

# **CONSTITUTION**

## **1. Name**

This is the constitution adopted by the members of an association called 'The Cleveland Chess Association' (incorporating 'The Tees-side Chess Association' founded in 1883) at a general meeting held at the Queen's Head, Stokesley, North Yorkshire on 26<sup>th</sup> November 2007 and to be effective from 1<sup>st</sup> May 2008. It was amended at general meetings held, respectively, on 1<sup>st</sup> September 2010, 5<sup>th</sup> July 2011, 2<sup>nd</sup> July 2012, 23<sup>rd</sup> July 2014, 13<sup>th</sup> July 2016, 19<sup>th</sup> June 2017 and 21<sup>st</sup> June 2018.

## **2. Definitions and interpretation**

2.1 The following definitions apply throughout the Constitution and the Rules unless the context otherwise requires:

'AGM'	an annual general meeting of the Members
'Association'	The Cleveland Chess Association
'Association Fund'	the fund held from time to time by the Association to be administered by the Fund Manager in furtherance of the objects of the Association set out in clause 3 and in accordance with the processes described in clause 12
'Association Team Captain'	the captain of a team representing the Association in regional or national competition

- ‘Cleveland’ the area within the local government boundaries of the Boroughs of Hartlepool, Middlesbrough, Redcar and Cleveland and Stockton-on-Tees as defined by The Cleveland (Structural Change) Order 1995 effective on 1st April 1996
- ‘Club’ a chess club affiliated to the Association and referred to in Schedule 2
- ‘Club Secretary’ a Member appointed by a Club to give and receive information from the Association and whose details appear in Schedule 2
- ‘Club Treasurer’ a Member appointed by a Club to collect fees and administer its funds and whose details appear in Schedule 2
- ‘Constitution’ clauses 1 to 12 of this document
- ‘ECF’ the English Chess Federation (a company limited by guarantee under number 5293039) whose registered office is situate at The Watch Oak, Chain Lane, Battle, East Sussex TN33 0YD
- ‘EGM’ an extraordinary general meeting of the Members
- ‘Equipment’ chess sets, boards, clocks (mechanical or digital) and score-sheets

‘Executive Committee’	a committee elected by the Members to manage the Association
‘F.I.D.E.’	The Federation Internationale des Echecs
‘Fund Manager’	the Member appointed at a General Meeting, or in default of such appointment the Treasurer, to manage the allocation of the Association Fund in accordance with the processes described in clause 12
‘General Meeting’	an annual or extraordinary general meeting of the Members
‘Juniors’	Members under the age of eighteen years on the commencement date of a season under the Rules
‘Member’	an eligible chess player fulfilling the conditions of membership of the Association set out in clause 4
‘Non-executive Officers’	the President, the Grader, the Individual Organiser, an Association Team Captain, the Webmaster, the Fund Manager, a delegate to the ECF or other body and any Member elected by the Members or co-opted by the Executive Committee or the Chairman to perform a duty for the Association and whose details appear in Part 2 of Schedule 3

‘Officer’ or ‘Officers’	the Chairman, the Secretary, the Treasurer and the Match Organiser as elected by the Members or as may be co-opted by the Executive Committee and whose details appear in Part 1 of Schedule 3
‘Particulars’	the name, postal and/or email addresses and telephone number of a Member holding an office and its description.
‘Personal Data’	the full name, date of birth (only if required to determine qualification as a junior, or for a particular competition or fee), postal and email addresses, telephone number, Club, E.C.F. direct membership and grading reference numbers, the results of chess games played by a Member and his/her grading.
‘Public Domain’	the Website, the English Chess Federation and its publications.
‘Rules’	the rules adopted from time to time by the Association for the conduct of its individual, cup and league competitions set out in Schedule 1
‘Schedules’	the schedules to the Constitution
‘Team Captain’	a Member appointed by a Club to lead a team entered by it in a league or cup competition

‘Trustee’	a Member appointed at a General Meeting to hold property belonging to the Association on certain trusts
‘Webmaster’	the Member or Members operating and maintaining the Website
‘Website’	the website owned by the Association and dedicated to its affairs (being addressed: <a href="http://www.clevelandchessassociation.org.uk">www.clevelandchessassociation.org.uk</a> or any substitute address that may be provided by the Association from time to time)

2.2 Unless the context otherwise requires:

- 2.2.1 singular includes the plural and vice versa;
- 2.2.2 the references to persons include references to firms companies or corporations and vice versa;
- 2.2.3 references in the masculine gender include references in the feminine or neuter genders and vice versa;
- 2.2.4 references to any statutory provision shall be construed as including any statutory modification or re-enactment of it and any order, regulation, directive or code of practice made under it or associated with it;
- 2.2.5 the clause headings do not form part of this constitution and shall not be taken into account in its construction or interpretation; and
- 2.2.6 any reference to a clause or a paragraph or a schedule is to one in this document so numbered or named.

### **3. Objects**

- 3.1 The objects of the Association shall be to promote and advance the game of chess in Cleveland and in and around

the location of Clubs outside Cleveland which are from time to time affiliated to the Association.

- 3.2 To benefit the Members, the Association may affiliate or not with the ECF or any other national or regional body on whatever terms may be approved from time to time at General Meeting.

#### **4. Membership**

- 4.1 Membership of the Association shall be open to:
- 4.1.1 A member of a chess club meeting at a venue within Cleveland; or
  - 4.1.2 A member of a chess club which has been accepted by the Association to participate in its competitions and meeting at a venue outside Cleveland; or
  - 4.1.3 An individual chess player ordinarily residing in Cleveland.
- 4.2 The Association may in its absolute discretion decline to accept as a Member any person qualified under clause 4.1.
- 4.3 The Association shall set an annual subscription at its AGM that every Member shall pay.
- 4.4 The Association may set conditions for membership.
- 4.5 A Member shall conduct him/herself at all times in a proper and respectful manner whilst participating in any competition organised by the Association and, without prejudice to the generality aforesaid, shall not malign any Officer or Non-executive officer performing his/her duties under the Constitution.
- 4.6 A Member shall obey the Rules.
- 4.7 For the purposes of the General Data Protection Regulation 2018, and as a condition of membership, a Member consents to the Association:
- 4.7.1 keeping a record of his/her Personal Data in writing and/or by electronic means;

- 4.7.2 transferring or sharing such elements of his/her Personal Data with the English Chess Federation ('E.C.F.') that may be required for its administration of the game of chess generally and for it to provide grading services effectively;
- 4.7.3 placing his/her name, Club, E.C.F. direct membership and grading reference numbers, grading and the results of chess games played in the Association's competitions in the Public Domain and retaining such Personal Data after his/her membership may have terminated; and
- 4.7.4 in addition, placing his/her Particulars when he/she is an Officer or Non-executive Officer in the Public Domain.
- 4.8.1 The Association shall use Personal Data for administrative or management purposes only; and
- 4.8.2 The Officers and Non-executive officers shall keep a Member's date of birth confidential, if supplied.
- 4.9 The Association may in its absolute discretion terminate the membership of a Member subject to a refund in whole or, if appropriate, in part of any current subscription paid by that Member.
- 4.10 Clubs having Juniors under their actual or deemed supervision or control, whether as members or not, shall ensure compliance with all laws and regulations pertaining to their security, safety and well-being (including, but without limitation, the Child Protection Policy that may be published from time to time by the Association) and shall organise and administer coaching, competitions or other events for their advancement in accordance with good practice.
- 4.11 Members supervising or otherwise responsible for Juniors shall be deemed to consent to their Clubs (or, if necessary, the Association) making any security checks required by law or reasonably considered appropriate.

## 5. Officers

- 5.1 The officers of the Association are:
- a. a chairman;
  - b. a secretary;
  - c. a treasurer; and
  - d. a match organiser.
- 5.2 The non-executive officers are:
- a. a president;
  - b. a grader;
  - c. an individual competition organiser;
  - d. an Association team captain;
  - e. a Webmaster;
  - f. a Fund Manager; and
  - g. a delegate to the ECF or other body.
- 5.3 A Junior cannot be elected or co-opted as an Officer or a Non-executive Officer.
- 5.4 The Officers and Non-executive Officers:
- 5.4.1 must be proposed and elected by ballot at an AGM; or
- 5.4.2 in the event of a vacancy for an Officer arising, as may be co-opted by the Executive Committee; or
- 5.4.3 in the event of a vacancy for a Non-executive officer arising, excepting for the President, as may be co-opted by the Executive Committee or the Chairman.
- 5.5 An Officer or Non-executive Officer shall hold office until:
- a. his resignation; or
  - b. it is determined by a resolution passed at an EGM convened for the purpose that he is unable or unwilling to fulfill his duties and responsibilities or has breached the Constitution; or
  - c. the conclusion of the next AGM when he must retire.



- 5.6 An Officer or Non-executive Officer is eligible for re-election, subject to clause 7.2d.
- 5.7 An Officer or Non-executive Officer must be a Member throughout his tenure of office and may occupy more than one office if so elected at an AGM or if co-opted.

## **6. Management by the Executive Committee**

- 6.1 The Executive Committee shall be comprised of the Chairman, the Secretary, the Treasurer and the Match Organiser and shall manage the Association with the authority of the Members to pay:
- 6.1.1 all expenses of a routine nature incurred for its benefit;
  - 6.1.2 no more than £200 per annum on expenses of a non-routine nature for its benefit PROVIDED that no sum authorised to be spent on a particular event or activity at a General Meeting shall thereby be exceeded; and
  - 6.1.3 no more than £500 from the Association Fund in respect of any single Proposal.
- 6.2 The Executive Committee shall have no authority to incur liabilities for the Association in excess of its assets.
- 6.3 The Executive Committee shall have the authority to issue a directive to any Member on any question relating to the affairs of the Association and to co-opt a Member as an Officer or Non-executive Officer pending a determination or ratification at the next General Meeting.
- 6.4 An Officer may call an Executive Committee meeting at any time.
- 6.5 Three Officers are required to form a quorum at a meeting.
- 6.6 Decisions of the Executive Committee shall be made by a majority vote of the Officers present.

## **7. Duties and responsibilities of the Officers**

- 7.1 The Officers and Non-executive Officers shall act at all times:
- 7.1.1 in good faith;
  - 7.1.2 in the best interests of the Members; and
  - 7.1.3 in accordance with the Constitution.
- 7.2 The Chairman is the chief officer of the Association and shall:
- a. chair General Meetings and meetings of the Executive Committee but not vote at such unless there is a tied vote and in which event he shall make the casting vote;
  - b. conduct the correspondence of the Association; and
  - c. have the authority to issue a directive to any Member on any question relating to the affairs of the Association including co-opting a Member as a Non-executive Officer pending a determination or ratification at the next Executive Committee meeting or General Meeting, as appropriate.
  - d. not hold that office for more than two consecutive years from the Annual General Meeting at which he was first elected, any period of service following co-option (whether or not ratified) being disregarded.
- 7.3 The Secretary shall:
- a. assist the Chairman in conducting the correspondence of the Association, and have the custody of all documents belonging to the Association;
  - b. keep full and correct minutes of all proceedings and records of the Association;
  - c. present a copy of the previous meeting's minutes at a General Meeting or a meeting of the Executive Committee, as the case may be;
  - d. post agendas for meetings;
  - e. have custody of the Personal Information of the Members jointly with the Treasurer;

- f. maintain the accuracy of the Schedules at all times;
- g. maintain an accurate inventory of the property of the Association and records of the custodians from time to time thereof; and
- h. ensure that the Constitution and the Schedules are made available to Members by display on the Website or, if necessary, in writing.

7.4 The Treasurer shall:

- a. keep the accounts of the Association and must make up the annual statement of accounts and balance sheet of the Association in each year;
- b. keep the Association Fund separate from the other funds of the Association, or separately identifiable, so that any sums available under the Association Fund are readily identifiable to the Executive Committee and the Members;
- c. ensure the accounts and balance sheet are made available to all Members when the notice of the annual general meeting is given;
- d. have custody of the Association's bank statements, cheque books, invoices and receipts;
- e. receive all money paid to the Association and pay the same into a bank account held in its name as prescribed by the Members in General Meeting;
- f. have custody of the Personal Information of the Members jointly with the Secretary;
- g. maintain a record of the subscriptions and fees paid by each Member and Club respectively;
- h. keep a Register of the Members and provide details thereof to the Officers, Non-executive officers and the Association from time to time;
- i. ensure payment of any expenses incurred by the Association and sanctioned by the Executive Committee or the Members in General Meeting; and

- j. act as the Fund Manager in the event that no other Member is elected to that post in any given year.

7.5 The Match Organiser shall:

- a. organise and administer the league and cup matches of the Association in accordance with the Rules;
- b. ensure that Particulars of Team Captains and fixture lists for league and cup matches in writing are sent by post or email to each Club Secretary and the Webmaster before the commencement of the season; and
- c. notify the Webmaster promptly of the results of matches.

7.6 The President shall:

- a. have been a Member for at least ten continuous years immediately prior to his election;
- b. serve as the figurehead of the Association and a consultant to the Chairman or the Executive Committee;
- c. perform, if willing, administrative duties requested by the Chairman or the Executive Committee; and
- d. assume, if willing, at the request of the Executive Committee the duties of the Chairman if he is unable or unwilling to perform them at a General Meeting or an Executive Committee meeting.

7.7 The Grader shall:

- a. collate the results submitted to him of games eligible for grading and played by Members under the Rules or in competition in Cleveland;
- b. submit such results promptly to a grader appointed by the ECF (or other body approved by the Members);
- d. use Personal Information only for grading purposes;
- e. if requested by the Members at General Meeting, compute for each Member a grade from results of games played under the Rules;

- f. evaluate available evidence and estimate a grade for any ungraded Member playing under the Rules and review the validity of any such estimated grade from time to time in his absolute discretion; and
- g. ensure that grading details of Members are delivered promptly to the Webmaster.

7.8 The Individual Competition Organiser shall:

- a. organise and administer an annual competition for Members competing individually in accordance with the Rules;
- b. pay all entry fees received by him to the Treasurer within twenty-eight days;
- c. ensure that the Members competing are notified in writing of their individual games; and
- d. ensure that the details and results of all games are promptly delivered to the Webmaster.

7.9 An Association Team Captain shall:

- a. enter, select and manage a team composed of suitably qualified Members of the Association to represent Cleveland in regional or national competitions for counties in England and Wales;
- b. liaise with the Treasurer for the payment of entry fees for such competitions by the due dates and of any expenses authorised by the Members at an AGM, to those Members entitled to receive them; and
- c. ensure that the results of such matches are promptly delivered to the Webmaster.

7.10 The Fund Manager shall manage the Association Fund in association with the Executive Committee and in accordance with clause 12.

7.11 The Webmaster shall:

- a. operate the Website as directed by the Executive Committee at all times;

- b. subject to clause 7.11a, post any information supplied by an Officer or Non-executive Officer on the Website; and
  - c. take reasonable steps to ensure the accuracy of any other information displayed on the Website.
- 7.12 A Member appointed to be a delegate to the ECF or other body shall convey at any meeting thereof the views of the Association as expressed by a General Meeting or the Executive Committee and report the outcome accordingly.

## **8 General Meetings**

- 8.1 An Annual General Meeting of the Association must be held not later than 31<sup>st</sup> July in every year.
- 8.2 The AGM shall:
- 8.2.1 receive and, if approved, adopt the accounts for the Association to the end of the preceding year;
  - 8.2.2 consider and, if approved, sanction any duly made alteration of the Constitution or the Rules;
  - 8.2.3 appoint the Officers and Non-executive Officers;
  - 8.2.4 appoint an auditor or auditors, if deemed appropriate;
  - 8.2.5 deal with any resolution that a Member desires to propose before the Association; and
  - 8.2.6 receive suggestions from the Members for consideration by the Executive Committee.
- 8.3 An Extraordinary General Meeting may be convened at any time by the Executive Committee and must be convened within twenty-eight days from receipt by the Secretary of a requisition in writing signed by not less than ten Members or half the membership of the Association whichever is the lower specifying the object of the meeting.

- 8.4 An EGM may be convened:
- 8.4.1 to consider and, if approved, sanction any duly made alteration of the Constitution or the Rules;
  - 8.4.2 to deal with any special matter which the Executive Committee wishes to place before the Members;
  - 8.4.3 to remove any Officer or Non-executive Officer from office and to fill any vacancy or vacancies caused by the removal; or
  - 8.4.4 to deal with any special matter which the Members requiring the meeting wish to place before the Association.
- 8.5 A General Meeting must be convened by written notice:
- 8.5.1 stipulating the date, time and venue of the meeting;
  - 8.5.2 specifying the matters to be dealt with; and
  - 8.5.3 displayed on the Website or, in the absence of such, by post or email to each Club Secretary not less than twenty-one days before the meeting.
- 8.6 Any Member shall not be entitled to personal notice of a General Meeting but may receive it by post or email from the Secretary if authorised by the Executive Committee.
- 8.7 Ten Members or half the membership of the Association whichever is the lower are required to form a quorum.
- 8.8 Juniors may attend a General Meeting but are not entitled to vote or be counted as part of the necessary quorum.

## **9 Voting**

- 9.1 Voting at General Meetings shall be on a show of hands by those Members present and entitled to vote.
- 9.2 Resolutions at General Meetings shall be passed on a majority of votes cast including amendments to the Rules

but EXCEPTING any change to the Constitution which shall require a three-quarters' majority to be passed.

- 9.3 It may be resolved at a General Meeting to hold a secret ballot of the Members on a particular question.
- 9.4 It may be resolved at a General Meeting to hold a postal ballot of the Members on a particular question.

## **10 Property and financial matters**

- 10.1 The property of the Association shall be held on trust by the respective Members or Clubs having custody or control thereof;
- 10.2 A custodian of any property of the Association shall be responsible for its safe-keeping but not for insuring it;
- 10.3 The Association shall determine at general meeting whether or not to insure any item of its property and, if so, on what terms;
- 10.4 All bank accounts holding money belonging to the Association shall be mandated to require the signatures of any two of either the Chairman, the Secretary or the Treasurer to effect any withdrawals by cheque or otherwise;
- 10.5 All cash or cheques constituting payments to the Association which are received by any Member shall be given to the Treasurer within twenty-eight days;
- 10.6 The Association may accept gifts of property;
- 10.7 The domain name of the Website, its design works and the written information displayed thereon shall belong to the Association; and
- 10.8 The Association may declare specific trusts of its assets and appoint Trustees from its membership to ensure that the terms are fulfilled.

## **11 Auditors**



11.1 The Executive Committee may engage a firm of accountants to prepare and audit the annual accounts or a suitably qualified Member to audit the latter.

## **12 Association Fund**

12.1 The Association may from time to time hold an Association Fund, and may receive donations from Members or other persons to the said Association Fund. The Association Fund shall be accounted for separately from the other funds held from time to time by the Association, and shall be used for the purposes described in this clause 12.

12.2 The Association Fund shall be managed by the Fund Manager in accordance with this clause 12. The Fund Manager may issue guidelines to Members concerning the submission of Proposals (as that term is defined in clause 12.3 below), which guidelines shall have been approved by the Executive Committee and ratified by the Association in a General Meeting.

12.3 Any Member may submit in writing to the Fund Manager a proposal for the allocation of the Association Fund ('a Proposal'), describing in detail (i) how the Proposal meets with the objects of the Association; and (ii) the sum of funding sought and what other resources including any match funding will support the activities described under the Proposal; (iii) how the funding will be used and in accordance with what milestones; and (iv) to whom the funding will be paid.

12.4 The Fund Manager may summarily reject any Proposal which does not in the opinion of the Fund Manager meet with the objects of the Association (as described in clause 3 hereof) or if there are or will remain insufficient funds in the Association Fund available to allocate to meet the funding request under the said Proposal taking into consideration other tabled Proposals.

12.5 Any Proposal which the Fund Manager decides meets with the objects of the Association and for which there are sufficient funds in the Association Fund shall be posted by the Fund Manager on the Website including a detailed description of the Proposal and naming the proposer(s) thereof. The Fund Manager shall state whether he or she recommends whether the Proposal be funded from the Association Fund, and if so whether the funding ought to be drawn down in stages against milestones.

12.6 Any Member may, during a period of thirty (30) days from the posting of the said Proposal on the Website ('the Notice Period'), in writing to the Fund Manager raise a query or request to receive further particulars concerning the Proposal, whereupon the Fund Manager shall use reasonable endeavours promptly (and always within the Notice Period) to answer such query or to supply the further particulars, in consultation where appropriate with the proposer of the Proposal. Any such correspondence and the outcomes thereof may be summarised by the Fund Manager on the Website should the Fund Manager consider that this may be helpful to the Members' understanding of the Proposal.

12.7 In the event that a Proposal requires to be amended at any time it shall be re-posted to the Website and treated as if it were a new Proposal, and the Notice Period shall re-commence from the date of the posting of the amended or new Proposal.

12.8 At the end of the Notice Period, the Fund Manager shall submit the Proposal to the Executive Committee together with a statement of his or her recommendations and a statement of representations received from Members that he or she has received thereon. The Executive Committee shall decide in accordance with the processes in clause 6 of the Constitution whether an award of Association Fund funding shall be made in support of the Proposal. The decision of the Executive

Committee shall be final and binding on the Members, and shall be published on the Website.

12.9 In the event that an award is made from the Association Fund in support of a Proposal, and always provided that there are sufficient funds available in the Association Fund, a payment or payments may be made from the Association Fund in support of the Proposal in accordance with clause 10 of the Constitution.

12.10 It shall be a condition of funding that the Member receiving funding under the Association Fund shall promptly report to the Fund Manager and keep the Fund Manager notified of the outcomes of usage of the award from the Association Fund at any time on request from the Fund Manager, and that the Association may use the said reports for press releases or other publicity purposes in support of the objects of the Association.

## **SCHEDULE 1**

### **The Rules**

[Text as published on the Website]

## **SCHEDULE 2**

### **The Clubs**

[Name, venue, club night, Club Secretary and Club Treasurer with their postal and email addresses and telephone numbers as published on the Website]

## **SCHEDULE 3**

## **Part 1: The Officers**

[Office held, name, postal and email addresses and telephone number as published on the Website]

## **Part 2: The Non-executive Officers**

[Office held, name, postal and email addresses and telephone number as published on the Website]