

MEDITERRANEAN CHESS ASSOCIATION



*MEMORANDUM
AND
ARTICLES OF ASSOCIATION*

Thursday, March 5, 2020

Memorandum of Association of the Mediterranean Chess Association

1. The name of the organisation is: “*Mediterranean Chess Association*”.
2. The objects and activities for which the Association is established are:-
 - (a) To safeguard and further the interest of chess within the Mediterranean region, as well as the interests of its members;
 - (b) To foster a positive framework of friendship and collaboration and generate peaceful relationships within the Mediterranean region;
 - (c) To provide an organisation for the promotion and participation of chess in all related existing and future activities, competitions and seminars within the Mediterranean region;
 - (d) To disseminate useful and instructive articles and ideas with respect to chess education.
 - (e) To raise funds by means of subscription of members or otherwise for all the purposes and objects of the Association in such amounts and in such manner as may be authorised by the Association;
 - (f) To do all such other lawful things as are incidental or conducive to the attainment of the above objects.
3. The Association is an independent non-profit making Association. The income and property of the Association shall only be applied to promote the objects of the Association. Members shall receive no dividend, or bonus, or any other kind of profit, directly or indirectly, from the Association. However, nothing herein shall prevent the payment, in good faith, of remuneration to any member, or to any servant, or officer of the Association, or to any other person, for services actually rendered to the Association. If any Member of the Association pays or received any dividend, or bonus, or any other profit in contravention of this stipulation his liability shall be unlimited.
4. The Association is the only organisation who has the right to organise the various Mediterranean Championships. It has the right to sanction regulations to achieve these objectives and apply them accordingly.
5. In the event of a dissolution or of a winding up of the Association any surplus property, after the payment of all debts and liabilities shall be transferred to the Association International des Echecs (FIDE) or to whatever officially recognised charitable institution the last Board in office deems appropriate.
6. The official language of the Association is English. However in documents relating to the statute containing different versions in more than one language, the English version is final.



ARTICLES OF ASSOCIATION OF THE MEDITERRANEAN CHESS ASSOCIATION

NAME, CONSTITUTION AND INTERPRETATION

- 1 The name of the association is 'Mediterranean Chess Association'. It is hereinafter called the 'Association' or by its acronym 'MCA'.
- 2 The registered office of the Association shall be at such place as may be determined from time to time by the Board.
- 3 The Association is established for the objects and activities stated in the 'Memorandum of Association'.
- 4 In these Articles, unless inconsistent with the subject or context:
 - (a) words importing the singular include the plural and vice-versa;
 - (b) words importing the masculine gender include the feminine and neuter genders and vice-versa;
 - (c) the word person includes moral entities having a separate legal personality.

MEMBERSHIP

- 5
 - (a) The MCA shall consist of members only from Federations forming part of the Mediterranean Games, as listed in Annex 1 and who, having accepted the objects and activities for which the association is established, shall have been admitted to membership as hereinafter provided. Certificates of membership may be issued under such terms and conditions as may be established by the Board.
 - (b) Any changes to the Federations eligible for membership shall be made only through the General Assembly.
 - (c) The eligibility of any Federation for membership will be dependant on its eligibility as a member in the Mediterranean Games.
- 6 Members shall appoint their representatives for the purposes of and in accordance with the rules set out below. Any such member may revoke at any time the appointment of his representative and may substitute another representative in his stead. All appointments and revocations shall be made in writing.
- 7 Applications for membership shall be made on the appropriate form of the Association, as laid down by the Board from time to time. Applicants shall have to satisfy the Board as to their qualifications and to undertake to be bound by the Memorandum and the Articles of Association.
- 8 The Board shall have the right to allow or refuse membership to any applicant and it shall not be bound to give any reasons for its decision. However, any candidate whose application is not entertained may delegate a member to plead his case at a General Assembly which shall have the right to reverse the Board's decision. A candidate who is rejected by the Board and the General Assembly may be proposed again only after the lapse of one year.
- 9 The Board may for a just cause terminate the membership of any member. In cases of alleged grave breach of the Association's Code of Ethics, the Board, before taking a decision, shall refer the matter to an Ethics Committee, consisting of a Board member and two members of the Association appointed by the Board. If the Committee reports against the member, the Board shall have the right to terminate membership. In any case, before the Board takes its final decision, the member shall be given the opportunity to submit his defence in writing to the Board. The termination of membership by the Board shall be subject to appeal to a General Assembly of the Association, provided that the member affected by the Board's decision shall exercise his right of appeal in writing not later than thirty days from the date on which he is effectively served with the Board's decision. The member's appeal shall be addressed to the President of the Association.
- 10
 - (a) The Board may terminate the membership of any member whose subscription is in arrears by more than 6 months.
 - (b) A member shall cease ipso facto to be a member if his subscription is in arrears by more than 24 months.
 - (c) Any member may terminate his membership by giving notice in writing to the President. He shall forfeit the subscription, if already paid.



THE BOARD

- 11 (a) The business of the Association shall be managed by a Board which shall consist of at least eight members.
(b) Board members shall be elected from and by the members.
(c) The elected Board members may co-opt by majority vote any other person or persons they deem appropriate. Persons co-opted to the Board will have full voting rights as any other Board member and such appointment will be for the duration of the Board's period of election.
- 12 It shall be the responsibility of the Board to:
 - (i) Manage the Association in accordance with the provisions contained in the Memorandum and Articles of Association;
 - (ii) organise the Championship cycle for men, women and juniors; comprehensive regulations for the respective Championship cycles must be printed and circulated to all members by not later than January 31st of each year ;
 - (iii) empower any of its members or any other person or persons to bind the Association with third parties;
 - (iv) affiliate or otherwise associate the Association to international organisations having similar or complementary objects;
 - (v) establish a Code of Ethics for members as bye-laws of the Association binding all members and to promote its observance by the members as a whole;
 - (vi) establish and amend as necessary bye-laws for the routine day-to-day operation of the Association;
 - (vii) borrow, secure and raise money by the issue of debentures or debentures stock, or other security as approved by a General Assembly, provided that the Board may borrow up to a maximum of Euros 3,000 without recourse to a General Assembly;
 - (viii) invest the funds of the Association and deal with its assets to the best advantage;
 - (ix) certify and authenticate documentation against the payment of such fee as the Board may determine from time to time;
 - (x) carry out all such other activities as may be incidental or conducive to the attainment of the objects of the Association;
- 13 Subject to the provisions of Clause 3 of the Memorandum of Association of the Association, members of the Board shall hold office in an honorary capacity and shall not be personally responsible for any liability lawfully incurred by the Association, which is a non profit sharing organisation.
- 14 (a) The Board can take and agree decisions by letter, fax or e-mail if no Board member demands a meeting. The President will determine whether to call a Board meeting or in his absence any of the Vice Presidents. Minutes of the discussions and final decisions will be made in all cases.
(b) 50% of the elected or co-opted Board members shall form a quorum.
- 15 The President shall be bound to convene special meetings of the Board if so requested by at least three Board members. In their request, which shall be in writing, the said members shall state the object for the convening of the meeting. The meeting shall be called and held by not later than one month from receipt of the request.
- 16 Unless otherwise stated, all Board decisions shall be passed by a simple majority of votes.
- 17 The application by the Board of any disciplinary measure against any member and/or representative shall require the approval of not less than a three-fifths majority of the entire Board.
- 18 The Board shall not discuss matters that are not contained in the Agenda with the exception of any matter, which, in the view of the Board, is considered to be of an urgent or important nature.
- 19 All the members shall have the right to vote for the election of the Board.
- 20 (a) Any member entitled to vote shall have the right to propose or to second any number of eligible candidates for the election to the Board.
(b) Eligible candidates shall be individual members who will have joined the Association at least six months previous to the election.



- 21 (a) The election for the Board shall take place every four years. Members of the Board will therefore be elected for a period of four years.
- (b) Nomination papers, obtainable from the Association, should be completed and submitted to the Secretariat of the Association at least four weeks prior to General Assembly. A list of the nominated candidates shall then be sent by the General Secretary to all members together with:
- (i) *a notice convening the Annual General Assembly;*
 - (ii) *the Agenda*
 - (iii) *any motions to change the Statute*
- 22 The Board will select two scrutineers from amongst the Members to act as Election officials. The scrutineers will ensure that all people who will vote at the General Assembly are eligible to vote.
- 23 (a) A Board made up of a President, a Deputy President, three Vice Presidents (one from each Continent), a General Secretary and Treasurer shall be elected from and by the Members of the Association at the General Assembly.
- (c) In the event that the number of nominated candidates should be less than required, the elected Board members may co-opt by majority vote any other person or persons they deem appropriate.
- (d) In the case of two or more candidates securing an equal number of votes the election shall be decided by the drawing of lots by the scrutineers.
- 24 (a) Any vacancies in the Board shall be filled within thirty days, but the Board may continue to act notwithstanding any vacancy.
- (b) Should a vacancy occur in the Board, the person with the next highest number of votes at the last annual elections shall fill the vacancy for the remaining period of the year. Provided that, if there is no such member, a bye-election will be held in the usual manner, after a call for nominations to fill the vacancy or vacancies.
- 25 The President shall convene and preside over all General Assemblies and over all meetings of the Board. He is to ensure the strict observance of all the Articles of Association in the discussions and deliberations of all such meetings. In cases of great urgency the President may take decisions accorded normally to the Board. Any such decision taken by the President will need to be minuted and approved by the Board at the next meeting.
- 26 In the absence of the President, the Deputy President shall enjoy all the powers accorded to the President under these Articles of Association. In the absence of both these officers, the other Board members present shall appoint one of the same to chair the meeting.
- 27 a) The General Secretary is responsible for all administrative activities within the Board and he may appoint a Member from the Board to assist him in his activities.
- b) He is responsible for keeping all the minutes of General Assemblies and Board Meetings. He is also responsible for taking care of the Association's correspondence, requesting results from the tournament organisers of activities which are held under the auspices of the Association and he is also responsible for holding a record of all events held under the MCA's auspices.
- c) The General Secretary is also responsible for advising and communicating to all members the Association's activities.
- 28 a) It shall be the duty of the Treasurer to exercise overall control over the financial administration of the Association and to submit duly audited accounts to the Board. The financial year of the Association shall run from the 1st January to the 31st December of each year. The Board shall present the said accounts to the Annual General Assembly for approval as provided in Article 33.
- b) The Treasurer is responsible for looking after the Association's assets in terms of any property, finances, fixtures, clocks, boards, sets, books etc.. The list of assets must be audited on an annual basis.
- c) The Treasurer is responsible for keeping an updated list of all members and subscriptions paid, and such list should be readily available to all members of the Association.
- d) The Treasurer must obtain due authority from the Board to issue any payment over the limit as established by the Board from time to time.
- 29 The Association's Auditor, appointed at the Annual General Assembly in terms of Article 33, shall not be eligible for membership of the Board during his term of office.
- 30 No claims for moneys due to the Association shall be abandoned without the approval of the Board. Similarly no property shall be written off without the consent of the Board.



- 31 All bank documents shall be signed by the Treasurer and at least one of the following:
- (i) The President;
 - (ii) The Deputy President
 - (iii) A Vice President;
 - (iv) The General Secretary
- 32 The Board may appoint a senior permanent, on a part-time or full-time basis, official who shall be responsible for the execution of policies laid down and directives given by the Board. He shall also be responsible for the administration of the Association's office and activities. He shall report to the President of the Board. The Board shall also appoint any other permanent staff, as may be required from time to time, funds permitting. All permanent officials shall fulfil their duties under the overall control of the Board Members.

GENERAL ASSEMBLIES

- 33 The Annual General Assembly shall be held by not later than 15th December of each year and immediately before any election of the Board. The proceedings of the Annual General Assembly shall include:
- *reports by the President and General Secretary;*
 - *approval of the previous year's minutes;*
 - *the presentation, discussion and approval of the MCA's accounts for the preceding financial year by the Treasurer;*
 - *and the appointment of any auditor.*
 - *any other matters as included in the notified General Assembly agenda.*

Any member shall then have the right to raise any question or to move for discussion only any motion having reference to any of the objects and activities of the Association as defined in the Memorandum of Association. Motions shall be presented in writing to the President not less than six weeks before the Annual General Assembly and shall be circulated with the relevant agenda. Extraordinary General Assemblies may be held during the year at the discretion of the Board.

- 34 (a) Members shall be given at least one month's notice of all General Assemblies, annual or extraordinary.
(b) Fifty per cent of the total number of persons entitled to vote shall form a quorum. If a quorum is not present at the appointed time the President shall postpone the meeting for an appropriate time following which those members present will be considered a quorum, provided that no less than thirty per cent entitled to vote shall be present.
- 35 The President shall be bound to convene an Extraordinary General Assembly if so requested by not less than fifteen percent of the Members. In their request, which shall be in writing, the said members shall state the object for the convening of the meeting. The meeting shall be called and held by not later than three months from receipt of the request.
- 36 Saving anything to the contrary in these Articles, all decisions at General Assemblies shall be passed by a majority of votes of those present.

VOTES

- 37 (a) Any member will be entitled to one vote only.
(b) At General Assemblies votes shall be taken by show of hands, or by secret ballot if so desired by any Member.
(c) Voting by proxy will be permitted subject to adequate verification of proxies by the Board. In all cases no member may present more than one proxy.
(d) The Board may also sanction the use of electronic means of voting via e-mail subject to adequate authentication and verification measures being put in place. The Board will also ensure that members are kept informed in real time of developments during General Assemblies for appropriate voting decisions.
- 38 Any member shall forfeit his right to vote at General Assemblies if his subscription for the preceding year is in arrears at the time when such meetings are held.
- 39 The Chairman of any meeting shall have an original vote and, in the case of an equality of votes, he shall have the right to exercise a casting vote.



SUBSCRIPTIONS

- 40 (a) The subscription fee, as established by the General Assembly, shall be payable yearly in advance.
(b) The subscription payable falls due on the 31st December of each year, and the structure of membership classification and annual fees shall be as determined by Board from time to time.
(c) Applications for membership shall not be considered unless accompanied by the subscription fee for at least one year's membership.
(d) If, by the time the subscription falls due, a member has not yet paid the previous year's subscription, he shall not be entitled to benefit from reduced rates or services available to Association members.
(e) Any member who resigns or forfeits his membership shall on re-joining be liable to pay a re-admission fee equivalent to one year's subscription apart from the annual subscription fee.

COMMITTEES

- 41 (a) The composition, election of officials, and terms of reference of any committees shall be as established by Board from time to time.
(b) The Board may appoint Executives or other Committees to deal with matters of constant recurring importance, or for any of the objects or activities referred to in Clause 3 of the Memorandum of Association and Article 5 of these Articles. Either the President, Deputy President, Vice Presidents, Treasurer or the General Secretary shall be an ex-officio member on any such committee.
(c) Any group of Members may request the Board to elect a sectorial and other Committee from among themselves. Any such Committee will be subject to the approval of the Board. The application for the formation of such a committee, must be signed by at least three members of the Association.
(d) When matters affecting any such Committee are discussed at any Board meeting, the President may ask for the attendance and assistance of a representative of the Committee concerned, who shall not have the right to vote thereat unless such representative is a member of the Board and therefore entitled to vote as such.
- 42 Any committee shall appoint at its first meeting a chairman by a majority of votes.
- 43 For the smooth working of any committee the chairman shall apply all the rules pertaining to the Board. Any deviation due to any unforeseen circumstance shall be reported at once to the Board for approval. The quorum for any committee appointed by Board shall be not less than fifty percent of the members of such committee.

GENERAL

- 44 In judicial proceedings the Association shall be represented by its President, who shall be able to sue or be sued on its behalf. In the absence of the President, representation shall vest in the Deputy President and then the Vice President. In the absence of all these officers representation shall vest in the member or members appointed by the Board.
- 45 The accidental omission to give notice of any meeting to, or the non receipt of notice by, any member shall not invalidate the proceedings at that meeting.
- 46 It shall be lawful by a resolution approved by a two-thirds majority of at least 50% of the members entitled to vote and present at any General Assembly to amend or revoke any of these Articles of Association, or to make such other Articles in addition as to them shall seem proper.
- 47 The Board shall be the sole interpreter of these Articles of Association.
- 48 The dissolution or winding up of the Association shall be decided by a two-thirds majority of the members present at a General Assembly convened specifically for the purpose. Notice of this meeting must be given to all members at least six weeks prior. Any surplus funds at the time of such dissolution or winding up shall be disposed of as provided for in Clause 5 of the Memorandum of Association of the Association.
- 49 The effective date of this Statute shall run from the date of the General Assembly which approves it.



	Albania Chess Federation Address: Federata shqiptare e Shahut, rruga Liman Kaba, Parku Olimpik Tirana, Tirana, Albania		Fédération Algérienne des échecs Address: 07 rue Omar Amimour, 16000, Alger, Algeria
	Federació d'Escacs Valls d'Andorra Address: Centre de Tecnificació Esportiva d'Ordino, C/ Narciso Yepes, s/n AD300 · Ordino, Andorra		Sahovska unija Bosne i Hercegovine Address: Marsala Tita 70, 75000 Tuzla, Bosnia and Herzegovina
	Hrvatski Sahovski Savez Address: Trg Kresimira Cosica 11, 10 000 Zagreb, Croatia		Cyprus Chess Federation Address: P.O. Box 42184, 6531 Larnaca, Cyprus
	Egyptian Chess Federation Address: 269 Imtedad Ramsis 2/ Flat3 Nasr City, Cairo, Egypt		Federation Francaise des Echecs Address: Fédération Française des Echecs, 6 rue de l'Eglise, 92600 Asnières sur Seine, France
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	General Libyan Chess Federation Address: P.O. Box 879, Tripoli 3993, Libya		Malta Chess Federation Address: 5, "Marville", Triq il-Qasam, Swieqi SWQ 3021, Malta
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