

World Chessboxing Charter

Jan 2021

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2 Introduction

[World Chessboxing] ("WCB") is the international umbrella organization for all national and international associations and federations of the sport of chessboxing. It represents the interests of chessboxers and its members throughout the world.

The WCB is politically and religiously neutral. It condemns racist, xenophobic, and other discriminatory tendencies. Particularly, it denounces discrimination based on gender, race, colour of skin, language, religion, political opinion, nationality, social background, or sexual orientation. Every facet of the sport is open to all genders identities alike and the Charter and codes of the WCB linguistically pertain equally to all gender identities.

The WCB advocates sports free of illegal drugs and adheres to the codes of the World Anti-Doping Agency (WADA).

The WCB is registered company (No. 06777848) limited by guarantee (without shares) and registered charity (No. 1131672) in England and Wales. The WCB is therefore bound by statutes upheld by the Charity Commission¹ and cannot by law pursue profitable objectives.

The WCB consists of its members ("The Membership"), WCB president ("The President") and directors ("Executive Board"). The Membership is responsible for appointing The President and the Executive Board. The WCB president is a non-

¹ <https://www.gov.uk/government/organisations/charity-commission>

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voting non-executive member who is responsible for ensuring proper governance by The Membership. The Executive Board are responsible for carrying out the directions of The Membership and the day-to-day operations of the WCB. See appendix 1 which sets out an organogram of this structure.

For the purposes of interpreting this charter, "in writing" shall be given the meaning of either by post or by email to the registered postal or email address of each Member.

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3 Objectives

The WCB can only pursue not-for-profit objectives, which are as follows:

- a) Provide a global framework which represents the interests of chessboxers and those involved in and running the sport of chessboxing before any and all other interests including those individual interests of WCB members and the interests of the WCB itself.
- b) The drafting and maintenance of a set of rules for chessboxing which prioritises the safety of all participants, fairness of competition and audience entertainment.
- c) Act as a sanctioning body for the purpose of maintaining fighter safety over all other concerns, the enforcement of the rules of chessboxing consistently across all elements of the sport and to sanction titles and belts.
- d) Act as an unbiased international arbiter and forum for chessboxing organisations across the globe giving no competitive advantage, bias, undisclosed funding or favour to any individual, individual organisation or group of organisations.
- e) Work with chessboxing organisations to create standardised coaching, referee and arbiter training, standards and certification to be used across all chessboxing activities.

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- f) To ensure that chessboxing is accessible to all and not to discriminate on gender, race, colour, ethnic or national origin, religion, disability, sexual orientation, social class or age.
- g) To assist in the creation, dissemination and making freely available to all members all information related to chessboxing that may assist them in improving both the sport and chessboxing events.
- h) Provide total transparency, access to all documents and information pertaining to the WCB and its dealings to all members at all times on an electronic file sharing system.
- i) To work to promote the sport of chessboxing generally, in the media, within the sport and the global sporting community.
- j) Represent the sport of chessboxing in all supra-governing bodies such as the Global Association of International Sports Federations and the Olympics.
- k) To encourage and help members wherever possible to provide opportunities in their local communities for young people to benefit from chessboxing training free of charge or at least on a non-profit basis.

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4 Membership

In accordance with objective a) of the WCB charter both the structure of membership and the selection process of members has been created in the best interests of those people participating in the sport. In order to ensure that those contributing most to the sport are able to have the greatest say in the sport, the WCB has three tiers of membership; Full Members, Associate Members and Honorary Members. Together the Full Members and Associate Members constitute ("The Membership").

4.1 Membership Conditions

The condition for Full and Associate Membership hereafter known as ("Membership Conditions") are as follows, the WCB member organisation:

- a) must be an independent chessboxing organisation and a registered legal entity in a sovereign state.
- b) must be the only member from a sovereign state
- c) cannot hold shares in or have control in any way over another member organisation and each member organisation must be wholly independent from every other member organisation and cannot share company directors, partners (if a partnership) or management personnel,
- d) accepts and adopts the WCB charter as amended from time to time,
- e) accepts and adopt the WCB chessboxing rules as amended from time to time,
- f) will only run chessboxing events sanctioned by the WCB in writing and no other chessboxing events.

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- g) must contribute at least one fighter (who is a member of their organisation) to a chessboxing event within any given 24 month period,
- h) must provide copies of all their governing documents, a list of shareholders, persons of significant control² and any information pertaining to control of the organisation to the WCB and update these documents if any of these documents change
- i) must pay any relevant fees and/or comply with all Financial Orders in a timely fashion.
- j) the WCB logo must be clearly displayed at every event, on any video or recording of the event and on any broadcast including live streams.

If a member fails in any of these requirements the Executive Board may, acting reasonably, provide the member a reasonable period of time to remedy this breach or determine their membership lapsed and their membership will then be dealt with under suspension clause 4.3 Suspension of Membership.

In addition to the above Membership Conditions, Full Members are required to run at least 3 chessboxing events during any given 36 month period and at least 1 event every 18 month period as reasonably determined by the Executive Board. If a member fails to fulfil this requirement the Executive Board may, acting reasonably, determine that they become an Associate Members assuming that they are fulfilling the requirements of an Associate Member. This decision must be ratified (approved) at the next General Meeting.

² <https://www.gov.uk/government/publications/guidance-to-the-people-with-significant-control-requirements-for-companies-and-limited-liability-partnerships>

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Should the Executive Board determine that unavoidable global circumstance such as pandemics, wars or natural disasters (“Force Majeure”) preclude the running of chessboxing events for a period of time the requirements to provide fighters under clause 4.1 Membership Condition, g) and to run chessboxing events as required for Full Membership shall be suspended for the period of time when a Force Majeure persists.

Persons having rendered outstanding services to the sport of chessboxing and/or to the WCB, can be made Honorary Members. Honorary Members have no authority or powers under this charter unless they also hold another title.

4.2 Attaining Membership

In order to attain Full Membership or Associate Membership, a written application is to be filed with the Executive Board. An application for membership requires:

- a) A signed letter confirming compliance and continued compliance to all conditions of membership as set out in this charter including but not limited to clause 4.1 Member Conditions.
- b) Copies of all their governing documents (which must comply with this charter), a list of shareholders, persons of significant control and any information pertaining to control of the organisation to be stored in the share file system and made accessible to all members

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- c) Provision of the name, address, mobile phone number and email address of the person chosen by the provisional member to represent them in all WCB matters.

- d) Proof of and details of completed chessboxing events and contribution of fighters to chessboxing events.

Should a prospective member make a compliant application that meets the Membership Conditions, The Executive Board may appoint them as a provisional member ("Provisional Member"). Once a provisional appointment has been made this charter will govern the Provisional Member; however, this membership will need to be ratified by The Membership in a General Meeting. If the Provisional Member is not ratified within 18 months then the membership lapses and is terminated. If successful, new members will receive written confirmation of their appointment, including a start date.

Notwithstanding clause 4.1 Membership Conditions part b), if a successful application is made by an organisation registered in the same sovereign state as another existing member or successful applicant then these two or more organisations will form together an umbrella organisation which will represent the interests of these organisations. This umbrella organisation will then make an application for membership. Until such time as this umbrella organisation is formed and registered as a member, all qualifying organisations in a sovereign state shall be appointed as Provisional Members and be dealt with under this charter as if they were a single member sharing jointly and severally all rights and obligations under this charter, including voting rights. If there is more than one Provisional Member sharing voting rights they must agree unanimously in order

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to exercise those voting rights even if they hold more than one vote. If they cannot agree unanimously on a particular vote then they cannot exercise their voting rights and will have been deemed to have abstained from that particular vote.

In cases where an umbrella organisation representing the interests of two or more chessboxing organisations already exists in a sovereign state, that umbrella organisation must take on any new successful applicants from within that sovereign state as members of that umbrella organisation and represent them along side their existing members.

4.3 Suspension of Membership

Full Members and Associate Members may be temporarily suspended by the Executive Board acting reasonably, if any member fails to fulfil the Membership Conditions. The Executive Board must inform the suspended member in writing. During suspension a member may no longer vote in General Meetings, hold WCB positions or run chessboxing events but is still bound by all elements of this charter. The decision to suspend a member from the WCB can be appealed at a General Meeting and overturned by The Membership. The suspended member is not entitled to vote on this matter but does have a right to be heard in regards to the suspension before the decision is taken. Should the suspended member remedy their breach of the Membership Conditions they should inform the Executive Board in writing. If the Executive Board, acting reasonably, determine that these breaches have been remedied they may reinstate the member.

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4.4 Termination of a Member

Membership of the WCB is terminated by liquidation (juristic person) or death (natural person) of a member, by resignation of the member (made in writing to the Executive Board), or by expulsion. A member can be expelled from the WCB and their membership terminated on significant grounds by decision of the The Membership. Significant grounds in this regard constitute, but are not limited to:

- a) a member, through negligence, causes or allows the serious injury of a chessboxer
- b) a member grossly neglects the WCB charter
- c) a member grossly neglects the WCB rules
- d) a member culpably causing grave damage to the reputation or interests of chessboxing or the WCB
- e) a member's behaviour is deemed to bring the sport of chessboxing into disrepute.
- f) a member has been suspended for 6 months or more

The decision to expel a member from the WCB is taken by The Membership in a General Meeting, the member whose termination is under review is not entitled to vote on this issue but does have a right to present a defence. The decision of the General Meeting on the expulsion of a member is to be communicated to that

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member in writing. With the expulsion of a member, this member loses all rights stemming from its membership; however, outstanding obligations to the WCB remain unaffected including Financial Orders.

4.5 Membership Rights

Members carry the rights granted to them by this Charter. Except if otherwise stipulated by this Charter, these are:

- a) the right to access all information and documents pertaining to the WCB and its operations, including governing documents, charters, rules, bank statements and financial reports.
- b) the right to access information held by the WCB on member organisations that relate to the control of those organisations including the governing documents of member organisation.
- c) active and passive suffrage in General Meetings according to this Charter and the right to partake in those events sanctioned by the WCB.
- d) the rights to organise and host chessboxing events in accordance with this charter and the WCB rules.

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4.6 Duties of Members

Members assume the duties bestowed upon them by this Charter. Except if otherwise stipulated by this Charter, these are:

- a) the duty to adhere to any decisions taken by The Membership in a General Meeting
- b) to adhere to this Charter including the Membership Conditions at all times
- c) to keep the Executive Board apprised of any changes to the name, address, mobile phone number and email address of the person chosen by the member to represent them in all WCB matters.
- d) to pay membership fees, other such fees as may become due to the WCB from time to time and adhere to all Financial Orders in a timely fashion;
- e) the duty to inform the WCB of all chessboxing events and the fights, including the names of the fighters, the outcome of the fights and any championship titles;
- f) the duty to follow the chessboxing rules approved by WCB in all events;
- g) to up date and keep updated information pertaining to the control of their membership organisation;

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- h) to ensure that all expenditure under Financial Orders pertaining to payments, compensation or expenses are reasonable and not unnecessarily large, high or excessive.

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5 WCB President

The President of the WCB is appointed by The Members during a General Meeting. Any person can be appointed as The President as long as they are over 18, of sound body and mind and not a member of the Executive Board. If The President is a Member with voting rights those rights are suspended during the term of their presidency. If The President remains in position for more than 3 years or for 2 AGMs following their appointment, then their position is automatically terminated at the end of the 2nd AGM, at which point new elections are held. Following termination the same person can be elected again for no more than three consecutive terms with no limit on the total number of terms.

The President is responsible for the governance and smooth running of the General Meetings. The President is required to adhere to the Charter and in particular Objective d) of this Charter. The President shall under no circumstances show any favour or bias towards any member or group of members.

The President may claim his or her reasonable expenses from the WCB.

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6 General Meetings

The Membership will meet at General Meetings. These meeting will either be an Annual General Meeting ("AGM"), which will happen once a year, or an Extraordinary General Meeting ("EGM") which may be called at any time as deemed necessary by the Membership.

The Membership are responsible for the WCB and may decide upon and determine any piece of WCB business whether it is the Executive Board's responsibility or not. In addition to this The Membership should provide special consideration to the following during a General Meeting:

- appointing Executive Board members
- discharging the Executive Board members
- appointing Full, Associate and Honorary members
- terminating membership
- determining suspensions
- amendments to this Charter or any other governing documents
- approving any Financial Order put forward including membership fees
- appointment of The President
- discharging of The President
- agreeing the date and location of the next General Meeting

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6.1 The Annual General Meeting

An AGM is held at least once a year at the location the members have agreed on during the preceding AGM. If this is no longer possible; The President, acting reasonably, may determine the date, location and time. Online meetings or representations are allowed. All members will be invited to every AGM. The date and location of the next meeting must be listed on the order of business.

6.2 Extraordinary General Meeting

If 35% or more of The Membership submit a request to The President for an EGM then The President shall convene an EGM. The President, acting reasonably, may determine the date, location and time. Online meetings or representations are allowed.

6.3 Convening of a General Meeting

General Meetings are convened by the WCB President. Invitations shall be sent out either by post or email to all members using the contact details held by the WCB as provided by that member. An invitation is considered to have been received if it has been addressed to the address or email address held by the WCB. Notwithstanding this, The President must make all reasonable efforts to contact each member in order to inform them of the meeting no less that 4 week before the meeting.

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With the assistance of the Executive Board The President will draft an order of business to be sent out with the invitations. Until one week prior to the General Meeting, every member may request in writing or by email an amendment to the order of business. Each Full Member may add a single agenda item to the order of business. If a Full Member wishes to add more than one item to the agenda or an Associate Member wishes to add an item to the agenda such requests are decided upon by the WCB President acting reasonably. Unless there is a good and fair reason for excluding a requested order of business every order of business should be added. Requests for amendments to the order of business that have not been received by the WCB President one weeks before the meeting are decided upon by the General Meeting under Any Other Business ("AOB"). At least 3 working days before the General Meeting The President will circulate the final order of business.

The President may determine the order of business with the following exceptions; determination on the following must be done first and in the following order:

- a) member suspension
- b) member termination
- c) member appointment

Furthermore, election of a new president must be done as the last order of business and after A.O.B.

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6.4 Running the General Meeting

All General Meetings will be chaired by the WCB President, in their absence a chairperson is elected by the General Meeting. Additionally a recording clerk shall be appointed or provided by The President at the cost of the WCB. Every properly convened General Meeting must have a quorum of 40% or more of The Membership in attendance. Members may attend by means of video call or a comparable communications service that allows a Member live participation in the General Meeting.

Any motion put forward, including appointments, must be proposed by a member and seconded by another member before it is to be considered by The Membership.

Minutes recording the decisions taken by the General Meeting are to be taken by the recording clerk, if this is not practical a recording of the meeting may be taken. Following the close of the General Meeting the minutes must be signed by the Recording Clerk and the WCB President. These minutes are to be circulated by the WCB president no less than 4 weeks following the General Meeting and any proposed corrections received within a further 4 weeks. The WCB President will consider any corrections for inclusion in the minutes and ensure that they are a true and accurate record of the meeting. Once appropriate amendments have been made the final minutes will be circulated to all members no less than 12 weeks after the meeting and a record of the minutes held on the electronic share file system to which all members have access.

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Claims for determination of nullity or for rescission of decisions of the General Meeting can only be filed with The President within a time limit of 16 weeks following the meeting. The President will determine these claims and inform The Membership of their decision, including reasoning. If The Membership wish to reconvene to review and amend any decisions rescinded they can do so under a EGM pursuant to clause 6.2.

Every member bears its own costs for participation in the General Meeting.

With the support of the Executive Board, The President will ensure that all members have reasonable access to orders of business, agendas, minutes, dates, locations, timings, reports, accounts, financial statements, video conferencing links and any other information tabled during a General Meeting.

6.5 Voting

When The Membership are deciding on any given decision or appointment by a vote; every Full Member has two votes and every Associate Member has one vote. Honorary members have no vote, may participate in an advisory capacity and may be The President. If The President is also part of The Membership they cannot vote.

Members may vote via means of video call or a comparable communications service that allows a Member live participation in the General Meeting.

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Decisions in the General Meeting are taken by simple majority of valid votes cast, whilst a tie of votes is considered a refusal. To amend the Charter a majority of 3/4 of votes cast is needed with the exception of the following clauses where a 9/10 majority is required; 3. Objectives d), f) & h) and 4.1 Membership Conditions a), c) & h) and 4.5 Membership Rights a) b). If, in an election, no candidate receives a majority of the votes a run-off vote is taken. If no candidate is determined by a run-off The President will have the casting vote.

7 Executive Board

The Executive Board are corporate directors of the WCB and appointed by The Membership in a General Meeting, must consist of at least 3 people and no more than 9 people. Each person must be a fit and proper person fulfilling the requirements of directorship under UK law. The Executive Board is responsible for:

- executing its functions under this charter
- complying with all legal requirements pertaining to corporate governance
- all operations of the WCB including; financial management, human resources management and general administration
- keeping updated a register of members, events, bouts and results, holders of titles and belts
- sanctioning events, bouts and title fights
- making available and disseminated information about the sport to all members under objective g) of this charter

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- providing access to all documents and information pertaining to the WCB and its dealings to all members at all times on an electronic file sharing system under objective h) of this charter
- filing of corporate and charitable documents required under UK law including but not limited to annual accounts, HMRC submissions, annual returns to companies house and annual returns to the Charity Commission
- carrying out decisions made by The Membership
- provisionally appointment and suspension of Members
- temporarily appointing of up to two replacement Executive Board members (directors) until the next General Meeting,
- administering the assets of the WCB and compiling the annual report.

The tenure for the Executive Board can be no more than three years and The Membership may appoint or dismiss Executive Board members at any time. If an Executive Board member remains in position for more than 3 years or for 2 AGMs following their appointment, then their position is automatically terminated at the end of the 2nd AGM, at which point a new election is held. Following termination the same person can be elected again for no more than three consecutive terms with no limit on the total number of terms.

In the event of a member of the Executive Board resigning during his tenure, the Executive Board may appoint up to two replacement board members for the remainder of the tenure. In the event that more than 2 members of the Executive Board resign or retire then an EGM will be called by The President in order to appoint a new Executive Board.

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The Executive Board will be paid reasonable expenses and can be paid compensation as agreed in a General Meeting.

The Executive Board shall operate as a board of directors for the WCB to the extent that this does not conflict with this Charter or the WCB Membership and each Executive Board member shall have one vote during Executive Board meetings regardless of their membership status or voting rights as a WCB Member. The Executive Board is quorate if at least 50% of the Executive Board are present. Meetings may be convened using online services..

It is for the Executive Board to decide who will chair their meetings and who will take written minutes of the meetings. Decisions are taken by a majority of valid votes. In the event of a tie of votes, the vote of the Chairperson prevails. Decisions of the Executive Board are to be recorded in writing and made available to members.

The Executive Board's power of representation vis-à-vis third parties is limited such that concerning the following issues the prior consent of the General Meeting is required:

- purchase, selling and incumbrance of real estate assets of WCB
- purchase of stocks and shares
- Expenditure in excess of 30% of the previous year's turnover according to the latest set of complete management accounts or formal accounts.

The Executive Board will coordinate the execution of decisions taken by the Executive Board and by General Meetings, and carry the responsibility for the

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correct administration of business of the WCB. The Membership may ask the Executive Board to develop, present and reconcile an annual business plans in order to be kept abreast of progress.

8 Finances

The WCB members shall have the right to determine a Financial Order during a General Meeting. Such Financial Orders shall determine fees due from members and shall be proportional to the number of votes each member has rights to. Members are obliged to pay the fees as laid down by the Financial Order and the Executive Board must provide written confirmation on receipt of this fee. Those members who have not followed a Financial Order with regard to membership fees, who are in arrears and unable to provide a valid receipt of payment of fees waive their right to vote during General Meetings but all other elements of this charter remain in effect.

The President and Executive Board members have a right to claim reasonable expenses. The Membership may draft guidance on what expenses constitute as reasonable under this charter if they so wish. The membership may also draft and adopt a Financial Order under this charter to compensate and/or pay The President, Executive Board members or any other person making a meaningful contribution to the sport for their time and work. Full Member and Associate Memebers may not be paid unless they hold another position under the charter; however, they can be compensated for reasonable expense under a Financial Order.

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For the avoidance of doubt, all expenses, compensation, payments or similar to anyone, including those holding a position in the WCB will be detailed in full on the electronic file sharing system and such details will include fully accounted for expenses, receipts and reconciliations and payment can only be made under a Financial Order once these requisite items have been filled to the satisfaction of the Executive Board.

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9 Liquidation

The WCB can be liquidated in a General Meeting by a majority of 9/10 of votes by all members. A motion for liquidation of the WCB can only be dealt with if it has been included as an item in the order of business as part of the invitation to the General Meeting. Unless the General Meeting decides otherwise, the members of the Executive Board are appointed as liquidators.

In the event of liquidation or the withdrawal of legal capacity, the assets of the WCB will be held in trust by the liquidators until they can be donated to a charity for the purpose of supporting the sports of chessboxing, chess or boxing.

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10 Jurisdiction

The Charter is subject to English law. Place of jurisdiction for disputes stemming from this Charter is England, otherwise the International court of Law (CAS) in Switzerland.

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11 Appendix 1 - WCB Organogram

