

# **CONSTITUTION**

Note: The male gender is used throughout for convenience only

## **Name and Aims**

1. The Association shall be called "The British Go Association" (BGA).
2. The objects of the BGA shall be to promote interest in and the playing of the game of Go, particularly in the United Kingdom, the Isle of Man and the Channel Islands.

## **Management**

3. The management of the BGA shall be carried out by the Council, subject to resolutions of any general meetings.
4. The Council shall consist of the Officers and up to five ordinary members and up to three co-opted members, all of whom must be members of the BGA.
5. The Officers of the BGA shall be, in order of seniority, the President, the Treasurer and the Secretary. No person may hold more than one Office at any one time. There shall also be an Auditor, who shall not be a member of the Council.
  - a) The President takes the chair at any meeting, General or Council, and organises the representation of the BGA at external events and in the BGA's relations with other organisations.
  - b) The Treasurer controls the finances of the BGA. He should prepare for approval by members at the AGM annual accounts and a report. He should also ensure that all bills and affiliations are promptly paid, and that Council committees are properly funded. He should provide Council with accounts and projected budgets on a quarterly basis.
  - c) The Secretary keeps minutes of all meetings, General and Council.
  - d) The Auditor shall examine the accounts produced by the Treasurer and will produce a report recommending acceptance or rejection on behalf of the members.
6. The Council may appoint and dismiss committees.

## **Membership and Subscriptions**

7. Subscriptions shall operate for a twelve month period. The amounts shall be set by resolution of general meetings, but at the discretion of the Council they may in subsequent years be varied in proportion to the Retail Prices Index without reference to general meetings, taking as base the figures obtaining on the date of the last such resolution, and modified up or down within a range of 5%.
8. A club may apply for affiliation to the BGA.
9. Each affiliated club shall nominate a club member as club secretary. His duties shall include acting as club contact.

10. The "normal channels of communication" from the BGA Council to members shall be in a publication circulated to all members, in paper or electronic form.

## The Council

11. The Council shall be elected by an AGM, and shall exist until dismissed or the next AGM.

12. Individual members of the Council or the whole Council may be dismissed by resolution at an Extraordinary General Meeting. In all cases except for co-opted members, that meeting shall elect replacement Council members.

13. Any Council member who fails to attend three successive Council meetings may be deemed to have resigned, at the Council's discretion.

14. The Council shall meet at least three times a year. Meetings shall be called by the Secretary after consultation with the President. Additional meetings may be held using electronic media.

15. The Secretary shall ensure that minutes of Council meetings are taken. The minutes shall be made available to any BGA member within four weeks of the meeting.

16. Only Council members shall be present at Council meetings, unless others are specifically invited by the Council.

17. The Secretary shall give at least four weeks notice of, and the agenda for, any meeting to all members of the Council, provided that meetings may be held at shorter notice if the consent of all members is obtained.

18. A quorum shall consist of four members, of whom one must be an Officer, and at least two of the other three must have been elected.

19. Any decision of the Council shall require a simple majority of those voting in order to change the status quo. Each member of the Council shall have one equal vote.

20. The President shall take the chair at Council meetings. In his absence, the senior Officer present shall take the chair initially.

21. In the event of an Officer being unable to fulfil his duties temporarily or permanently for any reason, the Council shall appoint as soon as possible an Acting Officer, who shall be any member of the Association. This appointment shall be for a specified period of time not extending beyond the date of the next AGM. Until such an appointment can be made, the senior Officer still functioning shall be responsible for seeing the duties of the non-functioning Officer are carried out.

22. The Officers shall have the right to serve as Directors of the T Mark Hall Foundation, as provided for in its Articles.

## Committees

23. A committee can only be appointed by the Council, and shall exist until dismissed or the start of the first Council meeting after the AGM.

24. The Council must nominate the chairman of the committee and may nominate other members. A committee may appoint other members subject to approval by the BGA Council.

25. The chairman of the committee is responsible for the timely completion of its duties and for communicating the results of its proceedings to the Council.

## **The Annual General Meeting (AGM)**

26. The AGM of the BGA shall be held once every calendar year, between 1st February and 30th June inclusive. The Secretary shall give at least eight weeks notice of the AGM and at least four weeks notice of its agenda to all members through the normal channels of communication.

27. The agenda of the AGM shall include the following, in this order:

- a) Election of two tellers
- b) Reading of the minutes of the previous AGM and of any EGM held since.
- c) Discussion of matters arising from the minutes.
- d) Receipt of and consideration of Officers', Membership Secretary's and Auditor's written reports.
- e) Address by candidates and election of Officers in order of seniority and election of Auditor.
- f) Address by candidates and election of ordinary Council members.
- g) Consideration of and voting upon any proposals received.
- h) Any other business.

28. Proposals for inclusion on the agenda of an AGM shall be submitted to the Secretary. Except for proposals from the Council, these shall be submitted not later than six weeks prior to the AGM or at a later date on the discretion of the Secretary, bearing the signatures of the two BGA members proposing and seconding each proposal.

29. Proposals under Any Other Business may not be accepted if they would substantially affect the conduct of the Association.

## **Conduct of General Meetings**

30. Only members of the BGA may be present at a General Meeting, except that others may be invited by a specific proposal passed by a simple majority. In any event, only BGA members aged 18 or over, present or by proxy, may vote. Family Membership entitles the family to two votes.

31. The quorum for a General Meeting shall be 20 members, either present or by proxy. If an Annual General meeting is inquorate the Council shall rearrange the meeting with a minimum notice of four weeks and the agenda shall remain unaltered. If an EGM is inquorate the Council shall decide whether to take similar action or to let the meeting lapse.

32. The President takes the chair at the meeting. If he is absent, the next most senior Officer will take the chair; if no Officers are present, then one member must take the chair temporarily and the first business of the meeting is to elect a Chairman.

33. The Secretary shall take the minutes of General Meetings. If the Secretary is not able to be present, the Chairman shall ensure that minutes of the Meeting are taken and are communicated to the Secretary within two weeks of the meeting.

34. Any decision of a General Meeting to change the status quo shall require a simple majority of those voting, except where this Constitution otherwise provides. Except during elections, the Chairman shall not vote, but shall exercise a casting vote in the event of a tie. In the event of a tie

during elections, a re-vote shall be held between the tied candidates and if this produces a further tie then the result shall be decided on the vote of the Chairman.

35. Voting shall be by show of hands except where this Constitution otherwise provides.

36. The Chairman may at his discretion allow a vote by ballot on any question in place of voting by hand, at the request of a member.

37. The counting of votes, whether by hand or by ballot, shall be the responsibility of the tellers.

38. Nominations for Officers, Auditor and ordinary Council members must be submitted to the Secretary at least two weeks before the General Meeting. All nominations must be in writing and bearing the signatures of the two other members proposing and seconding the candidate. If the number of candidates is not sufficient to fill the vacancies the Chairman shall accept nominations during the meeting.

39. No nomination shall be accepted unless the candidate has indicated his willingness to stand.

40. Election of each Officer shall be by ballot, using the alternative vote system, unless there be only one candidate, in which case he is elected unopposed.

41. Election of ordinary Council members shall be by ballot, if necessary. The elected Council members shall be those gaining the five highest totals of votes, each member having up to five votes to be cast for different candidates.

42. The Chairman shall accept relevant amendments to proposals at the Meeting if verbally proposed and seconded. Amendments shall be dealt with before proceeding to the substantive motion.

## **The Extraordinary General Meeting (EGM)**

43. An EGM must be called within two months of the receipt by the Secretary of a written request for the meeting together with a proposal or proposals and signed by at least 20 members of the BGA, of whom one should be identified as a Proposer. Meetings may also be called on the initiative of the Council.

44. The location and time of an EGM shall be at the discretion of the Council with regard to the relevance of the proposals to local and national membership.

45. In the event the Council does not agree a time and place within one month of the receipt of a valid request for an EGM, then the members submitting the request may nominate such a time and place and a member of such a group shall perform the functions of the Secretary relating to an EGM.

46. The Secretary shall give at least two weeks notice of an EGM and its agenda to all members through the normal channels of communication.

47. The proposer may submit to the Secretary with the request for the EGM a document supporting the proposal or proposals. If sufficient copies are supplied, the Secretary shall distribute this to all members.

48. The agenda for an EGM shall be as follows:

a) Election of two tellers

b) Discussion of and voting upon the proposal or proposals.

49. The EGM shall be conducted in accordance with the rules for General Meetings.

50. No business other than that for which the meeting was called shall be transacted at an EGM.

51. Minutes of the EGM shall be included on the agenda of the next AGM.

## **Proxy Votes**

52. All Members entitled to vote at a General Meeting may appoint a Proxy to vote on their behalf.

53. Proxies may only validly be appointed by a notice in writing (a "proxy notice") which —

- a) states the name and address of the member appointing the proxy;
- b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
- c) is signed by the member appointing the proxy, or is authenticated in such manner as Council may determine; and
- d) is delivered to the Association in accordance with the rules and any instructions contained in the notice of the general meeting to which they relate
- e) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

54. Unless a proxy notice indicates otherwise, it will be treated as—

- a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
- b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

55. A Member may revoke a proxy appointment up to 2 hours before the commencement of the General Meeting (or adjourned General Meeting) by delivering to the Association a notice, in writing, in accordance with any instructions contained in the notice of the general meeting.

## **Winding-up and Dissolution**

56. Upon the winding-up or dissolution of the Association, if, after the satisfaction of all debts and liabilities, there remains any property whatsoever, that property shall be donated to another non-profit organisation with similar aims, or, if that is not possible, to some charitable body. Nothing shall be paid out or distributed to the Association's members.

## **Miscellaneous**

57. BGA trophies are the property of the BGA but may be in the custody of the holders for a specified period of time.

58. This Constitution may only be altered by at least a two-thirds majority of those voting at a General Meeting and provided that not less than 20 members vote. Such amendments take effect from the end of the Meeting.

59. The Council shall have the power to appoint Honorary Vice Presidents. It shall also have the power to appoint Honorary Life Members who shall be exempt from annual subscriptions.

60. Any breach of the provisions of this Constitution by any club or any member shall render them liable to expulsion from the BGA at the discretion of the Council.

61. A simple majority shall be interpreted to mean more votes cast for a proposal than against, ignoring abstentions.

62. A two-thirds majority shall be interpreted to mean at least twice as many votes cast for a proposal as against, ignoring abstentions.

63. This Constitution, dated 7 July 2020, supersedes all previous constitutions of the BGA.