible to claim Direct Member discount at congresses offering that facility.

Junior Members are given badges etc. and are entitled to buy a copy of the ECF Year Book, an ECF Diary and an ECF Yearbook, all at discounted price plus p. & p., as set from time to time by the Director of Finance. They may buy an annual printout of their grading details. They are also eligible to claim Direct Member discount at congresses offering that facility.

Basic Members and Basic Junior Members are entitled to download ChessMoves by e-mail and are exempt from paying Game Fee. They are also eligible to claim Direct Member discount at congresses offering that facility.

Bronze, Silver, Gold and Platinum Members will be entitled to the following benefits as from 1<sup>st</sup> September 2012.

<b>Benefit</b>		<b>Bronze</b>	<b>Silver</b>	<b>Gold</b>	<b>Platinum</b>
Participation in graded competitions	Club events	✓	✓	✓	✓
	Leagues	✓	✓	✓	✓
	County events	✓	✓	✓	✓
	Congresses (excl. FIDE-rated)		✓	✓	✓
	FIDE-rated events			✓	✓
Eligibility for inclusion in the ECF Grand Prix			✓	✓	✓
Cost of annual FIDE rating registration fee (€1) included with membership				✓	✓
Cost of per-event FIDE rating fee (£1.50) for Swiss system events and leagues (i.e. excluding all-play-all events) included with membership				✓	✓
ECF Yearbook		<i>Available at a discounted price</i>			✓
15-month ECF Diary		<i>Available at a discounted price</i>			✓

In addition Bronze Concessionary Members, Silver Concessionary Members and Gold Concessionary members will be offered a free Certificate of Merit credit.

#### **DM4. Admission to Membership**

Direct Members shall be admitted by the Board to membership of the Company in the appropriate category on the recommendation of the Direct Membership Officer.

## **DM5. Election of Direct Members' Representatives**

DM5.1 The Direct Members shall be grouped into the following categories for the purpose of electing the Direct Members' Representatives:

- (a) Honorary Life Vice Presidents, Vice Presidents, Corporate Vice Presidents, Honorary Life Members and Life Members;
- (b) Full Direct Members, Family Members, Veteran Members, Student Members, Special Members and Members with Disabilities and with effect from 1<sup>st</sup> September 2012 Gold Members and Gold Concessionary Members.
- (c) Standard Members and Junior Members with effect from 1<sup>st</sup> September 2012 Silver Members and Silver Concessionary Members.
- (d) Basic Members and Basic Junior Members with effect from 1<sup>st</sup> September 2012 Bronze Members and Bronze Concessionary Members.
- (e) With effect from 1<sup>st</sup> September 2012 Platinum Members.

DM5.2 Each of the five categories in 5.1 shall be entitled to elect two representatives.

DM5.3 Nominations for the Direct Members' Representatives shall be sought among the five Categories in 5.1. If there are more than two nominations in any category a first two past the post postal election shall be held in that category in accordance with instructions issued by the Board from time to time.

## **The Schedule**

Framework Agreement for Scheme entered into by the Company with a Constituent Unit or a County Association or a Chess League ("The Member Organisation") prior to 15<sup>th</sup> October 2011.

1. The Member Organisation shall use its best endeavours to ensure that all its members and all participants in its competitions shall become ECF Direct Members.
2. ECF will waive Game Fee for all games played by Members of the Member Organisation who are ECF Direct Members or Members of another Chess Federation affiliated to FIDE.
3. The Member Organisation as agent for ECF shall collect and account for the membership fees for Basic Members and Basic Junior Members by 31st October in every year and shall submit to ECF by such date applications for membership of ECF duly signed. The Member Organisation shall be entitled to a 10% discount for prompt payments made by such date for the year commencing on the preceding 1st September. New members after 31st October shall be similarly accounted for at the end of each following quarter with a discount of 5%.
4. Either party may terminate this Agreement on or before 1st March in any year effective as at 31st August following.

Framework Agreement for Scheme entered into by the Company with a Constituent Unit or a County Association or a Chess League (“The Member Organisation”) on or after 15<sup>th</sup> October 2011 to take effect from 1<sup>st</sup> September 2012.

1. The Member Organisation shall use its best endeavours to ensure that all its members and all participants in its competitions shall become ECF Direct Members.
2. The Member Organisation as agent for ECF shall collect and account for the membership fees for all Direct Members by 31st October in every year and shall submit to ECF by such date applications for membership of ECF in the format prescribed from time to time by ECF. The Member Organisation shall be entitled to a of £1 discount for all Direct Members except Platinum Members for prompt payments made by such date for the year commencing on the preceding 1st September.
3. Either party may terminate this Agreement on or before 1st March in any year effective as at 31st August following.

## ENGLISH CHESS FEDERATION

### BYE LAW NO. 2 THE GAME FEE BYE LAWS

Made by the Council of English Chess Federation on 16th July 2005 and amended on 22nd October 2005, 24th June 2006, 21st October 2006 and 15<sup>th</sup> October 2011 in pursuance of Article 82 of the Articles of Association of English Chess Federation.

**WHEREAS** the Articles of Association of English Chess Federation in Article 1.1 define the "Game Fee Bye Laws" as " 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." and define "Game Fee" as " the Game Fee established respectively for results:

- (a) of Standard graded games at 44 pence;
- (b) of Rapidplay graded games at 22 pence;
- (c) of Standard graded games submitted by clubs (for internal club competitions) at 15 pence
- (d) of Rapidplay graded games submitted by clubs (for internal club competitions) at 8 pence:
- (e) of Standard graded games played between junior players under the age of 18 in solely junior events at 22 pence;
- (f) of Rapidplay graded games played between junior players under the age of 18 in solely junior events at 11 pence:
- (g) of Standard graded games submitted by clubs (for internal club competitions played between junior players under the age of 18 in solely junior events) at 8 pence:
- (h) of Rapidplay graded games submitted by clubs (for internal club competitions played between junior players under the age of 18 in solely junior events) at 4 pence:

or such other rates established respectively 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)."

**AND WHEREAS** Article 5(3) and 5(4) give power to the Board to admit Chess Leagues and Chess Congresses to membership of the English Chess Federation.

**AND WHEREAS** Article 8(1) provides that "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 £50 per annum or at such rate determined from time to time by the Finance Council.”

**AND WHEREAS** Article 8(2) provides that “Membership Fees shall be payable in accordance with the Game Fee Bye Laws or as specified 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.”

**AND WHEREAS** Article 9 provides that “For the year 2006/07 and each subsequent year the Finance Council shall determine annually the Game Fee for Standard graded games, for Rapidplay graded games, for games between junior players under the age of 18 in solely junior events and also for games submitted by clubs (for internal club competitions).”

**AND WHEREAS** Article 18 provides that a Finance Council shall be held in April of each year at which certain business shall be transacted and that business includes in Article 18(2) “Determination of the Game Fee(s) for the year commencing 1 September next, or such other date as Finance Council may determine and the provisions of Articles 26 and 30 shall apply to the vote for the same.”

**AND WHEREAS** Article 26 provides that “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.”

**AND WHEREAS** Article 30 provides that “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.

Multiple voting entitlements for Rapidplay graded results, for graded results submitted by clubs (for internal club competitions) and for graded results of games played between juniors 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. Provided that with effect from 1<sup>st</sup> September 2012 Rapidplay graded results will be calculated at one half the rate for Standard graded results for the purpose of multiple voting entitlements.”

**AND WHEREAS** Article 31 provides that “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.”

**AND WHEREAS** Article 32 provides that

- (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 that for Standard graded games (in case of fractions of a penny rounded to the next higher whole penny).
- (4) Unless the Finance Council specifically resolves otherwise, the rate of Game Fee for games submitted by clubs (for internal club competitions) shall be one third of that for Standard graded games and for Rapidplay graded games as the case might be (in case of fractions of a penny rounded to the next higher whole penny).
- (5) Unless the Finance Council specifically resolves otherwise, the rate of Game Fee for games played between junior players under the age of 18 years in solely junior events shall be one half of that for Standard graded games or for Rapidplay graded games or games submitted by clubs (for internal club competitions) as the case might be (in case of fractions of a penny rounded to the next higher whole penny but only one such rounding shall be carried out in the whole calculation).

**AND WHEREAS** Article 82 gives power to the Council to make Bye Laws including in respect of the Game Fee Bye Laws.

#### **G1. Definitions.**

G1.1 In these Bye Laws the expressions defined in the Articles shall have the meanings therein ascribed to them and:

“the designated officer means the officer appointed by the Board to administer the Game Fee Bye Laws

“the Federation” means English Chess Federation.

“Rapidplay grading results” means results from games where either all the moves must be made in a total fixed time from at least 15 minutes to less than 60 minutes or the time allotted + 60 times any increment is from at least 15 minutes to less than 60 minutes.

“Standard grading results” means results from games where each player has more time than the maximum defined above for Rapidplay.

## **G2. Scope of the Game Fee Bye Laws**

The Game Fee Bye Laws shall regulate:

G2.1 the criteria for the admission to membership of Chess Leagues and Chess Congresses, and

G2.2 the administrative procedures relating to Game Fee.

## **G3. Membership of Chess Leagues and Chess Congresses**

G3.1 The Board may delegate the power to admit Chess Leagues and Chess Congresses located in England and in British Overseas Territories and Crown Dependencies to membership of the Federation to the designated officer, provided always that no vote at Council shall be thereby acquired until the Board has ratified such membership.

G3.2 In approving such membership the Board and the designated officer shall satisfy themselves that the applicants are autonomous organisations or events and are not component parts of a larger chess body. Applications from a series of chess congresses organised by the same body shall be treated as an application from one Chess Congress.

## **G4. Membership Fees**

G4.1 Eligibility for Standard play and Rapidplay grading shall be determined from time to time by the Director responsible for Grading, who shall have due regard to the FIDE Laws of Chess then current.

G4.2 A game of chess played will comprise two results for grading purposes and Game Fee shall be payable for each result. Payment shall be refunded on request in respect of grading results paid for but not played, e.g. involving a default.

G4.3 Each organisation paying a Membership Fee shall register any graded events which it proposes to organise and shall at the same time furnish the designated officer with an estimate of the expected number of grading results. Chess Leagues and Chess Congresses shall do so at the time of first applying for membership and annually thereafter no later than 31st October. Constituent Units, County Associations and Other Organisations shall do so not later than 31st October, and annually thereafter. Each organisation shall also provide the designated officer with an estimate at any such time as he may require, and shall when requested explain the basis for calculation of the estimate.

G4.4 Membership Fees shall be payable as follows:

G4.4.1 for Chess Leagues, by 15 December for winter leagues and by 30 June for summer leagues;

G4.4.2 for Chess Congresses, within 30 days of the conclusion of the Congress or relevant part thereof. With effect from 1st September 2012 the Game Fee payable in respect of every person who is not a Direct Member and for each Bronze Member and Bronze Concessionary Member shall be £6 per Congress (the Game Fee for Silver Members, Silver Concessionary Members, Gold Members, Gold Concessionary Members and Platinum Members being waived) and such payment shall be treated as an upgrade of such Bronze Member's and Bronze Concessionary Member's membership to Silver Member and Silver Concessionary Member respectively;

G4.4.3 for Constituent Units, County Associations and Other Organisations: by 15 December for winter leagues; by 30 June for summer leagues; within 30 days of the conclusion of any other event; and

G4.4.4 for clubs within 30 days of the conclusion of their events.

G4.4.5 These dates may by prior arrangement be varied in specific cases by the designated officer who shall keep a record of all such variations.

G4.5 A club or other non-member organisation liable for Game Fee may elect to assign the payment it makes or deemed payment for which it is liable to any Full Member organisation of the Federation and for the purposes of this Bye Law such assigned payments shall be treated as if they had been made by such Full Member organisation. In the absence of an explicit election the payment or deemed payment shall be treated as having been made by the Full Member Organisation which submits the relevant games for grading purposes.

G4.6 The payment of Game Fee is hereby waived for Basic Members and Basic Junior Members and with effect from 1st September 2012 in respect of games played by Direct Members in competitions organised by the Federation (including the British Championships, the National Club Championships and the National Stages of the Counties Championship) and competitions registered pursuant to 4.3 hereof.

G4.7 The Board shall have power to waive or vary the payment of Game Fee in respect of specified categories of chess competition and/or specified categories of person and if it does so shall so advise the designated officer. [N.B. at 1st June 2005, Game Fee has been waived for: events organised, solely for the benefit of their own members by the Braille Chess Association and the English Deaf Chess Association and for results of all categories of Direct Members, except Corporate Vice Presidents, playing in registered congress events.]

G4.8 The Board shall have the power to offer discounts for prompt payment of Game Fees.

G4.9 With effect from 1st September 2012 deemed Game Fee payments in respect of Full Member Organisations shall be calculated on the basis of the games played in the respective competitions organised by or played under the jurisdiction of such Organisations as submitted for grading purposes.

## **G5. The Federation's Obligations**

The Federation will use all its best endeavours to grade the results of games submitted under the Game Fee Bye Laws by Full Member organisations of the Federation and in respect of any club or other non-member organisation where a liability to pay Game Fee has been entered into provided the results for the same are submitted by deadlines stipulated from time to time by the Director responsible for Grading.

No liability is accepted by the Federation for errors or omissions in the Grading Lists published from time to time but corrections will be published in accordance with criteria determined from time to time by the Director responsible for Grading.

## **ENGLISH CHESS FEDERATION**

### **BYE LAW NO. 3 THE PROCEDURAL BYE LAWS**

Made by the Council of English Chess Federation (ECF) on 16th July 2005 in pursuance of Article 82 of the Articles of Association of English Chess Federation. Amended by the Council at paragraphs 5, 6, 8 and 12 on 21st October 2006, at paragraph 2.1 on 20<sup>th</sup> October 2007 and at paragraphs 3, 6 and 12 on 16<sup>th</sup> October 2010.

**WHEREAS** Article 82 gives power to the Council to make Bye Laws including in respect of The Procedural Bye Laws.

#### **P1. Definitions.**

In these Bye Laws the expressions defined in the Articles shall have the meanings therein ascribed to them save that Members shall mean Members, Representative Members and Direct Members' Representatives.

#### **P2. Times and venues of General Meetings**

P2.1 The meetings of Council for the Finance Council and the Annual General Meeting shall be held in London and Birmingham on a two-year cycle of London (Finance) and Birmingham (AGM) in even-numbered years, and Birmingham (Finance) and London (AGM) in odd-numbered years. Extraordinary General Meetings will be held in locations to be agreed by Council or the Board as appropriate.

P2.2 The Secretary has responsibility under Article 22 to publish a register of voting entitlement for each General Meeting which shall be sent out with the notice of the Meeting.

P2.3 The Annual General Meetings and the Finance Council Meetings shall start at such time as Council may have previously directed but otherwise not earlier than 11.00 hours nor later than 13.30 hours.

P2.4 The Chairman shall seek to conclude the Meeting at or before 18.00 hours. At 17.30 hours the Chairman may propose, or initiate the proposal of, a procedural motion that the Meeting be extended for a maximum of 30 minutes (i.e. to 18.30 hours ) or until the conclusion of its business, whichever is the earlier. Should the Meeting be thereafter closed on grounds of time its conclusion shall be immediate and business on the floor of the Meeting shall not be concluded.

#### **3. Duties of the Chairman of General Meetings.**

P3.1 Except as otherwise specified in the Articles the Chairman of the Meeting has the duty to:

P3.1.1 satisfy himself that, if he is not the Non-Executive Chairman, he has been properly elected to the Chair;

P3.1.2 act in the interests of the English Chess Federation as a whole;

P3.1.3 ensure that the requirements and procedures of the Articles are followed;

- P3.1.4 satisfy himself that the Meeting has been properly convened and proper Notice given;
- P3.1.5 ensure that the Meeting is quorate before it proceeds to business;
- P3.1.6 ensure that no business is transacted that is not within the scope of the Notice of the Meeting;
- P3.1.7 ensure that the item "Matters Arising" is used only for reports on progress and not for new or additional debate;
- P3.1.8 clearly state resolutions and amendments, ensure that Members keep to the point, ensure that voting is properly carried out in accordance with the Articles and declare the results of voting;
- P3.1.9 ensure that business is transacted with reasonable despatch;
- P3.1.10 not allow the re-opening of a matter that has been decided already at the same Meeting, unless he is satisfied that it is the wish of the Meeting;
- P3.1.11 ensure, as far as possible, that proceedings are friendly and free from personal factors;
- P3.1.12 rule out of order personal remarks of a derogatory nature, or offensive remarks of any kind;
- P3.1.13 vacate the Chair during discussion of any business in which he has a personal interest;
- P3.1.14 keep order and, if necessary, exercise his right to require an abusive or P disorderly person to leave the Meeting;
- P3.1.15 ensure the Minutes of the Meeting are taken and decisions recorded;
- P3.1.16 adjourn the Meeting properly, if that is necessary;
- P3.1.17 ensure a clear end to the Meeting.

#### **P4. Duties of Members**

P4.1 Members and other persons in attendance have the duty to:

- P4.1.1 obey the rulings of the Chairman until and unless they may be successfully challenged;
- P4.1.2 conduct themselves in a manner which ensures the proceedings are friendly and free from personal factors;
- P4.1.3 declare any interest in the matter under debate.

## **P5. Minutes**

- P5.1 Minutes are intended to provide an accurate written record of the decisions and actions agreed at a Meeting.
- P5.2 A draft set of Minutes, approved by the Chairman of the Meeting, shall be considered by the Board within 10 weeks and published on the ECF Web Site within 13 weeks of the closure of the Meeting.
- P5.3 Members shall report putative errors of fact to the Secretary as soon as possible after such publication.
- P5.4 Minutes shall be kept in a ring binder with each page serially numbered and signed or initialled by the person signing the Minutes. The last page of each set of Minutes shall be fully signed and also dated when signed. They shall be kept for so long as the English Chess Federation or any successor organisation exists.
- P5.5 No debate shall take place about the Minutes except on their accuracy. Corrections shall be made only when authorised by a formal resolution. Any errors shall be crossed through and visibly corrected, with all alterations initialled by the Chairman.
- P5.6 The Minutes shall include:
- P5.6.1 description of the Meeting;
  - P5.6.2 date and place of the Meeting;
  - P5.6.3 apologies for absence;
  - P5.6.4 list of Members present by representative in person;
  - P5.6.5 list of Members present by proxy;
  - P5.6.6 list of others in attendance at the Meeting;
  - P5.6.7 who was in the Chair and who took the Minutes;
  - P5.6.8 corrections, if any, to the Minutes of the previous Meeting;
  - P5.6.9 acceptance and signing of the Minutes of the previous Meeting (corrected, if necessary);
  - P5.6.10 matters arising from the previous Minutes;
  - P5.6.11 a separate Minute for each item considered at the Meeting, including:
    - (a) full text of every resolution;
    - (b) name of proposer;
    - (c) full text of any amendments;

- (d) result of the vote on each amendment, and on the motion whether amended or not, as announced by the Chairman of the Meeting (the Minutes need not record the precise number of votes where a clear majority is achieved);
- (e) important points arising in the discussion;
- (f) if agreed by the Meeting or by the Chairman, the actions required to implement the decision, and who will take the actions and when;

P5.6.12 the time at which the Meeting closed, and also the date when and place where the Meeting closed, if not the same as at its opening;

P5.6.13 business on the Agenda which the Meeting did not have time to dispose of;

P5.6.14 date, time and place of the next Meeting.

## **P6. Order of Business**

### **P6.1**

- P6.1.1 If the Non-Executive Chairman is unable or unwilling to take the Chair, the election of a Chairman for the Meeting. The election shall be conducted by the Secretary.
- P6.1.2 Apologies for absence.
- P6.1.3 The announcement of written Proxy Votes delivered duly admitted by the Chairman of the Meeting or the location in the Meeting room of a printed list of the same.
- P6.1.4 The announcement of others in attendance with the permission of the Chairman
- P6.1.5 The appointment of tellers.
- P6.1.6 Minutes of the previous Meeting for approval and, if necessary, correction.
- P6.1.7 Matters arising from the Minutes and not otherwise included in the Notice of the Meeting.
- P6.1.8 Business to be taken and elections to be held at the Meeting.
- P6.1.9 Business which is required to be reported to Council.
- P6.1.10 Resolutions of which proper notice has been given and details of the proposer(s) thereof (these shall be ordered on the Agenda as the Non-Executive Chairman, whom failing the Secretary shall direct).
- P6.1.11 Business being matters of report or information which the Non-Executive Chairman, or in his absence the Secretary sees fit to place on the Agenda.



P6.1.12 Any Other Business of which notice has been given to the Chairman of the Meeting before the start and which is of a minor nature only. Matters of substance may not be raised under this heading, except in terms of information or a preliminary notification of important business for a future Meeting.

P6.2 A change in the order of business shall be made only by the consent of the Meeting

## **P7. Points of Order**

P7.1 A point of order takes precedence over all other business.

P7.2 A Member able to do so shall stand in order to make a point of order.

P7.3 A point of order does not require a seconder.

P7.4 A point of order must relate only to the powers or procedures of the Meeting. Other Members should be given the opportunity to speak on it but only briefly and to the point of order in question

P7.5 A point of order must not relate to the substance of the matter under discussion.

P7.6 It is the duty of the Chairman of the Meeting to deal with points of order as they arise.

P7.7 The Chairman of the Meeting may seek such advice as he requires before ruling.

P7.8 The Chairman's ruling on a point of order is final unless successfully challenged by means of a procedural motion.

## **P8. Resolutions and Motions**

P8.1 A resolution must be within the scope of the Notice convening the Meeting and relevant to the business for which it was called.

P8.2 A resolution or motion should be stated in positive terms and begin with the word "That".

P8.3 A resolution or motion must be expressed in definite terms and be free of ambiguity.

P8.4 Resolutions may appear in the Notice of the Meeting only with the level of support set out in the Articles or the Act.

P8.5 Once proposed, a resolution may be withdrawn only with the consent of the Meeting.

P8.6 Resolutions proposed on behalf of the Board shall be so proposed by a Director and other resolutions shall be proposed by the proposer(s) or by a duly appointed proxy. If no proposer speaks, the Chairman shall invite other Members to speak and the proposer shall forfeit any right of summation.

P8.7 Procedural motions are intended to regulate the procedure and conduct of a Meeting. They are not concerned with the content of the business being discussed and may be proposed without notice.

P8.8 Apart from resolutions to

- (a) correct minutes,
- (b) alter the order of business,
- (c) refer matters to committees, other bodies or individuals or
- (d) suspend these Procedural Bye Laws,

procedural motions should be put without any discussion other than a brief statement in support by the proposer, who shall confine himself to the procedural issue.

P8.9 The Chairman of the Meeting has the right to reject a procedural motion if it appears to have been proposed without good reason, e.g. calling a vote before adequate time has been given to discussion.

P8.10 Procedural motions include the following:

P8.10.1 to appoint a Chairman of the Meeting;

P8.10.2 to correct the Minutes;

P8.10.3 to approve the Minutes and authorise the Chairman to sign them;

P8.10.4 to alter the order of business;

P8.10.5 closure motions (see section 10 below);

P8.10.6 to appoint an ad hoc committee or any members thereof;

P8.10.7 to give leave to withdraw a motion or an amendment;

P8.10.8 to extend any time limit for speeches;

P8.10.9 to go into private session;

P8.10.10 to silence or eject from the meeting a Member or other person in attendance named for misconduct by the Chairman of the Meeting

P8.10.11 to invite a Member having an interest in the matter under debate to withdraw from the Meeting whilst that matter is considered;

P8.10.12 to adjourn the Meeting for a specific period of time;

P8.10.13 to require the Chairman to vacate the Chair for the item under discussion in which case the Meeting shall also elect a Chairman for such item;

P8.10.14 to challenge the Chairman's ruling;

P8.10.15 to extend the meeting beyond 18:00 (see 2.4 above).

P8.10.16 to suspend these Procedural Bye Laws.

## **P9. Amendments**

P9.1 An amendment is a proposal to alter a resolution or motion that is before a Meeting:

P9.1.1 by adding, inserting or deleting words of the original;

P9.1.2 by substituting words, phrases, or complete sentences for others in the original;

P9.1.3 by any combination of the above forms of alteration;

P9.1.4 by adding complete sentences to the original (a rider).

P9.2 Where a proposed amendment is so far from the intention and meaning of the original motion that it goes beyond its scope, or in substance negates it, it should be disallowed.

P9.3 An amendment may be moved after a resolution or motion has been proposed but before the question is put to the vote. The amendment must be seconded before any discussion is allowed and in the absence of a seconder it falls.

P9.4 Any Member who has not already spoken on the motion may move an amendment; after that all Members have a right to speak once, even if they have already spoken on the original resolution or motion. Similarly for amendments to amendments.

P9.5 The proposer of the resolution or motion shall at the Chairman's request decide whether to accept an amendment. If he does, the proposal is immediately amended. If he does not, he shall have a right of reply before the amendment is put to the vote.

P9.6 Any amendment or amendments agreed shall be applied to the original resolution or motion before the resolution or motion is put to Council. If more than one amendment is proposed, the Chairman of the Meeting shall decide whether to call a vote on each amendment as it arises, or to wait and vote on all amendments (and amendments to amendments) together. In the latter case they shall be voted on in the order in which they affect the resolution or motion.

## **P10. Rules of debate**

P10.1 The order of speaking shall be decided by the Chairman of the Meeting.

P10.2 The Chairman of the Meeting may, at his sole discretion, set maximum times for the speeches of the proposer of a resolution or motion and for other speakers.

P10.3 Only the proposer moving the original resolution or motion may speak twice on that resolution or motion namely when proposing it and in summation. He may also speak once on any amendment before the Meeting.

- P10.4 Only one resolution or motion or amendment or amendment to an amendment may be under discussion at any one time.
- P10.5 The Chairman shall ensure that the Meeting is conducted in strict accord with the Memorandum and Articles of Association and the Bye Laws and Regulations of the Company.
- P10.6 The Chairman shall preserve order; he may name offenders and, if thought fit, order their withdrawal
- P10.7 The Chairman has a duty to allow reasonable time for debate so that the sense of the Meeting is properly ascertained.
- P10.8 Subject to the constraints of time the Chairman should give equal opportunity to those who indicate that they wish to speak but must restrain irrelevant discussion and speeches that only repeat what has been said before.
- P10.9 When invited to speak Members shall identify themselves by name and capacity in which they speak. If able to do so they shall speak clearly and in a manner that is audible throughout the Meeting room. They shall address the Chair. Members with speech or language difficulties may have an assistant to speak for them or may use an interpreter.

#### **P11. Closure motions**

- P11.1 The main procedural motions, known as closure motions, are:
- P11.1.1 That the question now be put. If approved, the resolution or motion or amendment before the Meeting is voted upon. If he has not spoken for a second time, the proposer is entitled to sum up briefly before the vote is taken.
  - P11.1.2 That the Meeting proceed to next business, to move on without voting on the motion. If approved the resolution or motion is shelved and the Meeting moves on to its next business.
  - P11.1.3 That the Meeting postpone consideration of the matter until later in the Meeting or until a subsequent Meeting, usually because of inadequate information at present. If approved, discussion is postponed.
  - P11.1.4 That the recommendation be referred (back) to a committee, other body or individual to require further work to be done or information to be provided. If approved, discussion is curtailed.
  - P11.1.5 That the Meeting be adjourned, to close the Meeting and re-open it at a time, date and place to be decided by the Chairman. If approved, the Meeting adjourns forthwith.
- P11.2 If a procedural motion under paragraph 11.1.1 – 11.1.5 is not approved, discussion continues.

## **P12. Elections**

- P12.1 This Bye Law regulates the election of the Directors, the FIDE Delegate, the Chairmen of and the other members of Standing Committees (“the Posts”).
- P12.2 Responsibility for applying this Bye Law lies with the Secretary.
- P12.3 All the Posts shall be advertised in ChessMoves and on the ECF website (and such other places as the Secretary sees fit) no less than two calendar months before the date of the Annual General Meeting.
- P12.4 The Responsibilities of the Directors and the FIDE Delegate as set out in the Directors and Officers Responsibilities Regulations shall be published on the ECF Website and shall be made available on request from the Secretary no later than the date of first advertisement.
- P12.5 All nominations must be received by the Secretary not later than 37 days before the Annual General Meeting for a candidate to be eligible for election.
- P12.6 Each candidate for a Post must be either:
- (a) A retiring Director, the FIDE Delegate or a Chairman of a Standing Committee seeking re-election to the same Post; or
  - (b) a nominee of the Board for a Post; or
  - (c) a person proposed with the level of support of the Requisitionists in Article 1.1.
- P12.7 The names of all candidates duly nominated to the Secretary received by him not later than 37 days before the Annual General Meeting shall appear on the Agenda, indicating the Post for which they are nominated and where applicable the name of their proposers.
- P12.8 The candidates complying with 12.7 above may supply to the Secretary an election address not exceeding one sheet of A4 paper in size, printed black and white on one side only, which the Company shall at its own expense without any amendment (save in respect of material judged by the Secretary to be defamatory) either copy and circulate with the Agenda, or publish on the website at an address identified on the Agenda.
- P12.9
- P12.9.1 The Chairman of the Meeting shall seek to establish by the normal voting procedures whether any candidate has a majority.
- P12.9.2 In proceeding under 12.9.1 above the Chairman of the Meeting shall have regard to the number of Members expressing the wish that none of the candidates be elected to the post. Should such number clearly exceed the number of Members voting for the candidate otherwise having the greatest number of votes then the Chairman shall declare that “this post remains vacant” and the matter shall be referred to the Board pursuant to Article 57.

P12.9.3 If the Chairman is unable to establish that any candidate has a clear majority over any other candidate, or is in doubt as to whether the number of Members wishing that none of the candidates be elected is higher than the greater or greatest number of Members voting for any of the candidates, then the election shall be determined by a secret ballot and the candidate receiving the greatest number of votes shall be deemed to be elected, unless votes for “none of the candidates” exceed that number, in which case the Chairman shall declare that “this post remains vacant” and the matter shall be referred to the Board as at 12.9.2 above.

P12.9.4 Votes in a secret ballot shall be cast in accordance with Article 30.

P12.9.5 If two or more candidates have the same number of votes, and such number is not exceeded by the number of votes for “none of the candidates”, then the Chairman of the meeting shall – and may not decline to – exercise a casting vote.

P12.10 The Secretary shall ensure that the Board in exercising its power to appoint to casual vacancies arising between Annual General Meetings shall report such vacancies and appointments on the ECF website as soon as they arise and as soon as they are filled.

## **ENGLISH CHESS FEDERATION**

### **BYE LAW NO. 4. THE FINANCIAL BYE LAWS**

Made by Council of English Chess Federation (ECF) on 16th July 2005 pursuant to Article 82 of the Articles of Association of English Chess Federation.

WHEREAS Article 82 gives power to the Council to make Bye Laws including in respect of The Financial Bye Laws

#### **F1. Definitions**

In these Bye Laws the expressions defined in the Articles shall have the meanings therein ascribed to them and officers shall mean officers appointed by Directors

#### **F2. Unbudgeted expenditure**

Unbudgeted expenditure, whether in respect of additional activities or an increase in the outlay on planned activities, shall only be incurred in exceptional circumstances and, where the expenditure exceeds in total £500 in any one Directorate, after obtaining authorisation. Unbudgeted expenditure of up to £500 in total in any one Directorate does not require authorisation but must be reported by the Director concerned in writing to the Director of Finance immediately. Any unbudgeted expenditure shall be reported to the Finance Committee as soon as possible and to the next meeting of the Board.

In any financial year, authorisations for unbudgeted expenditure, including capital expenditure, exceeding £500 in any one Directorate, shall require the following degrees of approval:

- (a) Not exceeding £2,000 in total in aggregate across all Directorates requires the approval of any two of the Chief Executive, the Director of Finance and the Chairman of the Finance Committee.
- (b) Exceeding £2,000 but not exceeding £4,000 in aggregate across all Directorates requires the approval of all of the Chief Executive, the Director of Finance and the Board.
- (c) Exceeding £4,000 in aggregate across all Directorates, but not exceeding £10,000 or 20% of the reserves (excluding the Permanent Invested Fund) stated in the last adopted accounts, whichever is the lesser, requires the approval of all of the Chief Executive, the Director of Finance, the Board and the Finance Committee.
- (d) Exceeding £10,000 in aggregate across all Directorates or 20% of the reserves (excluding the Permanent Invested Fund) stated in the last adopted accounts, whichever is the lesser, requires the approval of Council in General Meeting.

Any adverse variance in budgeted income exceeding in total £500 or 10% of the Director's total budget, whichever is the lesser, shall be advised to the Director of Finance in writing by the Director responsible as soon as this is foreseen:

- (a) with an explanation of the reasons for the occurrence, and

- (b) stating any corrective action being taken, including actions to recover income and/or reduce expenditure for the approval of the Chief Executive and the Director of Finance, to either recover income, or reduce expenditure.

Such adverse variances shall be reported to the Finance Committee as soon as possible and to the next meeting of the Board.

Budgeted expenditure may be transferred from one Directorship to another, with the agreement of both Directors concerned, provided that such transfer is agreed by any two of the Chief Executive, the Director of Finance and the Chairman of the Finance Committee. The Finance Committee shall be advised of such transfers. The Director of Finance will report such transfers to the next meeting of each of the Board and Council.

Unbudgeted transfers from the Legacy Funds of up to £3,000 or 20% of such Funds, whichever is the lesser, may be made only with the prior approval of all of the Chief Executive, Director of Finance, the Board and the Chairman of the Finance Committee. The Director of Finance will report such transfers to the next meeting of Council. Unbudgeted transfers of a greater amount require the approval of Council in General Meeting.

### **F3. Reallocation of budgets**

Normally, actual income and expenditure will relate to the items specifically identified in the budget. However, Directors need to be able to exercise some flexibility without seeking prior approval such as where an international event might be cancelled and another one substituted. The Director of Finance must be notified in advance should any Director wish to make a different allocation between account codes where the items involved exceed £1,000 or 20% of the Director's budget, whichever is the lesser.

### **F4. Sponsored events**

Directors or officers seeking to organise, or support, a third party sponsored event, **MUST** carry out the following **BEFORE** any contract is signed:

- (a) obtain written confirmation from the sponsor of the terms of the sponsorship, the sum to be made available and the timing and conditions of the payments;
- (b) ensure that all contracts are reviewed and approved by the Federation's Legal Adviser;
- (c) provide contractual and other relevant details to the Director of Finance, the Chairman of the Finance Committee and the ECF Office Accountant for permanent retention;
- (d) obtain approval to proceed from any two of the Chief Executive, the Director of Finance and the Chairman of the Finance Committee.

Funding by a sponsor must only be spent for the purposes agreed with the sponsor and an analysis of how the sponsorship money has been spent must be provided to the sponsor, the Director of Finance and the Chairman of the Finance Committee.



#### **F5. ECF chess events**

The Director under whose budget an event falls shall be responsible for maintaining adequate accounts in respect of the event and reporting the financial results to the ECF Office Accountant within 2 months of the end of the event. The analysis provided must be in at least as much detail as that in the Director's budget. Furthermore, there must be a comparison of actual against budget and explanations given for any variances greater than 10%.

#### **F6. Expenses**

All expenses to be reimbursed to Directors, officers, and members of Standing and Board Committees must be claimed within two months of the date on which the expense was incurred.

#### **F7. Financial transactions**

All financial transactions must be dealt with through an approved ECF bank account and must be effected on a gross (not net) basis.

#### **F8. Bids Regulations**

All work put out to tender shall be transacted in accordance with the Bids Regulations made by the Board.

## **ENGLISH CHESS FEDERATION**

### **REGULATION NO.1 THE BIDS REGULATIONS**

Made by the Board of English Chess Federation (ECF) on 16th July 2005 pursuant to Article 82 of the Articles of Association of English Chess Federation ("The Federation")

- BR1. These Regulations apply to the provision of chess-related services by third parties to the Federation. Examples would be:
- (a) where the Federation makes facilities available for a fee such as the operation of a bookstall at a Federation event; or
  - (b) where the Federation invites offers to carry out a service such as the development of computer software.
- BR2. Action to attract Bids is to be initiated by the Director with responsibility for the event or service concerned ("the responsible Director"). Invitations to Bid with the service required will be publicised on the ECF website at least one month before the Bid closure date. Action is also to be taken by the responsible Director to ensure that the Bids invitation is as widely publicised as is practical. Any costs incurred by those bidding are their own responsibility.
- BR3. Bids are to be sent by post or e-mailed to the ECF Office. Following the Bids closure date the Bids will be recorded by the ECF Office and copies forwarded to the Adjudications Panel.
- BR4. The Adjudications Panel will comprise three members, the responsible Director, a member of the Finance Committee and another member of the Board. The Director of Finance will choose the two members other than the responsible Director. If necessary, a technical expert will be co-opted.
- BR5. The Adjudications Panel is under no obligation to accept a particular Bid or indeed any of them. Should all Bids be declined it is up to the responsible Director to decide whether to restart the bidding process.
- BR6. Once a decision is taken, the responsible Director has the duty to advise all those bidding of the decision reached. No reasons shall be given.
- BR7. In accordance with normal commercial practice, bidding details remain confidential to the Federation. Copies of the Bid invitation, the successful bid itself and any other relevant documentation shall be retained by the ECF Office.
- BR8. In exceptional circumstances, such as an urgent need to obtain the service, the bidding process in these Regulations may be waived. In these cases the responsible Director will seek the prior approval of the Director of Finance, who will approve the Bid accepted.
- BR9. If there is any doubt whether the Bids Regulations apply, the responsible Director will consult the Director of Finance, whose decision whether or not to apply the Regulations shall be final.

BR10. The Director of Finance is responsible for recommending updates of these Regulations to the Board.

## **ENGLISH CHESS FEDERATION**

### **REGULATION NO.2 THE DIRECTORS AND OFFICERS RESPONSIBILITIES REGULATIONS**

Made by the Board of English Chess Federation (ECF) on 16<sup>th</sup> August 2011 pursuant to Article 82 of the Articles of Association of English Chess Federation

**R1.** The Directors, the Secretary, the FIDE Delegate, the Chairmen of the Standing Committees and all Managers and Officers work together under the guidance of the Council, to the general benefit of English chess and the ECF. They provide to the ECF Council annual reports, strategic plans and a financial budget. They ensure that the ECF's services are available without discrimination and promote equal opportunities.

#### **CRB Enhanced Disclosures will be required on appointment for all Directors and Managers.**

All Directors shall make every effort to attend meetings of the Board (approx. 6 including conference calls) and of Council (usually 2). Reasonable expenses may be claimed. If unable to attend a meeting of the Board, Directors may formally appoint an Alternate, in accordance with the Articles, who will be in a position to report on any outstanding actions to be undertaken by the Director and on other important current issues. Directors have a duty to respond with due diligence to communications from other members of the Board, members of the Federation and the general public.

All Directors and Managers will settle financial affairs with the Federation and hand over files relating to their duties within 28 days of leaving office.

The Directors of Home Chess, International Chess and Junior Chess must prepare and keep updated a succession file, outlining important contact details, dates etc, to be handed over when they leave post.

#### **R2. The Responsibilities of the Directors are as follows:**

##### **President:**

Assists the Chairman in the preparation of the agenda for meetings of the Council. Acts as a focal point for the concerns of members and chess players generally; acts as an ambassador for the ECF. Monitors compliance with all agreements between the ECF and Government, sponsors and other external bodies. Liaises with member organisations.

Establishes objectives and standards of performance for the Manager of Finance and Management Services, the senior staff appointment. Identifies any staff training, development and welfare requirements. Brings forward recommendations to the Board on organisation, facilities, or staff changes.

Is a member of the Personnel Subcommittee.

Is a member of the Board Awards Committee.

##### **Chief Executive:**

Assists the Chairman in the preparation of the agenda for meetings of the Council. Ensures he or she is au fait with the ECF Memorandum, Articles, Bye Laws and Regulations.

Liaising closely with the President, Chairman and Director of Finance, takes the lead with the Board in the identification of corporate strategies and co-ordinates the production of the Strategic Planning documents. Takes the leading role in other external affairs.

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

Ensures that the ECF Office in Battle works in partnership with Directors to deliver Board objectives and that the Manager of Finance and Management Services participates, when available, in all Board meetings. Is responsible for oversight of the work of the Manager of Finance and Management Services.

Is responsible for the work of the Strategic Planning Officer and the Manager of ICT.

### **Chairman**

Chairs meetings of the Council and, with the assistance of the Chief Executive and President, prepares the agenda and documentation for those meetings.

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

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

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

### **Other Executive Directors:**

Fulfil their activities in accordance with their job description, paying due regard to the overall strategic objectives of the ECF and the Annual Business Plan. Communicate regularly with the Chief Executive.

Provide such services and undertake such activities as shall, from time to time, be approved by the Board. Provide annual reports to the ECF Council, and a financial budget. Administer expenditure under the supervision of the Director of Finance. Provide details, as required by the Chief Executive, for the Annual Business Plan, the long-term Corporate Plan and the Annual Achievement Report and Review.

Report to the next meeting of the Board any significant deviation from Plans or Budgets. Act at all times in accordance with Company Bye Laws and Board Regulations.

Ensure that up-to-date rules and information on all competitions etc. for which they are responsible are provided to the Office in timely fashion for inclusion in ChessMoves and display on the ECF website

### **Director of Finance:**

Manages the preparation of the annual statement of Accounts of the Company and presents it on behalf of the Board, duly audited, to the Annual Meeting of Council. Oversees the records kept by the ECF Office, ensures they are accurate and adequate for accounting

purposes and for the preparation of VAT and other statutory returns. Guides the work of the accounting staff in the Office. Prepares the Federation's annual budget, in liaison with the individual ECF Directors, the Board and the Finance Committee. Produces for the Board periodic management information and forecasts of income and expenditure; takes remedial action, as may be required, in consultation with the Chief Executive and the Board. Is responsible for the collection of Game Fee by the Manager of Finance and Management Services and office staff and provides forecasts of Game Fee income. Evaluates the various risks to which the ECF is exposed and proposes to the Board the appropriate course of action, including, as appropriate, insurance. Provides general advice to the Federation on financial matters, taxation, statutory accounts and reporting requirements. Must possess, and provide evidence of, an appropriate accounting qualification.

Develops the ECF approach to membership (of all types), membership fees (including Game Fee) and benefits (including grading and representation) attaching to membership. Consults with Unions, Counties, Leagues and Congresses to ensure that plans are seen as feasible and can be implemented successfully.

**Director of Home Chess:**

Promotes and encourages participation in the Game Fee Scheme and develops appropriate strategies with the Director of Finance. Works with the Director of Finance and ECF Office staff in resolving any problems that may arise in connection with the collection of Game Fee.

Has overall responsibility for the: British Chess Championships, National Counties Team Championships, National Club Championships, National Counties Team Rapidplay Championship, County and District Correspondence Chess Championships, the Adjudication Service, Chess for the Disabled, Chess in Prisons, Chess for Senior Citizens and the Master Points system. Provides delegates to appropriate bodies associated with the Federation such as the British Federation for Correspondence Chess and the British Chess Problem Society. Is responsible for any ECF Internet Chess Playing Service. Is responsible for the work of the Manager of Grading and Rating, the Manager of Arbiters, the Manager of Women's Chess, the Manager of the British Chess Championships, the Manager of Congress Chess and the Manager of Chess in Prisons.

**Director of Marketing:**

Develops and implements a strategic marketing plan aimed at increasing the commercial revenues of the ECF through a market-research-led approach to strengthen relationships with members, Game Fee payers, chess organisers and officials, local and national media, and the wider business community.

Develops a strong and clearly differentiated brand image for chess, and uses this as a means of promoting the image of the ECF and of generating favourable publicity for the Federation. Develops and enhances the image and perceived value of chess and of the people who organise and play the game.

Co-ordinates the search for sponsors and sets standards for the ECF's relations with them. Is convener of the Board Sponsorship Committee.

Is responsible for the Certificate of Merit scheme.

Is a member of the Board Awards Committee.

Oversees the Yearbook, the Website and the Chess Moves.

Is responsible for the 'ECF Book of the Year', and the 'ECF Player of the Year' Awards and makes proposals to the Board for all ECF endorsements. Ensures with the President and the secretary of the Board Awards Committee that these and other Awards are presented in the way that attracts the best publicity and reinforces the ECF's relations with local chess players and organisers.

**Director of International Chess:**

Organises the participation by the Federation or its nominees in international events (other than events open only to players under the age of 18 which are the responsibility of the Director of Junior Chess & Education). Makes grants to events, teams, players and coaches in accordance with the Annual Business Plan and Budget.

Arranges such other international events as the Federation may authorise from time to time. Ensures, in co-operation with the Director of Junior Chess & Education and the Manager of Women's Chess, that the continuing development of our leading juniors is fostered as they emerge into adulthood.

**Director of Junior Chess & Education:**

Offers advice and promotes all kinds of suitable activity, particularly education, training and practice, for all players under the age of 18, liaising with the Manager of Women's Chess. Co-operates with other ECF Directors, ECF organisation members, and other organisations, whether or not specifically identified with junior chess. Co-operates with other bodies, as appropriate, to organise the participation by the Federation or its nominees in international events for players under 18.

Is responsible for the National Counties Under-18 Championships and the ECF Schools Teams Championship. Promotes links between junior players and organised adult chess and is responsible for liaison with the British Universities Chess Association.

Is responsible for the work of the Manager of Coaching and any other junior managers who may be appointed.

**Non-Executive Directors:**

Bring their business, chess playing and organisational skills and experience to bear on the Board's decision-making processes, acting at all times in the interests of the ECF as a whole.

To monitor in a non-executive capacity the Executive Directors.

To ensure that the views of unions, leagues, congresses and other member organisations are properly considered at Board meetings.

**R3. The Secretary**

Fulfils the Statutory functions of the Secretary and the specific tasks specified in the Articles, including Companies House filing requirements.

#### **R4. The Responsibilities of the Managers are as follows:**

##### **Manager of ICT:**

Appointed by the Board and reports to the Chief Executive.

Provides advice to the Board on all ICT matters. Supports the Office to ensure that the Office ICT is maintained. Provides advice as necessary on upgrades to the Office ICT infrastructure.

##### **Manager of Women's Chess:**

Appointed by the Board and reports to the Director of Home Chess. Liaises with the Director of International Chess and the Director of Junior Chess and Education.

Offers advice and promotes all kinds of suitable activity, particularly education, training and practice, for all female players. Co-operates with other ECF Directors, ECF Affiliates, and other organisations whether or not specifically identified with women's chess. Co-operates with other bodies, as appropriate, to organise the participation by females in all forms of chess activity. Makes grants to events, teams, players and coaches in accordance with the Annual Business Plan and Budget.

##### **Manager of Grading and Rating:**

Appointed by the Board and reports to the Director of Home Chess.

In accordance with the Annual Business Plan and the Budget, manages, organises and supervises the national system for grading players both at Standardplay and Rapidplay chess. Prepares for publication lists of players and grades at intervals decided by the Board and supports the Master Points Scheme. Improves systems to facilitate the efficient and cost-effective provision of grading information. Reports and explains progress and developments in the grading system, including and any problems encountered or remedial action necessary.

Is responsible for the work of the International Rating Officer, including all nominations of players for FIDE titles. Makes recommendations in conjunction with appropriate Directors regarding nominations for other FIDE titles. Works with the Manager of Congress Chess, the Chief Arbiter and the FIDE Delegate to advise the Federation on all questions arising in relation to FIDE and the ECU, including the FIDE Laws of Chess and other aspects of the FIDE handbook.

##### **Manager of the British Chess Championships:**

Appointed by the Board and reports to the Director of Home Chess.

Organises the British Chess Championships and Annual Congress.

##### **Manager of Congress Chess:**

Appointed by the Board and reports to the Director of Home Chess.

Organises all ECF tournaments, other than those which are the specific responsibility of another Officer. Organises the ECF Grand Prix and ensures the safe custody and maintenance of all playing equipment, including Internet equipment, belonging to or used by the Federation. Makes recommendations regarding the appointment of persons as ECF



Arbiter, ECF Senior Arbiter and International Arbiter. Is responsible for the ECF Chess Calendar.

#### **Manager of Arbiters:**

Appointed by the Board and reports to the Director of Home Chess.

Liaises with the Chess Arbiters' Association to provide a system of arbiter training through from initial contact through to acceptance as an ECF Arbiter.

#### **Manager of Coaching:**

Appointed by the Board and reports to the Director of Junior Chess and Education.

Constructs a series of courses, methods of examination and certification for chess coaches, trainers and teachers at various levels of chess playing and teaching skills. Maintains a centralised database of such people.

Establishes meetings of coaches. Co-ordinates with other Directors the provision of the best available coaches for players and teams.

Is responsible for seeking CRB clearance of coaches appointed to work with juniors. Promotes links between colleges and voluntary organisations and organised chess. Works closely with the Director of Junior Chess and Education and with other Directors about adult chess.

#### **Manager of Chess in Prisons**

Appointed by the Board and reports to the Director of Home Chess

Sets up and co-ordinates chess in the prisons of England. Builds on initial contacts made through the Ministry of Justice and with assistance from others organises teaching and support for the inmates.

#### **R5. FIDE Delegate (This Officer post is elected by Council but is not a Directorship)**

In conjunction with the Director of International Chess, represents the interests of the Federation to FIDE and the ECU; communicates all relevant decisions by FIDE and the ECU to the Federation. Promotes the appointment of suitable English candidates to FIDE and ECU posts and committees. Works with the Manager of Congress Chess and the Director of Home Chess to advise the Federation of all FIDE and ECU matters.

#### **R6. Committees elected by Council**

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.**

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. **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.**

#### **R7. Appointment of Officers**

All Directors are encouraged to structure the organisation of their Directorship and wherever appropriate to recommend the appointment of Officers. All such appointments must be ratified by the Chief Executive and confirmed at the next Board meeting.

Managers may be appointed for major activities only. All such appointments must be made by the Board. The payment of remuneration whether by fees or honoraria must have prior Board approval.

The appointment of a Manager or an Officer does not relieve the Director concerned of overall personal responsibility.

When making an appointment the Board can direct that a particular Manager will report directly to a Director other than the Director specified by these Regulations.

## **ENGLISH CHESS FEDERATION**

### **REGULATION NO. 3 THE ARBITERS AND COACHES REGULATIONS**

Made by the Board of English Chess Federation (ECF) 2006 pursuant to Article 82 of the Articles of Association of English Chess Federation

#### **A1. Arbiters**

- (a) The Board of ECF (“the Board”) shall be responsible on the recommendation of the Director of Home Chess for the appointment of the ECF Chief Arbiter, ECF Senior Arbiters and ECF Arbiters (collectively or individually referred to as “the Arbiter(s)”).
- (b) No Arbiter shall be appointed to his or her post unless the Board is satisfied that he or she has previously conducted himself or herself in a manner befitting such appointment and also he or she satisfies all of the following pre-conditions:
  - (i) Membership of ECF; and
  - (ii) Possession of Enhanced CRB Disclosure at the time of appointment; and
  - (iii) In the case of ECF Arbiters and ECF Senior Arbiters fulfilment of the appropriate qualifications current at the time of appointment, or re-appointment.
- (c) The appointment of the ECF Chief Arbiter shall be for a period of one year from the date of the Annual General Meeting of the Federation until the date of the following year’s Annual General Meeting.
- (d) The appointment of the ECF Senior Arbiters shall be for life.
- (e) The appointments of the ECF Arbiters shall be for a period of three years and may be renewed for successive periods of three years provided that the pre-conditions set out in 1(b) above are satisfied at the time of each such re-appointment.
- (f) All such appointments are subject of the right of the Director of Home Chess to suspend an Arbiter from entitlement to such appointment with immediate effect or to revoke such appointment at any time for good cause. Good cause shall include but not be limited to:
  - (i) The Arbiter ceasing to fulfil any of pre-conditions set out in 1(b) above; or
  - (ii) Breach by the Arbiter of the ECF Child Protection Policy current at the relevant time; or
  - (iii) Failure to perform his or her duties in an impartial and responsible manner; or
  - (iv) Any conduct likely to injure or discredit the reputation of ECF, its events, organisers, participants or sponsors.
- (e) The Director of Home Chess shall give written notice with grounds to any Arbiter suspended from entitlement to such appointment and shall give not less than thirty five days written notice with grounds to any Arbiter whose appointment it is intended to

revoke and shall consider any written submissions received from the Arbiter within thirty five days of such written notice. If the appointment of the Arbiter is suspended or revoked he or she has a right of appeal to the Board (excluding the Director of Home Chess). The appeal shall at the option of the Arbiter be either a written appeal or a personal hearing. The decision of the Board shall be final.

## **A2. Coaches**

- (a) The Board shall be responsible on the recommendation of the Director of Junior Chess & Education for the appointment of the ECF Accredited Coaches (collectively or individually referred to as “the Coach(es)”).
- (b) No Coach shall be appointed to his or her post unless the Board is satisfied that he or she has previously conducted himself or herself in a manner befitting such appointment and also he or she satisfies all of the following pre-conditions:
  - (i) Membership of ECF; and
  - (ii) Possession of Enhanced CRB Disclosure\* at the time of appointment; and
  - (iii) The provision of the name of two referees and the receipt of satisfactory references from those referees – a direct appointment by the Board to an official ECF post shall satisfy this requirement ; and
  - (iv) Fulfilment of the qualifications to become a Coach current at the time of appointment.
- (c) All such appointments of the Coaches shall be for a period of three years and may be renewed for successive periods of three years provided that the pre-conditions set out in 2(b) above are satisfied at the time of each such re-appointment.
- (d) All such appointments are subject of the right of the Director of Junior Chess & Education to suspend a Coach from entitlement to such appointment or to revoke such appointment at any time for good cause. Good cause shall include but not be limited to:
  - (i) The Coach ceasing to fulfil any of pre-conditions set out in 2(b) above; or
  - (ii) Breach by the Coach of the ECF Child Protection Policy current at the relevant time; or
  - (iii) Failure to perform his or her duties in an impartial and responsible manner; or
  - (iv) Any conduct likely to injure or discredit the reputation of ECF, its events, organisers, participants or sponsors.
- (e) The Director of Junior Chess & Education shall give written notice with grounds to any Coach suspended from entitlement to such appointment and shall give not less than thirty five days written notice with grounds to any Coach whose appointment it is intended to revoke and shall consider any written submissions received from the Coach within that period. If the appointment of the Coach is revoked he or she has a right of appeal to the Board (excluding the Director of Junior Chess & Education). The

appeal shall at the option of the Coach be either a written appeal or a personal hearing. The decision of the Board shall be final.

*\* For the purposes of this Regulation, the ECF will not accept CRB Enhanced Disclosure Clearances that are more than three months old*

## **ENGLISH CHESS FEDERATION**

### **CHILD PROTECTION POLICY**

Whilst the primary function of the ECF is to promote chess, it recognises its responsibility for the welfare of children and vulnerable adults attending events it organises. It is the policy of the ECF to safeguard the welfare of all people attending its events by protecting them from physical, sexual and emotional harm

### **OFFICIALS**

There are a number of posts such as Director of Junior Chess and Education, Accredited Coaches which may involve a considerable degree of contact with children or vulnerable adults. In general the type of work will involve regularly caring for, supervising, training or being in sole charge of such people. It is the policy of the ECF that it will only recommend as accredited coaches those people for whom both a satisfactory CRB Enhanced Disclosure clearance and also an independent suitable reference have been obtained. Persons elected to the following posts will also be required to undergo a CRB enhanced clearance and provide a suitable reference –

- Director of Junior Chess and Education
- Manager of Coaching
- Manager of Women's Chess
- Director of Home Chess
- International Director
- Manager of Congress Chess
- ECF Coaches
- Arbiters who perform their duties at junior congresses
- Persons travelling with ECF teams abroad

### **AFFILIATED ORGANISATIONS**

The ECF strongly recommends that Affiliated Organisations have a suitable Child Protection Policy.

### **GUIDELINES**

These guidelines apply to any person acting in an official capacity on behalf of the ECF at a ECF organised event.

In particular this includes officers, controllers and arbiters.

### *What happens if.....?*

- a) If you suspect a child is being abused:-
  - 1) immediately inform the ECF official in charge of the event.
  - 2) record the facts as you know them and give a copy to the ECF official.
  - 3) ensure that the child has access to an independent adult.
  - 4) ensure that no situation arises which could cause further concern.
  - 5) ensure access to confidential information is restricted to appropriate officials on a 'need to know' basis.
  
- b) If a child tells you about abuse by someone else:-
  - 1) allow the child to speak without interruption, accepting what is said.
  - 2) alleviate feelings of guilt and isolation, while passing no judgement.
  - 3) advise that you will try to offer support, but that you must pass the information on.
  - 4) same steps as 1 – 5 above.
  
- c) If you receive any allegation of abuse about any adult or about yourself
  - 1) Immediately inform the ECF official in charge of the event
  - 2) record the facts as you know them and give a copy to the ECF official
  - 3) try to ensure that no-one is placed in a position which could cause further compromise

The ECF official will take action which may include contacting the social services or the police. The ECF official will also submit a report to the ECF President and Chief Executive.

### **Code of Conduct**

- Do put the guidelines into practice.
- Do treat everyone with respect.
- Do provide an example you wish others to follow.
- Do plan activities which involve more than one other person being present or at least are within sight or hearing of others. This applies to such activities as one-to-one training and travelling to or from chess events.
- Do respect a young person's right to privacy.

- Do have separate sleeping accommodation for adults and young people.
- Do provide access for young people to talk to identifiable responsible adults about any concerns they may have. Deal with any concerns in a sympathetic and appropriate manner.
- Do encourage young people and adults to feel comfortable and caring enough to point out attitudes or behaviour they do not like.
- Do avoid situations that compromise your relationship with young people and are unacceptable within a relationship of trust.
- Do remember that someone else might misinterpret your actions, no matter how well-intentioned.
- Do recognise that caution is required even in sensitive moments of counselling.
- Do recognise that children with differing abilities have differing requirements.
- Do recognise that children from different backgrounds may have differing values.
- Do NOT permit abusive peer activities (e.g. bullying, ridiculing).
- Do NOT play physical contact games with young people.
- Do NOT have any inappropriate physical or verbal contact with others.
- Do NOT allow yourself to be drawn into inappropriate attention seeking behaviour such as tantrums.
- Do NOT show favouritism to any individual.
- Do NOT make suggestive remarks or gestures even in fun.
- Do NOT let suspicion, disclosure or allegation of abuse go unrecorded or unreported.
- Do NOT rely on just your good name to protect you.
- Do NOT believe 'it could never happen to me'.



## **Notes on Unacceptable Behaviour by Children**

- Participants should be encouraged to develop a sense of right and wrong behaviour.
- Where unacceptable behaviour does take place, appropriate sanctions, decided by a consensus of responsible people present, should be applied to modify the behaviour.
- Sanctions applied to each case should take account of the age and stage of development of the young person, be given at the right time, be relevant to the action and be fair.
- The participant must always be told why the behaviour is unacceptable and the reasons for applying a particular sanction.
- Corporal punishment (smacking, slapping or shaking) is illegal and therefore should never be used. It is permissible to take necessary physical action in an emergency to prevent personal injury, either to the young person, other participants or adults, or serious damage to property.
- Participants should not be shouted at directly, though raising of the voice is permissible in instances where it is necessary to be heard.

## **BRITISH CHESS FEDERATION**

### **CONSTITUTION**

**As amended following the Annual Council Meeting on 16 October 2010**

**B1. This organisation shall be called ‘The British Chess Federation’.**

**B2. The objects of the Federation shall be:**

B2.1 To encourage the study and practice of chess in England and for the purpose of these objects England shall be deemed to include such part of North Wales as is within the jurisdiction of the Cheshire & North Wales Chess Association

B2.2 To institute and maintain British Championships.

B2.3 To promote national and international chess tournaments in England.

B2.4 To secure the interests of English players (being those players who are entitled to represent England under the statutes and regulations of Federation Internationale des Echecs for the time being in force) and in foreign chess tournaments and matches.

B2.5 To support the Braille Chess Association and such other chess organisations which are members of the English Chess Federation and whose jurisdiction includes England unless and until in each case separate equivalent English organisations shall be established.

B2.6 To secure the interests of English problemists in foreign tournaments and tourneys and to encourage English problem composers and solvers by instituting tournaments and tourneys and for these purposes support of the British Chess Problem Society shall be within the scope of this object unless and until a separate English Chess Problem Society shall be established.

B2.7 To arrange such contests, meetings, etc., as may be deemed desirable and provide and present trophies for competition to suitable organisations in England.

B2.8 To support the English Chess Federation.

B2.9 To maintain and increase a Fund, known as the ‘Permanent Invested Fund’, to be permanently invested in the names of the Trustees in accordance with an approved Trust Deed.

**B3. The Federation shall consist of:**

B3.1 ‘CONSTITUENT UNITS’, being the East Anglian Chess Union, the Midland Counties Chess Union, the Northern Counties Chess Union, the Southern Counties Chess Union, the West of England Chess Union, the London Chess League, the Manchester Chess Federation and such other fully autonomous chess organisations as shall have been admitted by Council to membership under this paragraph.

- B3.2 'COUNTY ASSOCIATIONS', being such fully autonomous chess organisations representative of chess within statutory or otherwise customarily accepted county areas as shall have been admitted by Council to membership under this paragraph.
- B3.3 'OFFICERS', being the Directors (with the exception of any Director who elects in writing not to so serve and in that event the Board of English Chess Federation shall appoint replacement Directors) and the Secretary of English Chess Federation, for the time being, including the President thereof, who shall also be the President of the Federation.
- B3.4 'THE CHAIRMAN OF THE FINANCE COMMITTEE' of English Chess Federation for the time being.
- B3.5 'THE CHAIRMAN OF THE GOVERNANCE COMMITTEE OF ENGLISH CHESS FEDERATION' for the time being.
- B3.6 'TRUSTEES', being the Trustees for the time being of the Permanent Invested Fund appointed in accordance with the Trust Deed thereof.

**B4. The Council, which shall govern the Federation, shall consist of:**

- B4.1 One representative of each Constituent Unit
- B4.2 One representative of each County Association referred to in paragraph 3.2.
- B4.3 The Officers.
- B4.4 The Chairman of the Finance Committee, who shall have access on a privileged and confidential basis to all the financial records of the Federation.
- B4.5 The Chairman of the Governance Committee
- B4.6 The Trustees.

**B5. The Management Board**

- B5.1 The Management Board shall manage the affairs of the Federation under the direction of Council.
- B5.2 The Management Board shall consist of the Officers.
- B5.3 The Management Board shall meet, on at least 7 days prior notice in writing, on the requisition of any Officer and in any event at least once per annum not more than 56 days prior to the Annual Meeting of the Council.
- B5.4 At meetings of the Management Board the Non-Executive Chairman of English Chess Federation shall take the chair. If he is unable or unwilling so to act the meeting shall elect its own Chairman.
- B5.5 The Management Board shall present an Annual Report to Council.

## **B6. Council and Management Board powers and duties shall be:**

B6.1 Council shall be the governing body of the Federation. The Management Board shall be responsible for the management of the Federation and for implementing policies and decisions determined by Council.

### **B6.2**

B6.2.1 Council shall have power to admit Constituent Units and County Associations to membership. Any organisation applying for membership under paragraphs 3.1 or 3.2 shall furnish the Officers with full particulars of its scope, objects and working, and such information shall be made available to the Management Board and to Council.

B6.2.2 Council shall, at its Annual Meeting, appoint an independent examiner who shall have the right to attend and to speak at meetings of the Council. The independent examiner shall have access to all the financial records and is entitled to require from the Officers such information and explanations as he or she thinks necessary for the performance of his or her duties as independent examiner. Unless Council directs otherwise, a person may only be appointed as independent examiner if that person would be eligible for appointment as auditor under section 25 of the Companies Act 1989 had the Federation been a company incorporated under the Companies Act 1985.

B6.2.3 Council shall have power to suspend or expel any member admitted under any of paragraphs 3.1 and 3.2 or to remove from office any Officer, and shall require a two-thirds majority of those voting on a resolution therefor. The Management Board may assume such power, any resolution for suspension expulsion or removal from office requiring a three-quarters majority of those voting on a resolution therefor, provided that any such action shall be reported by first class mail within 72 hours to all members of the Council; the member, or Officer concerned shall have the right of appeal to Council. No resolution for suspension, expulsion or removal from office shall be voted on unless its subject has been invited to attend the meeting and given written notice of the said resolution and a written summary of the reasons for its proposal. Proxy voting shall not be permitted under any part of this paragraph.

## **7. Council Meetings**

### **7.1**

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

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

7.2 The Council shall meet annually on a date and in a place to be confirmed at the previous Annual Meeting; no more than 15 months shall elapse between Annual Meetings. The Officers shall present Reports, the Finance Director shall present an independently examined Statement of Accounts for the year, and any other business

of which due notice has been given shall be considered. The said Reports and Accounts shall first be submitted by the Officers to the Management Board, which shall present them to the Council with any appropriate resolution thereon; a report by the independent examiner shall be annexed to the said Accounts stating whether, in the independent examiner's opinion, there are any matters that need to be brought to the Management Board's attention. An independent examiner shall be appointed for a term of one year, unless resolved otherwise.

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

## **8. Voting powers**

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

## **9. Appointment of Proxies**

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

'I ..... of ..... being a representative at BCF Council (Management Board), representing ..... hereby appoint ..... as my

proxy to attend and vote on my behalf at the meeting of the BCF Council (Management Board) to be held on the ..... day of ..... 20..... and at any adjournment thereof.

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

The Chairman of the meeting shall have discretion subject to the direction of the Meeting to accept written proxies which vary from the preceding form or which are delivered late and to accept written proxies from persons obliged to leave the meeting, temporarily or permanently, before its conclusion.

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

## **10. Amendments to the Constitution**

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

## **11. Financial Year**

The financial period of the Federation shall be the 12 months beginning on 1 May each year, or such other period as the Council shall from time to time determine. In this Constitution the expression 'Year' shall mean the financial period of the Federation unless the context requires otherwise.

## **12. Indemnity**

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