

**COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL  
ARTICLES OF ASSOCIATION  
OF  
ENGLISH CHESS FEDERATION  
(as amended on 26<sup>th</sup> ~~April~~October 20254)**

**INTERPRETATION**

1.1. In these Articles:-

"the Act" means the Companies Act 2006, 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 Board Positions" means the Board position of each Director as set out in the Directors' and Officers' Responsibilities Regulations as from time to time in force.

"the Board Rota" means the rota for the retirement of Directors referred to in Article 58.

"the Bye Laws" means Bye Laws made by the Council pursuant to Article 86.

"Blitz Game" means a game where all the moves must be completed in a fixed time of not fewer than three minutes but not more than 10 minutes for each player or the allotted time plus 60 times any increment is not fewer than three minutes but not more than 10 minutes for each player.

"a chair" means the person who chairs a General Meeting pursuant to Article 24 or a meeting of the Board pursuant to Article 66 or a meeting of a committee pursuant to Article 68.

"the Chair of the Council" means the person elected to chair General Meetings of the Company pursuant to Article 17.

"the Chairs of the Standing Committees" means the Chair of the Finance Committee and the Chair 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 6(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 12.

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

"the Directors' and Officers' Responsibilities Regulations" means the Regulations setting out Board positions and the responsibilities of Directors as referred to in Article 86 (1) (b) (ii).

"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.

"Full Members" means Constituent Units as defined in Article 6(1); County Associations as defined in Article 6(2); Chess Leagues, Congresses and Clubs as defined in Article 6(3); Other Organisations as defined in Article 6(4); the Directors; the Chair of the Council; Direct Members' Representatives; the FIDE Delegate; the Chairs of the Standing Committees; Patrons as defined in Article 6(9); the Past President as defined in Article 6(10); the Past Chief Executive as defined in article 6(11); the Past Non-Executive Chair as defined in Article 6(12) and the Past Chair of the Council as defined in Article 6(13).

"the Game Fee Bye Laws" means the Bye Laws which regulate, inter alia, the administration of rated games and the liability for game fee.

"Game Units" means games of chess submitted for rating and, for these purposes, an over the board Standardplay Game shall constitute one Game Unit; an over the board Rapidplay Game, half a Game Unit; an over the board Blitz Game, one sixth of a Game Unit; an online Standardplay Game, half a Game Unit; an online Rapidplay Game, one quarter of a Game Unit; an online Blitz Game, one twelfth of a Game Unit.

"Individual Members" means the class of members referred to in Article 3(2).

"Member" means member of the Company.

"Member Organisations" means the class of members referred to in Article 3(1).

"Membership Fees" means the membership fees payable by Direct Members pursuant to Article 11.

"Rapidplay Game" means a game where all the moves must be completed in a fixed time of more than 10 minutes but less than 60 minutes for each player or the allotted time plus 60 times any increment is more than 10 minutes but less than 60 minutes for each player.

"the Regulations" means Regulations made by the Board pursuant to Article 86.

"Representative Members" means the individuals nominated to act on behalf of Member Organisations pursuant to Article 3(1).

"the Requisitionists" means those persons 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 Chair of the Council; or
- (c) the FIDE Delegate; or
- (d) the Chair of a Standing Committee; 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.

"Standardplay Game" means a game where each player is allotted more time than the maximum time for a Rapidplay game".

"the Standing Committees" means the Finance Committee and the Governance Committee appointed by Council as referred to in Article 17(6).

"the United Kingdom". means Great Britain and Northern Ireland.

- 1.2. 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.
- 1.3. Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act.
- 1.4. In these Articles "address" in relation to electronic communications includes any number or address used for the purpose of such communication.

## **OBJECTS**

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

## **MEMBERS**

3. The subscribers to the Memorandum of Association and such other persons who shall be admitted to membership in accordance with Article 6 shall be members of the Company. There shall be two classes of members:

- (1) Member Organisations.

Each of which shall nominate one individual as its Representative Member 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 Company signed by a senior officer of the body appointing them and shall take effect 72 hours after receipt.

- (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.

4. A member shall cease to be a member:

- (1) if they resign by giving notice to the Company; or
- (2) if the member is a Full Member by reason of holding or having held a post, upon ceasing to so qualify as a Full Member unless they qualify for membership in some other capacity; or
- (3) if an individual, upon their death; or
- (4) if they are removed from the membership in accordance with any Bye Law or Regulation.

5. A member shall also cease to be a member if, being a member falling within Article 6 (3), the member fails to submit 50 Game Units for rating (or such other number of Game Units as Council may from time to time determine by ordinary resolution) in three successive 12 month periods ending 30<sup>th</sup> June, unless the Chair of the Council determines that there is good reason for such cessation not to occur. For these purposes any Game Units assigned to that member pursuant to Article 32 shall be ignored.

6. There shall be the following divisions of membership:

- (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 6(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 6(2).

(3) "Chess Leagues, Congresses and Clubs" being such leagues, congresses, clubs and other like organisations as are not eligible for membership under Articles 6(1) or 6(2) that organise chess activities and submit Qualifying Games for rating and shall be admitted by the Board to membership under this Article 6(3). Without prejudice to the extent of the discretion of the Board to refuse admission, the Board shall not exercise its power of admission in circumstances where the relevant league, congress, club or other organisation controls or is controlled by a league, congress, club or other organisation that is also a Member or where they are under the common control of a third party and nor shall it exercise its power of admission where the relevant league, congress, club or other organisation has in the most recent 12 month period ended 30th June failed to submit 50 Qualifying Game Units for rating (or such other number of Game Units as Council may from time to time determine by ordinary resolution) including any Game Units assigned by it pursuant to Article 32.

(4) "Other Organisations" being such chess organisations as are not eligible for membership under any of Articles 6(1) or 6(2) or 6(3) whose primary objective is not the organisation of Game Units but is some other chess-related objective and shall have been admitted by the Council to membership under this Article 6(4).

(5) "Directors".

(6) "the Chair of the Council".

(7) "the FIDE Delegate".

(8) "the Chairs of the Standing Committees".

(9) "Patrons" being persons appointed by the Council and whose influence will advance the Objects of the Company.

(10) "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.

(11) "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.

(12) "The Past Non-Executive Chair" being the person who last held the office of Non-Executive Chair of the Company before the most recent incumbent from time to time.

(13) "The Past Chair of the Council" being the person who last held the office of the Chair of the Council before the most recent incumbent from time to time.

(14) "Direct Members" as defined in the Direct Members Bye Laws.

7. Any applicant for membership under Article 6(1), Article 6(2) or Article 6(4) shall furnish the Board with full particulars of its scope, objects and working no fewer than 30 days before the relevant meeting of Council.

8. 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.
9. 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; Chair of the Council and the Past Chair of the Council; the Chairs of the Standing Committees; the Patrons; The Past President; The Past Chief Executive; The Past Non-Executive Chair 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 to attend and vote at General Meetings in accordance with Article 13.

## **DIRECT MEMBERS**

10. Direct Members shall be admitted to membership in accordance with the Direct Members Bye Laws.
11. Membership Fees for each category of Direct Members shall be determined annually by the Finance Council in accordance with Article 18(5) except for Life Members, Honorary Life Vice-Presidents and Honorary Life Members who shall pay no Membership Fee.
12. Direct Members shall elect ten Direct Members' Representatives (or such other number as is specified from time to time in the Direct Members' Bye Laws) in categories to serve on the Council for a period from 1<sup>st</sup> August in the year in which elected (or taking office if there is no election) until 31<sup>st</sup> July in the following year.
13. Direct Members' Representatives shall be entitled to stand for re-election.
14. Where an elected Direct Members' Representative vacates office during a term of office and such vacancy occurs on or before 31<sup>st</sup> January in the relevant term, a bye-election in respect of the remainder of such term shall be held as soon as reasonably practicable in accordance, mutatis mutandis, with the provisions for elections set out in the Direct Members Bye Laws.
15. 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

16. (1) 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. Annual General Meetings shall be held at such time and place as the Council shall appoint.

(2) If (a) it is decided by the Chair of the Council (or if there is no Chair of the Council, the Board) that in light of prevailing circumstances it is impractical, undesirable or unlawful for Members (or their proxies) physically to attend a General Meeting or (b) it is resolved by Council that a future General Meeting shall not be held physically, then Members (or their proxies) shall take part in a General Meeting by telephone conference or by using video teleconferencing equipment or by use of other equipment of like effect designed to allow everyone to take part in the meeting. Council may also resolve that a meeting can be held with some Members (or proxies) in physical attendance and others attending by using such technology. Taking part in a meeting by using such technology will count as being present at the meeting and will entitle the Member (or their proxy) to vote and count in the quorum and any such meeting will be deemed to take place at the place where the chair is.

17. At the Annual General Meeting in addition to the usual business of same the following business shall be transacted:

(1) The Council shall elect Directors in accordance with the provisions of Articles 58 to 60.

(2) The Council shall, unless, at the time of the Annual General Meeting, there is an incumbent of the relevant post who has been most recently elected by the Council to such post (a) on or since the date of the Annual General Meeting falling in the year two years earlier and (b) after October 2024, elect a FIDE Delegate and/or a Chair of Council who shall hold office until the end of the Annual General Meeting falling in the year three years later, but shall be eligible for re-election at such meeting. The Council shall have the power at any time to remove any incumbent Chair of Council or FIDE Delegate by ordinary resolution elect the FIDE Delegate and the Chair of the Council who shall unless the Council resolves otherwise hold office until the end of the Annual General Meeting next following. Any person who is a Director, an alternate Director or a Chair of a Standing Committee shall not be eligible to be the Chair of the Council and no Chair of the Council may, whilst holding such office, be a Director, an alternate Director or Chair of a Standing Committee.

(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 members of two Standing Committees in accordance with the provisions of this Article 17(6):

(a) A Finance Committee 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 Chair

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 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 86. The Council shall elect the Chair 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.
- (e) Each Standing Committee shall have the power at any time to appoint an additional member to it but to hold office only until the end of the next following Annual General Meeting.
- (f) At each Annual General Meeting held in or after 2017 any member of a Standing Committee who was not elected or re-elected at either of the two previous Annual General Meetings shall retire from office.
- (g) Any member of a Standing Committee required to retire pursuant to Article 17 (6) (e) or (f) shall be eligible for re-election at such Annual General Meeting.
- (h) A Director may not also be a member of a Standing Committee.

(i) The Council shall have the power to remove any member of a Standing Committee by ordinary resolution at any time.

- (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 the Chair of the Council, proposed by or on behalf of the Board or proposed otherwise in which case notice in writing must be given to the Chair of Council 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.
18. The Company shall hold the Finance Council Meeting in April of each year at which the following business shall be transacted:
- (1) Receiving and noting the most recent audited accounts not previously received by Council.
  - (2) Presentation on behalf of the Board of the Company's budget for the year commencing 1 September 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.
- (3) Determination of any game fee for the purposes of the Game Fee Bye Laws for the year commencing 1 September next, or such other date as the Finance Council may determine.
  - (4) Determination of the Membership Fee to be charged for each category of Direct Member for membership periods commencing between 1<sup>st</sup> September next (or, if Council so determines in any year an earlier date up to two months before to be determined by the Board) and 31<sup>st</sup> August of the following year.
  - (5) The establishment of any Committees to report to the Finance Council and their terms of reference and membership.
  - (6) Such other matters pertaining to the financial affairs of the Company which are proposed by the Chair of the Council, 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.
  - (7) Such other matters not pertaining to the financial affairs of the Company which are proposed by the Chair of the Council, proposed by or on behalf of the Board or proposed otherwise, in which case notice must be given in writing to the Chair of Council 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 Chair of the Council or, in the event of the absence or unavailability of the Chair of the Council, the consent of the President or the Chief Executive shall be required for the placing of any such proposal on the Agenda of the meeting.
19. Council or the Board may, whenever they think fit, convene a General Meeting, and General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 305 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 a 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**

20. 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, a Finance Council meeting or a 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 (save that the requirement to specify a place of meeting shall not apply if there is no statutory requirement to specify a place of meeting) , 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.
21. The accidental omission to give notice of a meeting to, or the nonreceipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
  22. The Chair of Council shall by no later than 10<sup>th</sup> September in each year, or such other date as Council may determine by ordinary resolution, publish a base register of voting entitlement for the twelve month period commencing on the next succeeding 1<sup>st</sup> October. Such register shall form the basis of a specific register to be prepared in respect of each general meeting in the period. Each specific register shall initially be published no later than the date on which formal notice is given of the relevant general meeting and may be amended prior to the meeting. A specific register shall reflect (i) all changes in membership that occur 72 hours or more before the specified start time of the relevant meeting and (ii) all assignments, rescissions, of assignment and replacement of assignments that have taken effect under article 32 by such specified start time.

## **PROCEEDINGS AT GENERAL MEETINGS**

23. 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.
24. The Chair of the Council shall preside as chair at every General Meeting of the Company, or if not be present within fifteen minutes after the time appointed for the holding of the meeting or unwilling to act, the members of the Council present shall elect one of their number to be chair of the meeting.
25. The chair 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.
26. 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 chair; or
- (2) by five members of the Company entitled to vote present in person or by proxy; or
- (3) by a member or members of the Company representing not less than 10% of the votes that carry a right to vote on the relevant resolution.

Unless a poll be so demanded a declaration by the chair 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.

27. If a poll is duly demanded it shall, subject to Article 28, be taken in such manner as the chair directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
28. A poll demanded on the election of a chair, 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 chair 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. In respect of a vote by poll where the vote is in respect of election to an office or post, the Tellers shall keep confidential the details of all votes cast except for the totals thereof. In respect of all other votes by poll the chair shall cause to be published on the Company's website as soon as reasonably practicable following the meeting details of how the votes of each member were cast. At the end of the meeting the Tellers shall deliver any ballot papers to the chair.
29. In the case of an equality of votes whether on a show of hands or on a poll the chair shall be entitled to a casting vote in addition to any other vote they may have.
30. The poll pursuant to Article 26 shall be determined as follows:
  - (1) In respect of Full Members in the divisions of members within Articles 6(1) to 6(4) by the casting of multiple votes as follows:

Submission for rating of 1 -500 Game Units:  
1 vote (but subject to the operation of Article 35)

Submission for rating of more than 500 Game Units but no more than 1,000 Game Units: 2 votes

Submission for rating of more than 1,000 Game Units but no more than 1,500 Game Units: 3 votes

and so forth in multiples of 500 Game Units.

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 6(5) to 6(13) 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 the votes, not exceeding 40 in aggregate, as apportioned between Direct Members' Representatives by the Direct Members Bye Laws.
31. Game Units for the purposes of these voting provisions shall be, for each Full Member, the number of Game Units in the rating list (as revised, where applicable) published in respect of the period up to the preceding 30<sup>th</sup> June (or such other date as Council may determine by ordinary resolution). If in any period (as referred to in this article 31) the aggregate amount of Game Units of full Members attributable to online games (including pursuant to assignment under article 32) exceeds half of the aggregate number of Game Units of Full Members attributable to over the board games (including pursuant to assignment under Article 32) then, for the purposes of calculating voting entitlements under Article 30(1), the value of the Game Units deriving from online games attributable to Full Members shall be proportionately reduced to the extent necessary to ensure that the limit is not exceeded.
32. Organisations submitting games for rating but which are not Full Members may assign their Game Units to a Full Member of their choice. Such assignment shall be made in writing by an official of the organisation to the Chair of the Council (or as the Chair of the Council may direct) and shall become effective 72 hours after receipt, this authority being carried forward to successive registers unless rescinded in writing or replaced by a new assignment, or the organisation becoming a Full Member.

## **VOTES OF MEMBERS**

33. The voting rights of Full Members and Direct Members' Representatives shall be in accordance with Articles 9 and 30.
34. 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 their 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.
35. A Member falling within Article 6(3) shall not be entitled to vote at a General Meeting if in the 12 month period covered by the register most recently published under Article 22 there are fewer than 50 Game Units (or such other number of Game Units as Council may from time to time determine by ordinary resolution) attributed to such Member (including any Game Units assigned pursuant to Article 32) save in circumstances where the Chair of the Council determines that there is good reason for such disenfranchisement not to occur.
36. (1) Any Member entitled to attend and vote at a General Meeting shall be entitled to appoint a proxy to attend and vote instead of them 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 their 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.

37. 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 48 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 48 hours (or such shorter period specified in the notice of meeting) 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 chair;

and an appointment of proxy which is not deposited delivered or received in a manner so permitted shall be invalid. 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).

38. 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 them \*\* 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\*\*

39. 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 them \*\* 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 they think fit.

\* Strike out whichever is not desired.

40. The instrument appointing a proxy shall be deemed to confirm authority to demand or join in demanding a poll.
41. 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**

42. 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 they represent as that corporation could exercise if it were an Individual Member of the Company.

### **THE BOARD OF DIRECTORS**

43. Unless otherwise determined by ordinary resolution the number of Directors shall be subject to a maximum of twelve persons but shall not be less than five.

(1) The Directors shall be:

- (a) The President
- (b) The Chief Executive
- (c) The Non-Executive Chair
- (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 six 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 their appointment they have attained the age of 18.

44. 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 them.
45. An alternate director shall be entitled to receive notice of all meetings of Directors and of all meetings of committees of Directors of which their appointor is a member to attend and vote at any such meeting at which the Director appointing them is not personally present, and generally to perform all functions of their appointor as a Director in their absence but shall not be entitled to receive any remuneration from the Company for their 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.
46. An alternate director shall cease to be an alternate director if their 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 they retire, any appointment of an alternate director made by them which was in force immediately prior to their retirement shall continue after their reappointment.
47. 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.
48. 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 their own acts and defaults and they shall not be deemed to be the agent of the Director appointing them.
49. (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 FIDE Delegate, the Chair of the Council and the Chairs 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**

50. 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**

51. 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, and these Articles, 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.

52. 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.
53. The Board shall cause minutes to be made:
- (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.
54. A Director shall cease to be a Director:-
- (1) if they resign their directorship by giving notice to the Company; or
  - (2) if they die, become bankrupt, become mentally incapable of managing their own affairs, or are convicted of an indictable offence for which they are sentenced to a term of imprisonment; or
  - (3) if, notwithstanding anything in any agreement between the Company and such Director, they are removed by a simple majority of the members following the procedure laid down in Section 168 of the Act or pursuant to the provisions of article 61;
  - (4) if they are disqualified under the Company Directors Disqualification Act 1986 or otherwise;
  - (5) if they are removed from office by notice in writing signed by each other Director (and a Director may also be suspended from office by notice in writing from each other Director).
55. Provided they have declared their interest in accordance with Sections 182 to 185 of the Act a Director shall be entitled to vote in respect of any contract in which they are interested or any matter arising therefrom.
56. The Company may from time to time by ordinary resolution increase or reduce the number of Directors.
57. The Board shall have power at any time, and from time to time, to appoint any person to a Board Position, 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 Chair of the Council or the Auditor to hold office only until the end of the next following Annual General Meeting.
58. The Board shall maintain a document setting out a rota pursuant to which there is, for each Board Position, a separate three year cycle pursuant to which there is an election in respect of such position at each third successive Annual General Meeting. The initial rota shall be as notified to Full Members prior to the Finance Council held in 2016 and the rota shall then be subject to amendment at the discretion of the Board to reflect



changes in Board Positions. In exercising its discretion, the Board shall have due regard to the desirability of:

- (a) the elections in respect of not more than one of the Chief Executive, the Director of Finance and the Non-Executive Chair occurring at the same Annual General Meeting; and
  - (b) the election of not more than one of the Non-Executive Directors occurring at the same Annual General Meeting.
59. At each Annual General Meeting Directors shall retire in accordance with the Board Rota.
60. Any Director who retires at an Annual General Meeting pursuant to Article 59 shall be eligible for re-election at such Annual General Meeting.
61. The Company may by ordinary resolution appoint another person in place of a Director removed from office under Article 54 (3). 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. The Company in General Meeting shall, in addition to and separate from the power falling within section 168 of the Act, have the power by ordinary resolution to remove any Director from office at any time

## **PROCEEDINGS OF THE BOARD**

62. 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 chair shall have a second or casting vote.
63. 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.
64. 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.
65. 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.
66. The Non-Executive Chair shall preside as chair of the Board but if at any meeting they are not present within five minutes after the time appointed for holding the same, or are unwilling to act, the Directors present may choose one of their number to be chair of the meeting.
67. 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.

68. A committee may elect a chair of its meetings; if no such chair is elected, or if at any meeting the chair 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 chair of the meeting.
69. 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 chair of the committee shall have a second or casting vote.
70. 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.
71. 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 their 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 their 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**

72. Subject to Section 16(6) of the Act, if the Company has a Secretary, 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.
73. 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**

74. 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.

## **FIDE DELEGATE**

75. The FIDE Delegate shall cease to hold, or be suspended from, office in such capacity if they are 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).

## **ACCOUNTS**

76. The Board shall cause accounting records to be kept in accordance with the provisions of the Act.
77. 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.
78. 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.
79. 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.
80. 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**

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

## **NOTICES**

82. 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.
83. A notice may be given by the Company to any member either personally or by sending it by post to them or to their registered address, or (if they have no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by them to the Company for the giving of notice to them 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.

84. 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 their bankruptcy would be entitled to receive notice of the General Meeting;
- (3) the Auditor for the time being of the Company.

No other person shall be entitled to receive notices of General Meetings.

## **DISSOLUTION**

85. 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**

86. (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 the duties and responsibilities of Directors;
- (iii) 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**

87. (1) Every Director or other officer or Auditor of the Company or the Chair of the Council shall be indemnified out of the assets of the Company 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 they are acquitted or in connection with any application under Section 1157 of the Act in which relief is granted to them 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 their office or in relation thereto, but this Article shall only have effect in so far as its provisions are not avoided by Section 532 of the Act.
- (2) The Directors shall have power to purchase and maintain for any Director, officer, the Chair of the Council or auditor of the company insurance against any such liability as is permitted by 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