

ENGLISH CHESS FEDERATION

ANNUAL GENERAL MEETING 13 OCTOBER 2018

NOTICE IS HEREBY GIVEN that the annual general meeting of the Council will be held at the Ibis Birmingham New Street Station Hotel, 21, Ladywell Walk, Birmingham B5 4ST, starting at 1.30 p.m.

The Procedural Bye Laws prescribe that the Chairman shall seek to end the ECF Council meeting by 6:00 p.m. but it may be extended to 6:30 p.m. if Members wish.

This meeting is convened by the Company Secretary (Bruce Wallace Associates) on the instruction of the board. This Agenda is issued from the English Chess Federation Office (The Watch Oak, Chain Lane, Battle, East Sussex, TN33 0YD) on Wednesday 19th September 2018.

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

Any organisation wishing to change its Representative Member should note that they must do so before 1:30 p.m. on Wednesday 10 October 2018.

In order to expedite the business of the meeting, Members are invited to contact the ECF Office beforehand should they have any questions of detail on the papers for the meeting, particularly the financial papers.

As usual, members will have the opportunity to question candidates in elections.

The Chairman of Council indicates that details of how members have exercised their votes in a poll (apart from the election of individuals) will be published as part of the minutes of the meeting.

Members are reminded of the advice of the Pearce Commission that they should consult the organisations that they represent (and the members thereof) when deciding how to cast their votes.

The Annual General Council Meeting of the British Chess Federation will take place during the afternoon adjournment of the ECF AGM. The agenda for the BCF meeting is being sent to the members of the BCF Council (effectively the ECF Officers, Constituent Units and County Associations) and only these members are entitled to vote at the meeting. However, all members of the ECF Council are welcome to be in attendance.

Directions:

Leaving New Street Station walk west towards Hill St and then turn left onto Hill St. Continue on Hill St until it becomes Hurst St and then turn left onto Ladywell Walk when the hotel is on the right (7 minutes walk according to Google maps).

Coffee will be served on arrival at 1.15pm, and again during the break whilst the BCF meeting takes place.

Enclosures:

- (i) The Agenda
- (ii) Attendance reply slip
- (iii) Directed proxy form

The full set of paperwork is published on the ECF website at

<http://www.englishchess.org.uk/about/ecf-council-and-board/>

Papers for the BCF Council Meeting can also be downloaded from the website at the same URL.

Should you require to be mailed a paper copy of the documentation please contact the ECF Office.

Agenda items have been annotated as follows

* Paper available for download on 19 September 2018 # Paper to follow

AGENDA

1. Appointment of Chairman

If the Chairman of Council (Mike Gunn) is not present, then Council will elect one of its members to chair the meeting.

2. Observation of a minute's silence to remember colleagues who have died since the last meeting

3. Notices

(a) Location of printed lists of Apologies for Absence, Members voting by individual Proxy and Members voting by Proxy to the Chairman of the Meeting.

(b) Announcement of others in attendance with the permission of the Chairman

(c) Appointment of Tellers

(d) Voting Register #

Council is invited to note the Voting Register and any amendments thereto.

4. Approval and, if necessary, correction of minutes of the Finance Meeting of the Council held on 28 April 2018 *

Council is invited to consider and, if thought fit, resolve:

“That the Chairman of the meeting shall sign the minutes as being an accurate record.”

5. Matters Arising from these Minutes and not otherwise on the agenda

6. To receive and approve the following reports

(a) The Board of Directors' report# (Mike Truran)

(b) The Chairman of the Governance Committee's report* (Robert Stern)

(c) The Chairman of the Finance Committee's report# (Tim Herring)

7. Elections and appointments

- (a) President
Dominic Lawson standing for re-election
- (b) Chief Executive
Mike Truran standing for re-election
- (c) Director of Junior Chess and Education
Alex Holowczak nominated by Traci Whitfield, the UK Chess Challenge and the Warwickshire Chess Association
- (d) Director of Women's Chess
Chris Fegan standing for re-election
- (e) Director of Home Chess
Adrian Elwin nominated by Julian Clissold, David Eustace, Francis Bowers, Stewart Reuben, Norfolk County Chess Association, Leyland Chess League and Bury Area Chess League.
Tim Wall nominated by Malcolm Pein.
- (f) Chairman of Council
Mike Gunn standing for re-election
- (g) FIDE Delegate
Malcolm Pein standing for re-election
- (h) Chairman of Governance Committee
Robert Stern standing for re-election
- (i) Member of Finance Committee
Ian Reynolds standing for re-election
- (j) Auditor
The reappointment of Goatcher Chandler Audit Ltd will be proposed

8. Awards#

9. Special motion to change Articles

Council is invited to consider and, if thought fit, approve the following resolution to amend the Articles. As this is a special resolution, at least 75% of the votes cast need to be in favour if the resolution is to be passed.

“That the Articles of Association be amended by:

- (a) replacing “Full Members” with “persons” in the definition of Requisitionists in article 1.1;
- (b) inserting at the end of article 37 the following sentence: In calculating periods of time specified in this article 37, no account shall be taken of any part of a day that is not a working day (as defined in the Act).

See below for commentary on the Special Resolution

- 10. To approve the dates of the Finance Council and AGM: 27 April 2019 in Birmingham and 12 October 2019 in London, respectively.

11. Strategy# (Mike Truran)

To receive and approve the Board's Strategy Statement

12. Finance# (David Eustace)

To approve an increase in the 2018/2019 budget (detailed paper to follow)

13. Membership rates# (David Eustace)

To consider proposals for revised membership fees for 2019/20 and onwards. (paper to follow)

14. Yearbook

To note the decision of the board to replace the old-style printed yearbook with a combination of an online resource and a newer, slimmer, full-colour yearbook to consist of the 'articles and events' section (middle third) of the old version.

15. Any Other Business of which notice has been given to the Chairman of the Meeting 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.

Note: A member is entitled to approve a proxy. A proxy need not be a member of the Company.

Commentary on Special Resolution

The special resolution is to make two minor amendments to the articles of association:

- (a) to make it clear that Direct Members Representatives do fall within the definition of Requisitionists, and so can require resolutions to be put on the agenda at Council Meetings. (The current wording does not make this clear beyond doubt, as Direct Members Representatives are not Full Members.)
- (b) to change the earliest permissible deadline for submission of proxies (currently 48 hours before the meeting) by taking advantage of the statutory ability to ignore any time which is not on a week day. This means that if a meeting is to take place, say, at 13.30 on a Saturday, the earliest deadline would be able to be 13 hours earlier than the current earliest deadline of 13.30 on the preceding Thursday. This amendment will thus give the office a very useful extra half working day to undertake the necessary proxy admin prior to a Council Meeting.