

## **ENGLISH CHESS FEDERATION**

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

As adopted by the Council of English Chess Federation (ECF) on 22<sup>nd</sup> April, 2023.

**WHEREAS** Article 86 gives power to the Council to make Bye Laws including in respect of The Procedural Bye Laws.

#### **1. 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.

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

- 2.1 The Finance Council and Annual General Meeting shall be held successively in London, Birmingham and either Manchester or Leeds commencing with Manchester or Leeds for the Annual General Meeting in 2023. Extraordinary General Meetings will be held in locations to be agreed by Council or the Board as appropriate. For the purposes of this paragraph 2.1 if a meeting is held virtually it shall be deemed to have taken place in the place contemplated by the three-year cycle.
- 2.2 The Chair of Council 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.
- 2.3 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.
- 2.4 The Chair shall seek to conclude the Meeting at or before 18.00 hours. At 17.30 hours the Chair 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 Chair of General Meetings.**

- 3.1 Except as otherwise specified in the Articles the Chair of the Meeting has the duty to:
  - 3.1.1 satisfy themselves that, if they are not the Chair of the Council, they have been properly elected to the Chair;
  - 3.1.2 act in the interests of the English Chess Federation as a whole;
  - 3.1.3 ensure that the requirements and procedures of the Articles are followed;

- 3.1.4 satisfy themselves that the Meeting has been properly convened and proper Notice given;
- 3.1.5 ensure that the Meeting is quorate before it proceeds to business;
- 3.1.6 ensure that no business is transacted that is not within the scope of the Notice of the Meeting;
- 3.1.7 ensure that the item "Matters Arising" is used only for reports on progress and not for new or additional debate;
- 3.1.8 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;
- 3.1.9 ensure that business is transacted with reasonable despatch;
- 3.1.10 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;
- 3.1.11 ensure, as far as possible, that proceedings are friendly and free from personal factors;
- 3.1.12 rule out of order personal remarks of a derogatory nature, or offensive remarks of any kind;
- 3.1.13 vacate the Chair during discussion of any business in which they have a personal interest;
- 3.1.14 keep order and, if necessary, exercise his right to require an abusive or disorderly person to leave the Meeting;
- 3.1.15 ensure the Minutes of the Meeting are taken and decisions recorded;
- 3.1.16 adjourn the Meeting properly, if that is necessary;
- 3.1.17 ensure a clear end to the Meeting.

#### **4. Duties of Members**

- 4.1 Members and other persons in attendance have the duty to:
  - 4.1.1 obey the rulings of the Chair until and unless they may be successfully challenged
  - 4.1.2 conduct themselves in a manner which ensures the proceedings are friendly and free from personal factors;
  - 4.1.3 declare any interest in the matter under debate.

## 5. Minutes

- 5.1 Minutes are intended to provide an accurate written record of the decisions and actions agreed at a Meeting.
- 5.2 A draft set of Minutes, approved by the Chair of the Meeting, shall be published on the ECF Web Site within 6 weeks of the closure of the Meeting.
- 5.3 Members shall report putative errors of fact to the Chair of Council as soon as possible after such publication
- 5.4 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.
- 5.5 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 Chair.
- 5.6 The Minutes shall include:
  - 5.6.1 description of the Meeting;
  - 5.6.2 date and place of the Meeting;
  - 5.6.3 apologies for absence;
  - 5.6.4 list of Members present by representative in person;
  - 5.6.5 list of Members present by proxy;
  - 5.6.6 list of others in attendance at the Meeting;
  - 5.6.7 who was in the Chair and who took the Minutes;
  - 5.6.8 corrections, if any, to the Minutes of the previous Meeting;
  - 5.6.9 acceptance and signing of the Minutes of the previous Meeting (corrected, if necessary);
  - 5.6.10 matters arising from the previous Minutes;
  - 5.6.11 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 Chair 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 Chair, the actions required to implement the decision, and who will take the actions and when;
- 5.6.12 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;
- 5.6.13 business on the Agenda which the Meeting did not have time to dispose of;
- 5.6.14 date, time and place of the next Meeting.

## **6. Order of Business**

### 6.1

- 6.1.1 If the Chair of the Council is unable or unwilling to take the Chair, the election of a Chair for the Meeting. The election shall be conducted by the Non-Executive Chair.
- 6.1.2 Apologies for absence.
- 6.1.3 The announcement of written Proxy Votes delivered duly admitted by the Chair of the Meeting or the location in the Meeting room of a printed list of the same.
- 6.1.4 The announcement of others in attendance with the permission of the Chair.
- 6.1.5 The appointment of tellers.
- 6.1.6 Minutes of the previous Meeting for approval and, if necessary, correction.
- 6.1.7 Matters arising from the Minutes and not otherwise included in the Notice of the Meeting.
- 6.1.8 Business to be taken and elections to be held at the Meeting.
- 6.1.9 Business which is required to be reported to Council.
- 6.1.10 Resolutions of which proper notice has been given and details of the proposer(s) thereof (these shall be ordered on the Agenda as the Chair of the Council, whom failing the Non-Executive Chair shall direct).
- 6.1.11 Business being matters of report or information which the Chair of the Council, or in their absence the Non-Executive Chair sees fit to place on the Agenda.

6.1.12 Any Other Business of which notice has been given to the Chair 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.

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

## **7. Points of Order**

7.1 A point of order takes precedence over all other business.

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

7.3 A point of order does not require a seconder.

7.4 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.

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

7.6 It is the duty of the Chair of the Meeting to deal with points of order as they arise.

7.7 The Chair of the Meeting may seek such advice as they require before ruling.

7.8 The Chair's ruling on a point of order is final unless successfully challenged by means of a procedural motion.

## **8. Resolutions and Motions**

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

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

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

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

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

8.6 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 Chair shall invite other Members to speak and the proposer shall forfeit any right of summation.

8.7 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.

8.8 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.

8.9 The Chair 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.

8.10 Procedural motions include the following:

- 8.10.1 to appoint a Chair of the Meeting;
- 8.10.2 to correct the Minutes;
- 8.10.3 to approve the Minutes and authorise the Chair to sign them;
- 8.10.4 to alter the order of business;
- 8.10.5 closure motions (see section 10 below);
- 8.10.6 to appoint an ad hoc committee or any members thereof;
- 8.10.7 to give leave to withdraw a motion or an amendment;
- 8.10.8 to extend any time limit for speeches;
- 8.10.9 to go into private session;
- 8.10.10 to silence or eject from the meeting a Member or other person in attendance named for misconduct by the Chair of the Meeting
- 8.10.11 to invite a Member having an interest in the matter under debate to withdraw from the Meeting whilst that matter is considered;
- 8.10.12 to adjourn the Meeting for a specific period of time;
- 8.10.13 to require the Chair to vacate the Chair for the item under discussion in which case the Meeting shall also elect a Chair for such item;
- 8.10.14 to challenge the Chair's ruling;
- 8.10.15 to extend the meeting beyond 18:00 (see 2.4 above).

8.10.16 to suspend these Procedural Bye Laws.

## **9. Amendments**

9.1 An amendment is a proposal to alter a resolution or motion that is before a Meeting:

9.1.1 by adding, inserting or deleting words of the original;

9.1.2 by substituting words, phrases, or complete sentences for others in the original;

9.1.3 by any combination of the above forms of alteration;

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

9.2 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.

9.3 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.

9.4 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.

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

9.6 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 Chair 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.

9.7 Paragraphs 9.1 to 9.6 are without prejudice to rules of law restricting the amendment of special resolutions.

## **10. Rules of debate**

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

10.2 The Chair of the Meeting may, at their sole discretion, set maximum times for the speeches of the proposer of a resolution or motion and for other speakers.

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

- 10.4 Only one resolution or motion or amendment or amendment to an amendment may be under discussion at any one time.
- 10.5 The Chair 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.
- 10.6 The Chair shall preserve order; he may name offenders and, if thought fit, order their withdrawal
- 10.7 The Chair has a duty to allow reasonable time for debate so that the sense of the Meeting is properly ascertained.
- 10.8 Subject to the constraints of time the Chair 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.
- 10.9 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.

## **11. Closure motions**

- 11.1 The main procedural motions, known as closure motions, are:
  - 11.1.1 That the question now be put. If approved, the resolution or motion or amendment before the Meeting is voted upon. If the proposer has not spoken for a second time, the proposer is entitled to sum up briefly before the vote is taken.
  - 11.1.2 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.
  - 11.1.3 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.
  - 11.1.4 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.
  - 11.1.5 That the Meeting be adjourned, to close the Meeting and re-open it at a time, date and place to be decided by the Chair. If approved, the Meeting adjourns forthwith.
- 11.2 If a procedural motion under paragraph 11.1.1 – 11.1.5 is not approved, discussion continues.



## 12. Elections

- 12.1 This Bye Law regulates the election of the Directors, the FIDE Delegate, the Chair of the Council and the Chairs of and the other members of Standing Committees (“the Posts”).
- 12.2 Responsibility for applying this Bye Law lies with the Chair of Council.
- 12.3 All the Posts shall be advertised on the ECF website (and such other places as the Chair of Council sees fit) no less than two calendar months before the date of the Annual General Meeting. The advertisement shall include a statement from the incumbent of each relevant Post as to the likelihood of the incumbent standing for re-election.
- 12.4 The Responsibilities of the Directors, the FIDE Delegate and the Chair of the Council 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.
- 12.5 For a candidate to be eligible for election, a nomination must be received by the ECF Office on behalf of the Secretary (or such other addressee as may be specified in the advertisement referred to in paragraph 12.3) not later than 37 days before the Annual General Meeting.
- 12.6 Each candidate for a Post must be either:
- (a) A retiring Director, the FIDE Delegate, the Chair of the Council or a Chair 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.
- 12.7 The names of all candidates duly nominated 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.
- 12.8
- 12.8.1 The candidates complying with 12.7 above may supply to the Chair of Council an election address not exceeding 750 words, which the Company shall at its own expense without any amendment (save in respect of material judged by the Chair of Council to be defamatory, or, if the address is the address of the Chair of Council or is in respect of a post for which the Chair of Council is applying, judged by the Non-Executive Chair to be defamatory) either copy and circulate with the Agenda or publish on the website at an address identified on the Agenda. Election addresses received before the deadline for applications shall be published simultaneously on the website after the deadline has closed. Election addresses received after the deadline shall not be published.
- 12.8.2 Candidates are required to comply with the Code of Conduct (Regulation No. 4) during the election campaign period.

## 12.9

- 12.9.1 The Chair of the Meeting shall seek to establish by the normal voting procedures whether any candidate has a majority.
  - 12.9.2 In proceeding under 12.9.1 above the Chair 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 Chair shall declare that “this post remains vacant” and the matter shall be referred to the Board pursuant to Article 57.
  - 12.9.3 If the Chair 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 Chair shall declare that “this post remains vacant” and the matter shall be referred to the Board as at 12.9.2 above.
  - 12.9.4 Votes in a secret ballot shall be cast in accordance with Article 30.
  - 12.9.5 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 Chair of the meeting shall – and may not decline to – exercise a casting vote.
- 12.10 The Chair of Council 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.