

Proposed changes to the articles of association

There are two areas of the articles of association where amendments are proposed.

The first of these relates to the maximum limit on the number of directors, which is currently set at ten. Whilst this is sufficient to permit the election of a Non-executive Chairman, it is insufficient to permit the election of a Director of Women's Chess, and nor does it allow for the creation of any future additional board position. Accordingly, it is proposed that the maximum limit be increased from ten directors to twelve directors.

Secondly, following Council's rejection in April of the proposal that the position of FIDE Delegate become a board appointment, a slightly anomalous position has been reached whereby the board has the power to remove or suspend any director by unanimous resolution (other than the director concerned) but there is no equivalent power for the board to remove or suspend the FIDE Delegate. The proposed new article 74 would provide such a power.

Resolutions

The two resolutions below shall each be proposed as a special resolution:

1. THAT the articles of association of the Company be amended by:
 - (a) deleting the words "ten persons" in article 43 and replacing them with the words "twelve persons"; and
 - (b) deleting the words "a maximum of four other directors" in article 43(1)(f) and replacing them with the words "a maximum of six other directors";
2. THAT the articles of association of the Company be amended by inserting a new article 74 as follows (and re-numbering all subsequent articles accordingly):

"FIDE DELEGATE

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