

BCF Structure

1. Background

- 1.1 It is almost twenty years since the ECF was established (with the incorporation date of 22nd November 2004). Following the incorporation of the ECF, the continuation of the BCF has been anomalous but the BCF has remained in existence for a number of reasons, one being to manage the Permanent Investment Fund.
- 1.2 As the winding up of the PIF has now been completed, with the assets being transferred to the Chess Trust in accordance with previous ECF Council resolutions, the role of the BCF has been further limited. It still retains a function, however, in holding the powers to appoint new trustees to the John Robinson Youth Trust. There is also a concern that if the BCF were abolished entirely, bequests made to the BCF may fail, with the related assets being passed to the Crown bona vacantia.
- 1.3 The proposals address these concerns while leaving the BCF otherwise being dormant. This will:
- (a) Remove the need for BCF meetings unless there is a specific purpose.
 - (b) Allow the production of accounts to be dispensed with.

2. The Proposal

- 2.1 It is proposed that the constitution of the BCF is amended to reflect these objectives. The proposed new constitution is set out in the annex to this paper.
- 2.2 In order to achieve the objectives set out above and further clarifications, the new constitution:
- (a) Deletes references to the BCF objectives which more properly sit with the ECF.
 - (b) Retain the objective of supporting the ECF.
 - (c) Retains the membership structure.
 - (d) Changes references to “Chairman” to read “Chair”.
 - (e) Removes references and obligations concerning the PIF.
 - (f) Abolishes the obligation of the Management Board (which is effectively the same as the ECF Board) to meet annually and report to Council.
 - (g) Changes the provisions for general meetings so that they are only called to address specific business.

3. Next Steps

- 3.1 The proposed new constitution to reflect these changes in shown is the Appendix to this paper.
- 3.2 In order for this to be adopted, Council should consider and if thought fit pass the related resolution with a minimum 2/3rds majority.
- 3.3 If the changes are adopted, it is intended that the ECF Board will present the final BCF accounts and Chess Centre Limited accounts to Council members at the AGM of the ECF in October this year.

Stephen V Woodhouse
Chair of the Board
English Chess Federation
31st March 2024

BRITISH CHESS FEDERATION CONSTITUTION

As amended by the Council Meeting on 27th April 2024

1. This organisation shall be called 'The British Chess Federation (the "Federation")'.
2. The objects of the Federation shall be:
 - 2.1 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
 - 2.2 To support the English Chess Federation.
3. The Federation shall consist of:
 - 3.1 '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.
 - 3.2 '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.
 - 3.3 '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.
 - 3.4 THE CHAIR OF THE COUNCIL of English Chess Federation for the time being.
 - 3.5 'THE CHAIR OF THE FINANCE COMMITTEE' of English Chess Federation for the time being.
 - 3.6 'THE CHAIR OF THE GOVERNANCE COMMITTEE' OF English Chess Federation for the time being.
4. The Council, which shall govern the Federation, shall consist of:
 - 4.1 One representative of each Constituent Unit
 - 4.2 One representative of each County Association referred to in paragraph 3.2.
 - 4.3 The Officers.
 - 4.4 The Chair of the Council.

4.5 The Chair of the Finance Committee, who shall have access on a privileged and confidential basis to all the financial records of the Federation.

4.6 The Chair of the Governance Committee.

5. The Management Board

5.1 The Management Board shall manage the affairs of the Federation under the direction of Council.

5.2 The Management Board shall consist of the Officers.

5.3 At meetings of the Management Board the Non-Executive Chair of the English Chess Federation shall take the chair. If they are unable or unwilling so to act the meeting shall elect its own Chair.

6. Council and Management Board powers and duties shall be:

6.1 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.

6.2

6.2.1 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.

6.2.2 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 or email 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 Chair of the Council. If they are unable or unwilling so to act the meeting shall elect its own Chair.

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

7.1.3 Any meeting of Council may be held in virtual form, whether by telephone or on the internet or other means which permit all those in attendance to speak to and hear one another. In such case, any provision of this Constitution referring to a meeting of Council being held at a place shall be deemed to be satisfied.

7.2 The Council shall meet 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 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.

7.3 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.

7.4 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 Chair 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 Chair 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 Chair 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. Written resolutions

10.1 Any matter that could be approved by the passing of a resolution at a Council meeting may alternatively be approved by means of a written resolution. A written resolution may be proposed by:

(a) The Management Board

(b) Member of Council exercising 5% or more of the voting power.

If a proposal is received under (b), the Management Board must circulate this within 21 days, together with a statement by the proposer not exceeding 1,000 words if this is provided.

10.2 The written resolution must be sent to every member either in hard copy form or in electronic form. The resolution must be accompanied by a statement informing the member how to signify agreement to the resolution and the date (28 days after the date) when the resolution must be passed if it is not to lapse.

10.3 A member signifies his agreement to a proposed written resolution when the Federation receives from him (or from someone acting on his behalf) an authenticated document identifying the resolution to which it relates, and indicating his agreement to the resolution. The document must be sent in hard copy form or in electronic form. A member's agreement to a written resolution, once signified, may not be revoked. A written resolution is passed when the required majority of eligible members have signified their agreement to it.

11. Amendments to the Constitution

11.1 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.

11.2 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 Chair of the meeting shall have the power to accept modifications which are consistent with the general intent of the original proposal.

12. Financial Year

The financial period of the Federation shall be the 12 months beginning on 1 September 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.

13. 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 they may sustain or incur in or about the execution of the duties of their office or otherwise in relation thereto, including any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which he is acquitted or in connection with which relief is granted to them 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.