

## TRIATHLON ENGLAND REGULATIONS

### Interpretation

1. Unless otherwise defined in these Regulations, words and expressions used in these Regulations shall have the meanings given to them in the Articles of Association of the Federation.

### Triathlon England

2. Triathlon England is the body established by the Federation pursuant to Article 43 of the BTF Articles of Association to act as the national governing body with responsibility for managing the sport and recreation of Triathlon in England, the Channel Islands and the Isle of Man (which shall together be referred to as “England” in these Regulations). Set out at Schedule 1 to these Regulations is a full statement of the Triathlon England objects.
3. Triathlon England will be governed according to these Regulations.

### MEMBERSHIP

4. For the purposes of these Regulations, ‘Members’ shall refer to Members of the Triathlon England division of the British Triathlon Federation from time to time, they are not members of the Company under the Act.
5. All Members shall be entitled to the membership services and benefits as provided by Triathlon England from time to time, subject to any lawful restriction thereon imposed as a result of a disciplinary matter.
6. Triathlon England shall keep a register of Members containing relevant membership details.
7. Any person or club upon agreeing to become, and having been accepted as, a Member shall be deemed to have agreed to be bound by these Regulations, the Memorandum and Articles of Association of the Federation and any rules, regulations, policies procedures issued by Triathlon England from time to time whether or not he or she shall have signed a written statement to that effect.
8. The rights and liabilities of any Member are personal to the Member and shall not be transferable and shall immediately cease upon the death of the Member.
9. Triathlon England will offer classes of individual membership determined by the TE Management Board. Before making changes to the classes of membership, the cost of membership and to significant changes to the core benefits of each class of membership (such as insurance). The TE Management Board must satisfy itself that suitable wider consultation with the membership has occurred, if appropriate. Except in the case of Honorary Members, individual membership will only be open to individuals residing in England or, if residing outside England, individuals eligible to represent England in international Triathlon competitions. In addition to individual

membership, triathlon clubs (and other sports clubs having a triathlon section) shall be entitled to affiliate and thereby become Members of Triathlon England upon application in the form prescribed by the TE Management Board.

10. Membership of Triathlon England shall be granted upon acceptance by the TE Management Board of a signed written application, together with applicable subscription fee, from any individual or club of good standing (as determined by the TE Management Board), who agrees to accept the terms and conditions of membership of Triathlon England from time to time. The applicant shall specify the class of membership being applied for on the application form and shall pay the relevant subscription fee for that class of membership.
11. The members shall pay to Triathlon England such periodic subscriptions and other fees as the TE Management Board may from time to time determine.
12. Club Affiliation (whether Senior Club or Junior Club membership) shall be open to groups of five or more individuals, at least two of whom shall be members of Triathlon England. All clubs affiliated to Triathlon England shall keep the TE Management Board informed of their office holders and constitution and provide the TE Management Board with a copy of their membership list or register, annual return and accounts on request.
13. It shall be a condition of club affiliation that an affiliated club adopts, upholds and ensures compliance with the Child Protection Procedures of Triathlon England (as amended from time to time).
14. The TE Management Board shall be entitled to decline membership of Triathlon England to any individual or organisation at its sole discretion and without giving any reasons. Any person or body refused membership shall be entitled to have the decision reviewed by the Council, who will consider all the arguments and supporting material put forward to support the application. Although not obliged to do so, the Council may provide the party seeking the review with such information about and reasons for the refusal decision as they consider appropriate and fair (bearing in mind the interests of the third party when disclosing any sensitive or potentially confidential information). The Council will advise the TE Management Board of the outcome of its review and may, if appropriate, make a recommendation to the TE Management Board that it reverses its decision to refuse membership.

## **PATRONS**

15. Patrons shall be those Members who, in the opinion of the Council, warrant recognition for their services to Triathlon in England and who have been appointed to that role by the TE Management Board following nomination by the Council.
16. The term for a Patron shall be life except where the Patron is removed from office by the TE Management Board, or where the Patron resigns their position.

## **COUNCIL**

17. There shall be a Triathlon England Council ('the Council'), which shall be constituted in accordance with these Regulations.
18. The Council will comprise one representative from each of the Triathlon England regional committees. The maximum period that an individual may be a member of the Council is eight years (including, for the avoidance of doubt, periods served as President). For this purpose, previous periods during which an individual has been a member of the Council or President will be disregarded once that person has stepped down from these roles for a period of four years. For the purposes of this Regulation, periods of one year will be taken to run from one annual general meeting of the Regional Committee to their next annual general meeting (except for the President, in respect of whom the period will continue to run until the following annual general meeting of Triathlon England).
19. The Council shall elect a President from within its membership at the first Council Meeting following each Annual General Meeting and his or her appointment will be deemed to commence forthwith upon the close of the meeting at which the election takes place. The President will serve for a term of two years, provided that he or she has been selected to act as a continuing Council member by a Regional Committee. Following two successive terms, a President shall be ineligible to serve again as President until there has been an opportunity for another person to serve a full two-year term as President.
20. The President will chair meetings of the Council.
21. The purpose of the Council shall be to provide constructive challenge to the TEMB and generally hold the TE Management Board to account on behalf of members. In order to allow the Council to fulfil its purpose, the TE Management Board shall consult with and allow the Council to make recommendations on the following:
  - annual operational plans and budgets, strategic plans and four-year budgets;
  - significant new policies or significant changes to existing policies; and
  - changes to the classes of membership, the cost of membership and significant changes to the core benefits of each class of membership (such as insurance).The Council shall also be entitled to receive appropriate information in order to carry out its functions.
22. Council Members shall be entitled to receive notices of Council Meetings and will be entitled to attend, speak and vote at Council Meetings.
23. Where a vacancy occurs due to the resignation, or any other reason, of a Council Member, he or she shall be replaced by a new Council Member appointed by the same Regional Committee that had appointed the departing Council Member.

## **COUNCIL MEETINGS**

24. Triathlon England shall hold at least three Council Meetings in any calendar year.

25. The TE Management Board may call additional Council Meetings whenever it thinks fit and, on the requisition of two or more Council Members (such requisition to be in writing indicating the nature of the business to be transacted), shall within twenty-one days from the date of the deposit of the requisition proceed to convene a Council Meeting for a date as practicable thereafter.

## **NOTICE OF COUNCIL MEETINGS**

26. Only the President, Regional Committees and their nominated Council Members shall be entitled to receive personal notice of Council Meetings.
27. The notice shall specify the time and place of the Council Meeting and the general nature of the business to be transacted.
28. The Council may at any time request and require any or all of the Chair, the TE Management Board members and Senior Staff to attend a Council Meeting. The Council may also require the Chair, TE Management Board members and Senior Staff to absent themselves from all or part of any Council Meeting.
29. The accidental omission to give notice of a Council Meeting to, or the non-receipt of notice of a Council Meeting by, any person entitled to receive notice thereof shall not invalidate the proceedings or any resolution passed at that meeting.

## **PROCEEDINGS AT COUNCIL MEETINGS**

30. No Member, other than Council Members and the President, shall be entitled to attend and speak at Council Meetings (except where specifically invited to the meeting by the Council), and only Council Members can vote thereat.
31. No business shall be transacted at any Council Meeting unless a quorum is present. Five Council Members present and entitled to vote upon the business to be transacted shall be a quorum.
32. If within half an hour from the time appointed for the holding of a Council Meeting a quorum is not present, the meeting, if convened on the requisition of the Council Members, shall be dissolved. In any other case, the meeting shall stand adjourned to the same day in the following week, at the same time and place (or at such other place as the Council may determine) and, if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the meeting will be dissolved.
33. The President shall preside as the chair at every Council Meeting, but if at any meeting the President shall not be present within fifteen minutes after the time appointed for holding the meeting (or being present is unwilling to act), the Council Members present shall elect one of their number who is present to chair the meeting (and retain his or her right to vote).

34. The chair of the meeting may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business which might properly have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of the original meeting specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Save as aforesaid, it shall not be necessary to give any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
35. The Council may hold meetings involving attendance of Council Members by telephone or other suitable electronic means provided that each Council Member involved in the meeting can hear and be heard by each of the other Council Members involved in the meeting simultaneously. The Council may also pass resolutions by the unanimous agreement expressed in writing (which shall include communication by email) of all Council Members.

#### **VOTING AT COUNCIL MEETINGS**

36. Only Council Members are permitted to vote at Council Meetings. The President shall not have a vote. Each Council Member (other than the President) present in person at any Council Meeting shall be entitled to exercise one vote on any resolution. No Council Member shall have any right to demand a vote by poll. A Council Member shall have the right to appoint a proxy to attend, speak or vote at any Council Meeting.
37. At any Council Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands by the Council Members present in person and entitled to vote.
38. The declaration of the result of a show of hands by the chair of the meeting shall be final and an entry to that effect in the minute book of Triathlon England shall be conclusive evidence of the fact that the resolution was passed.

#### **COMPOSITION OF THE TE MANAGEMENT BOARD**

39. Subject to the provisions of these Regulations, the TE Management Board shall consist of ten TE Directors (not including Co- Opted Directors), of whom only those Directors with Regional Portfolios may be Council Members, comprising the following positions:
  - Chair
  - CEO
  - Director North Regional Portfolio (North East, North West, Yorkshire, East Midlands)
  - Director West Regional Portfolio (South Central, West Midlands, South West)
  - Director East Regional Portfolio (South East, Eastern, London)
  - Two Non-Executive Directors
  - Independent Director - Finance

- Two Independent Non-Executive Directors
- Any other Directors that may be co-opted in accordance with 42 below

For the avoidance of doubt, none of the TE Directors Shall become directors of the Company for the purposes of the Act by virtue of their appointment unless specifically appointed to such a role under the Articles of Association of the Company.

Taking account of the TE Management Board's ability to appoint up to two additional co-opted members under regulation 42 below, the maximum number of Directors shall be 12.

The TE Management Board must appoint one of the independent directors to be the Senior Independent Director. The responsibilities of the Senior Independent Director will include:

- providing a sounding board for the Chair;
- serving as an intermediary for other directors where necessary; and
- acting as an alternative contact for stakeholders to share any concerns if the normal channels of the chair or the organisation's management fail to resolve the matter or in cases where such contact is inappropriate.
- Leading on the process to appraise the chair's performance.

40. Appointment of the three Regional TE Directors will take place through a competence-based process with candidates being chosen by the Council members of the relevant regions and, if approved by the Nomination Committee, appointed by the TE Management Board. If the Nomination Committee is not able to recommend a candidate it will consult with the Council to identify a suitable alternative candidate from the other Council members of the relevant Regions (or, if necessary, from amongst the other Council members). All other TE Directors, save in the case of the co-opted Directors, if any, will be appointed by the TE Management Board on the recommendation of the Nomination Committee following a formal, rigorous, transparent and, in the cases of at least the Chair and the Independent Directors, open process that is competence based and is conducted in accordance with Triathlon England's recruitment policy and the provisions of this Regulation 40 and Regulation 44. Each Director shall be selected according to his or her ability, experience and expertise to fulfil the specific role on the TE Management Board identified by the title of the position.

41. The Nomination Committee shall consist of the three Independent members of the TE Management Board, the Chair and one of the three Regional Portfolio Directors (who shall be selected by the Council). The Nomination Committee's terms of reference shall be determined by the TE Management Board and must be consistent with these Regulations. The Nomination Committee's responsibilities will include setting the process by which candidates will be short-listed and interviewed. The Nomination Committee may include individuals who are not members of the committee (such as Council members) in interview panels. Regulations 64 to 68 do not apply to the Nomination Committee.

On the recommendation of the Nomination Committee, the Board may appoint one additional Director to be a member of the Nomination Committee if that director has been appointed as a co-opted Director under Regulation 42 and that Director would have qualified to be appointed as an Independent Director under the test contained in Regulation 48.

42. In exceptional circumstances the TE Management Board shall be entitled to co-opt up to 2 (two) additional Directors on the recommendation of the Nomination Committee on such terms as the TE Management Board shall decide. The period which a co-opted Director will serve will be decided by the TE Management Board and will normally not exceed one year.
43. Regardless of the role on the TE Management Board designated to each Director by his or her title, each Director will be individually and jointly responsible with his or her fellow TE Directors for the management of the whole of the business and affairs of Triathlon England.
44. In selecting and appointing members of the TE Management Board, the Nomination Committee and Management Board shall employ their best endeavours to ensure that there shall always be at least two male and two female Directors on the Management Board at any time. The Nomination Committee and TE Management Board shall use their best efforts to ensure that at any time there will be a maximum of 70% of either gender represented on the TE Management Board. The Nominations' Committee must seek to build a diverse and inclusive Board and shall use their best endeavours to ensure diversity is achieved.
45. The tenure of Directors will be limited in the following ways:
  - Directors (other than the TE Regional Directors) shall be appointed for a period of four years from the announcement of their appointment by the TE Management Board but shall be eligible for reappointment at the end of his or her respective term of office subject to a maximum of two consecutive terms;
  - The Chair shall be eligible for reappointment at the end of his or her term of office subject to the same limit of two consecutive terms except that one previous term served on the TE Management Board in another role may be disregarded for this purpose;
  - The Regional TE Directors shall be appointed for a period of two years from the announcement of their appointment by the TE Management Board but shall be eligible for reappointment at the end of his or her respective term of office, subject to an overall maximum of four terms of two years.
  - In exceptional circumstances the tenure of any Director may be extended by the TE Management Board on the recommendation of the Nomination Committee for a period of up to one year.
  - The number of terms that a Director may serve on the TE Management Board will be calculated so that any terms served on the board of directors of the Federation will be counted as if they were served on the TE Management Board (except that the periods served on both boards simultaneously shall not be counted twice).

For the purposes of the limits on reappointment of TE Management Board Directors set out in this Regulation, all previous terms that an individual has served on the TE

Management Board or the board of the Federation will be disregarded after a period of four years has passed since that person was last a member of the TE Management Board of the board of directors of the Federation.

46. The Chair shall act as the Chair of the TE Management Board from time to time, and he or she shall act as the Chair at all TE Management Board meetings but, if at any meeting he or she is not present within fifteen minutes after the time appointed for holding the meeting or is not willing to preside, the members of the TE Management Board present at the meeting shall choose one of their number to act as the Chair of the meeting in his or her place.

47. No TE Director shall be under the age of 18.

48. In order to be appointed to the TE Management Board as an Independent Director, a person must meet the following definition:

**“Independent Director”** means a person who is free from any close connection to the organisation and if, from the perspective of an objective outsider, they would be viewed as independent. A person may still be deemed to be ‘independent’ even if they are a member of the organisation and/or play the sport. Examples of a ‘close connection’ include:

- a) they are or have within the last four years been actively involved in the organisation’s affairs, e.g. as a representative of a specific interest group within the organisation such as a sporting discipline, a region or a home country;
- b) they are or have within the last four years been an employee of the organisation;  
or
- c) they have close family ties with any of the organisation’s directors or senior employees.

## **POWERS AND ROLE OF THE TE MANAGEMENT BOARD**

49. The business of Triathlon England shall be managed by the TE Management Board.

50. The TE Management Board shall have the power from time to time to adopt, make, alter, add to or revoke rules, regulations, bye-laws, policies and procedures for the carrying out of the objects and purposes of Triathlon England and for the administration of Triathlon England and for the observance of Members.

51. Without prejudice to the generality of 49 and 50 above, the TE Management Board will be responsible for:

- establishing policy for the sport of Triathlon in England;
- setting TE’s four-year strategic plans and one-year operational plans and agreeing these with Council;
- setting TE’s annual and four-year budgets;
- monitoring the performance of triathlon in England against policy, strategy and budgets;
- establish working groups and committees to address delivery of agreed outcomes and key performance indicators; and
- representing the interests of triathlon nationally.



52. If the TE Management Board shall at any time be reduced in number to less than the number of TE Directors prescribed by or in accordance with these Regulations, the TE Directors remaining may continue to act as the TE Management Board for the purpose of conducting the business of Triathlon England until such time as the TE Management Board will have appointed the relevant replacement TE Director or TE Directors.

#### **PROCEEDINGS OF THE TE MANAGEMENT BOARD**

53. Subject to the provisions of these Regulations, the TE Management Board shall meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, provided that at least six TE Management Board meetings shall be held in each calendar year.

The Chair will have the authority to invite those officers and advisors of Triathlon England, necessary to enable the TE Management Board to be fully informed, to attend (but not vote at) meetings.

54. Meetings of the TE Management Board shall be held upon the request of any one or more of the TE Directors, by notice served upon all of the TE Directors.
55. The TE Management Board shall cause minutes to be made detailing those present at every meeting of the TE Management Board, or of a committee of the TE Management Board, and of the proceedings and resolutions passed thereat, which minutes shall be circulated to all TE Management Board or committee members (as the case may be) and to all Council Members (in the case of minutes of the Management Board only). The minutes of TE Management Board meetings shall, once approved, be made available to the Members on Triathlon England's official website.
56. The quorum for meetings of the TE Management Board shall be five (at least one of whom must be one of the three Independent Directors) and for any committee of the TE Management Board shall be fixed by the TE Management Board from time to time provided that it shall never be a number less than fifty per cent. of the total members of the committee. If a meeting is inquorate, the Chair of the meeting may call a meeting at a later date to consider the delayed business. Any votes recorded at an inquorate meeting shall be invalid and discarded and shall not be carried forward to a later meeting.
57. Questions arising at a meeting shall be decided by a majority of votes. Voting on any issue shall be by a show of hands. Each member of the TE Management Board shall be entitled to one vote. In the case of an equality of votes, the resolution being voted on shall not be passed (and, for the avoidance of doubt, on an equality of votes, the Chair of the meeting shall have no second or casting vote). If at a quorate meeting there is agreement by consensus, a formal vote need not be taken' the Chair of the meeting may declare the motion be passed.
58. The TE Management Board may, at its discretion, invite people to attend any meeting of the TE Management Board to submit reports to the TE Management Board and/or advise the TE Management Board.
59. A person entitled to be present at a meeting of the TE Management Board or of a committee of the TE Management Board shall be deemed to be present for all purposes if he or she is able (directly or by electronic communication) to speak to

and be heard by all of those present or deemed to be present simultaneously. A person so deemed to be present shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where it is convened to be held or (if no person is present in that place) where the largest group of those participating is assembled, or, if there is no such group, where the Chair of the meeting is present.

60. All acts done by any meeting of the TE Management Board or of a committee of the TE Management Board, or by any person acting as a member of the TE Management Board, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any TE Director or person so acting, or that they or any of them were disqualified from holding office, or were not entitled to vote, be as valid as if every such person had been duly appointed and entitled to vote.
61. A resolution in writing signed by all the TE Directors for the time being entitled to receive notice of a meeting of the TE Management Board or of any committee of the TE Management Board shall be as valid and effectual as if it had been passed at a meeting of the TE Management Board or (as the case may be) a committee of the TE Management Board duly convened and held and may consist of several documents in the like form signed by one or more of the TE Directors.
62. Whenever a TE Director has a financial interest or any duty, which is material and which conflicts or may conflict with the interests of Triathlon England in relation to a matter to be discussed at a meeting of the TE Management Board or committee of the TE Management Board, that individual shall:
  - declare the nature of the interest at the time or before discussion begins on the matter;
  - withdraw from the meeting whilst the matter (only) is discussed, unless expressly invited to remain in order to provide information;
  - not be counted in the quorum for that part of the meeting and
  - withdraw during the vote and have no vote on the matter.
63. If a question arises at a meeting of the TE Management Board or a committee of the TE Management Board as to whether an individual has a personal interest in any matter to be dealt with at the meeting, the question may be referred to the chair of the meeting and his or her ruling in relation to any individual other than himself or herself shall be conclusive of the matter. If the question concerns the Chair then the Chair shall leave the meeting whilst the TE Management Board or committee (as appropriate) decide.
64. The TE Management Board may from time to time establish or appoint committees and sub-committees as it may deem necessary for the effective conduct of the affairs of Triathlon England, and may delegate to any such committee such powers and duties of the TE Management Board as it may think fit, including (but not limited to) the power to appoint committees and sub-committees, the power to appoint additional members thereof, the power to regulate their procedures and the power to delegate powers and duties.
65. These committees and sub-committees will be chaired by the TE Director appointed to hold a portfolio in that area of activity. Each committee will consist of no less than four. Subject as aforesaid, such committees shall consist of such

members as the TE Management Board may think it desirable to appoint or may be elected or appointed in accordance with regulations made by the TE Management Board taking into account the position, qualifications and experience of any such person or persons and the purpose or purposes for which any such committee has been appointed or established.

66. Where a Committee is comprised of four members the Board shall use its best efforts to ensure that at least one member shall be male and one member female. The Board shall use its best efforts to ensure that Committees consisting of more than four members shall have at least two male and two female members.
67. The powers delegated to any committee or sub-committee shall be governed by any terms of reference and standing orders set by the TE Management Board from time to time and otherwise by the provisions of these Regulations for regulating the meetings and proceedings of the TE Management Board so far as applicable and shall observe any conditions and limitations attached to the delegation.
68. The TE Management Board shall have the power to remove individual members of committees or sub-committees appointed by the TE Management Board.

## **REGIONAL COMMITTEES**

69. The ten regional committees of Triathlon England shall be:
  - East Midlands Regional Committee
  - Eastern Regional Committee
  - London Regional Committee
  - North West Regional Committee
  - North East Regional Committee
  - South East Regional Committee
  - South Central Regional Committee
  - South West Regional Committee
  - West Midlands Regional Committee and
  - Yorkshire Regional Committee.
70. The ten regional committees listed above shall be known as the Triathlon England Regional Committees (or for convenience “Regional Committee(s)”).
71. Each Regional Committee shall adopt its own constitution and/or byelaws which shall be subject to the approval of the TE Management Board.
72. Each Regional Committee will comprise a minimum of three and a maximum of twelve members, of which three shall be table officers. The table officers shall be the Chair, Treasurer and Secretary. Each Regional Committee will decide the number of its members and the duties of such members. Each Regional Committee shall have at least one male and one female member and shall use their best efforts to ensure that at least 25% of the Committee Members are male and at least 25% are female.
73. To hold office on a Regional Committee, an individual shall reside in that region or shall be the member of a club that is based in that region. An individual may not hold office on more than one Regional Committee at the same time.

74. Each of the ten Regional Committees shall be elected by the members (individuals and clubs) of Triathlon England residing in the respective region, or being a member of a club that is based in that region, at the Annual General Meeting of the Regional Committee, which shall be held in the month of October each year. Regional Committee members shall serve for one-year terms and will be eligible for re-election.
75. Each individual member residing in the respective region and each Club affiliated to that region shall each have one vote in the election of their Regional Committee members, and the election shall be conducted in such a way as to allow the widest possible representation which may include postal and 'online' voting, providing security and integrity can be guaranteed. No member shall be entitled to vote in more than one Region's elections in any year.
76. Any resolution put to the members of the Regional Committee shall be passed by a simple majority of the members present in person and voting at the meeting. Voting on any resolution put to the meeting shall be decided by a show of hands. No individual member shall have any right to appoint a proxy to attend, speak or vote at any meeting in his or her place.
77. Each individual member of Triathlon England who does not reside in England (and does not therefore fall into one of the Regions) may nominate a Regional Committee to which he or she shall be affiliated for so long as he or she remains a member of Triathlon England.

## **GENERAL MEETINGS**

78. Triathlon England shall in November or December of each year hold a general meeting of the Members which shall be referred to as its Annual General Meeting in addition to any other meetings of Members in that year and shall specify the meeting as such in notices calling it. The Annual General Meeting will not be governed by any of the provisions of the Act and shall not constitute the Annual General Meeting of the Company
79. The TE Management Board may adopt (and subsequently amend, suspend or terminate) a procedure (the "Procedure") for voting by online means on resolutions that are proposed for General Meetings. The Procedure must be made available to Members on the Triathlon England website before Members are given notice of a General Meeting in respect of which procedure is to be used. In the event of any inconsistency between the Procedures and the rules governing procedures and timescales specified in Regulations 80, 84, 85, 92, 93 and 101, the Procedure will take precedence in respect of resolutions proposed for General Meetings while the Procedure is in operation. In respect of resolutions to amend these Regulations, the Procedure must require that the resolution must be supported by at least 75% of the votes cast and that the period from (i) when details of the resolutions (and information on the process for voting) are made available to Members; to (ii) the date on which online voting closes, must be at least 21 days. For the avoidance of doubt, the Procedure will not have to allow Members that are clubs the opportunity to vote. The Procedure may make provision for voting by other means in addition to online voting (for example, in person at the relevant General Meeting).
80. In order to give Members an early indication of the date, time and place of forthcoming General Meetings, the TE Management Board will generally

publicise forthcoming General Meetings by publishing preliminary notice eight weeks prior to the date of the General Meeting. In this preliminary notice, the TE Management Board will invite Members to submit proposed resolutions or other items of business to be dealt with at the relevant General Meeting, such items of business to be received by the TE Management Board at least four weeks prior to the date of the relevant General Meeting.

81. The Board may, whenever it thinks fit, and it shall, on requisition made in writing by no fewer than one hundred Members, convene a General Meeting other than the Annual General Meeting;
82. Any requisition made by Members shall state the object of the meeting and the terms of any resolution to be proposed.
83. Subject as provided above, to be accepted as an item of business at a General Meeting a resolution shall:-
  - be proposed and seconded by two Members or proposed by the Board, the Council or a Regional Committee; and
  - be written in non-discriminatory terms.
84. If any Member wishes to propose any amendment to any business which is noted on the notice to any General Meeting, the proposed amendments shall be submitted to the Board at least five days in advance of the relevant General Meeting.
85. No business shall be transacted at any meeting unless a quorum of not less than twenty five Members entitled to vote are present at all times during the meeting.
86. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the following week at the same time and place, and if at such adjourned meeting a quorum is not present, the meeting shall stand dissolved.
87. The President shall preside as Chair at every General Meeting.
88. If the President is not present at the time of holding a meeting the Chair of the TE Management Board shall chair the meeting.
89. If the President and Chair of the TE Management Board are not present at the time of the meeting, the members present shall choose one of their number to chair the meeting.
90. The Chair of the meeting may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place (consent shall be defined by a simple majority vote).
91. At any General Meeting, a declaration by the Chair of the meeting that a resolution has been carried or lost, and any entry to that effect in the minute book of the Association shall be conclusive evidence of that fact.

92. Every Member shall have one vote. In the case of an equality of votes, the Chair of the meeting shall be entitled to a second or casting vote.

93. No Member shall be entitled to vote at any General Meeting if there is any money owing from him or her to Triathlon England or the Federation.

#### **DISQUALIFICATION OF DIRECTORS AND CASUAL VACANCIES**

94. The office of a TE Director shall be vacated if:

- he or she becomes bankrupt or a receiving order is made against him or her, or he or she makes any arrangement or composition with his or her creditors generally;
- he or she becomes of unsound mind and/or suffers from a mental disorder;
- he or she resigns his or her office by notice in writing to Triathlon England;
- he or she ceases to be entitled to act as a company Director by virtue of any provision of the Act or he or she becomes prohibited by law from being a director of a company;
- he or she is removed from office by a resolution passed in the same manner as provided for in the Act for the removal of Directors by a vote of members of a company or;
- he or she shall without sufficient reason for three consecutive meetings of the TE management Board have been absent without permission of the TE Management Board and the TE Management Board resolve that this office be vacated (“sufficient reason” for these purposes shall be judged by the TE Management Board in its absolute discretion).

95. The TE Management Board may, on the recommendation of the Nomination Committee, resolve to remove any member of the Management Board before the expiration of his or her period of office, and may appoint another suitably qualified person in his or her place.

96. No Council Member or TE Director shall receive paid remuneration for, or in connection with, the discharge of their duties for, or on behalf of, Triathlon England (save only for any Director who is employed by the Company under a contract of employment).

97. All TE Directors and Council Members shall be entitled to be reimbursed for all out of pocket, accommodation and travel expenses properly incurred by them in connection with their attendance at meetings or otherwise in connection with the discharge of their duties in accordance with any expenses policy established by the TE Management Board from time to time.

#### **ACCOUNTS**

98. The TE Management Board shall cause separate accounting records for Triathlon England, separate that is from the overall accounts of the Federation, to be kept in accordance with the sections of the Act which apply to small companies.

99. Any Council Member shall, at any time, be entitled to inspect the accounts and books of Triathlon England by giving reasonable notice to the TE Management Board

and, save as aforesaid, no Member (not being a TE Director or Council Member) shall have any right of inspecting any accounts or books of Triathlon England.

100. At least once in every year the TE Management Board shall lay before the Annual General Meeting a proper income and expenditure account and balance sheet, for the period since the last preceding account. Every such account shall be accompanied by proper reports of the TE Management Board and copies of such account, balance sheet and reports shall be sent to Members not less than twenty one clear days before the date of the meeting.

## **AMENDMENTS TO THESE REGULATIONS**

101. These Regulations can be changed by a vote of 75% or more of the Members attending a general meeting called to consider any proposed changes. The proposed changes must be circulated to Members at least twenty one days in advance of the meeting.

102. Any changes must be approved by the Board of the Federation and will take effect forthwith upon approval. The Board of the Federation shall meet as soon as reasonably practicable in order to consider changes voted on by the Members.

103. A notice may be served upon any Member by any of the following methods:

- personally;
- by sending it through the post in a prepaid envelope addressed to the Member at his or her address as appearing in the Register of Members;
- by posting it on the official Triathlon England website, but only where the notice is of general importance to the Members and is not specifically relevant to an individual Member or group of Members; or
- by using electronic communications to an address for the time being notified by the Member.

104. Any Member who resides outside Britain may nonetheless provide an address within Britain at which notices may be served upon him or her.

105. Unless otherwise provided for in these Regulations, a Member shall send any notice or other document pursuant to these Regulations to Triathlon England by any of the following methods:

- by sending it through the post in a prepaid envelope addressed to the Triathlon England Office as appears from the Triathlon England website or official stationary and correspondence;
- by leaving the notice at its Office; or
- by using electronic communications to an address for the time being notified by Triathlon England.

106. Any Member present at any meeting of Triathlon England shall be deemed to have been sent a proper notice of that meeting.

107. Proof that an envelope containing a notice or other document was properly addressed, prepaid and posted shall be conclusive evidence that the notice or document was sent. A notice or other document shall be deemed to have arrived with the addressee:

- if sent by first class post, special delivery post to an address within Britain, on the day following that on which it was posted;
- if sent by airmail to an address outside Britain, five days after posting’
- if personally, immediately;
- if contained in an electronic communication, at the expiration of twenty-four hours after the time it was sent; or
- if made available on the official website, when the material was first made available on the website.

### **INDEMNITY**

108. Subject to the provisions of the Act, every TE Director and the members of those Committees and Sub-Committees reporting directly to the TE Management Board shall be entitled to be indemnified against all costs, charges, losses, expenses and liabilities incurred by him or her in the execution and discharge of his or her responsibilities relating to Triathlon England, save always that the indemnity shall not apply to any dishonest or fraudulent acts or omissions.

### **DISTRIBUTIONS AND SURPLUS ASSETS**

109. The income and property of Triathlon England shall be applied solely towards the promotion of its objects as set forth in this Schedule and no portion thereof shall be paid or transferred directly or indirectly by way of distribution, bonus or otherwise howsoever by way of profit to Members.

110. If on winding up or dissolution of Triathlon England there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members but shall be given or transferred to some other association or associations with objects providing for the promotion of Triathlon, or for the promotion of multi-sport activities involving one or more of swimming, cycling or running, or for the promotion of either swimming, cycling or running alone, or to any other sporting body (in that order of preference), and which shall prohibit the distribution of its or their income and property or any part thereof to its members, such association or associations to be determined by the Members at or before the time of dissolution; and insofar as effect cannot be given to such provisions then to some charitable body or bodies.

## **SCHEDULE 1**



## OBJECTS AND POWERS

The objects of Triathlon England are:

**General** (i) to act as the governing body for the sport and recreation of Triathlon in England;

(ii) to be responsible for the administration and development of the sport and recreation of Triathlon in England through its Regional Committees;

**Encourage,  
foster and**

**develop** (iii) to encourage, foster and develop Triathlon in all its forms throughout England amongst all ages and sections of the population without discrimination, to promote their health, wellbeing and participation in competitive and recreational activities;

**Promotion** (iv) to promote Triathlon generally in all its forms and to initiate, support and co-operate with others in proposals and activities designed to assist in the promotion of Triathlon England's objects, including increased participation amongst young, elite, age group and recreational triathletes;

(v) to liaise or collaborate with the Government and with other governing bodies, associations, agencies and organisations (both nationally and internationally) with regard to any matter pertaining to Triathlon in England, including in particular the promotion of the sport and recreation of Triathlon and safety of competitors participating in Triathlon;

(vi) to act as the representative member for England in international affairs in relation to Triathlon;

**Events** (vii) to increase participation in events through delivery of an annual programme in each English region of well managed events aimed at providing appropriate levels of competition for young people, elite, age group and recreational triathletes;

(viii) to promote and organise, or assist in promoting and organising, Triathlon meetings, events, championships, trials, gatherings and other competitive and recreational events in England, and to approve facilities and

arrangements for such events to be run under the auspices of Triathlon England;

(ix) to establish and/or administer, and/or oversee and recommend, a registration and sanctioning process for all meetings, events, championships, trials and all other competitive and recreational Triathlon events held in England, which ensures that all such events meet minimum prescribed safety standards;

(x) to publish an annual programme of all events held in England;

**Officials** (xi) to oversee the selection, training and co-ordination of officials for Triathlon events conducted in England;

**Volunteers** (xii) to oversee the recruitment, training and recognition of volunteers in England to operate and assist at all levels and in all capacities (including coaching, running clubs, officiating at events and organising and assisting at events) in support of the sport and recreation of Triathlon;

### **Young**

**People** (xiii) to provide increased opportunities for young people in the English regions to enter triathlon and pathways for them to follow that will enable them to maximise their abilities and will encourage their life long participation;

(xiv) to provide through the regional structure competition structures for young people, develop clubs for young people, school-club links and links with other sports organisations;

(xv) to deliver programmes within and across through the English regions which provide opportunities for young people of talent to be identified and nurtured in order that they can fulfil their long term medal winning potential;

### **Elite**

**athletes** (xvi) to exercise jurisdiction over all matters pertaining to the participation of athletes representing the Association or England in the sport of Triathlon at Home Nations, Commonwealth Games and other international competitions;

(xvii) to work in partnership with British Triathlon's elite performance programmes to ensure English athletes can achieve success in significant international championships;

**Anti-doping** (xviii) to adopt the British Triathlon Federation's anti-doping policies and procedures which are compliant in all respects with the World Anti-Doping Agency (WADA) code and guidelines; to be committed to preventing the use of doping and doping methods in all sports and to co-operate with the Sports Councils and other recognised bodies, organisations or agencies to ensure all practical methods are employed to this end; including in particular to cooperate with the British Triathlon Federation who are responsible for the maintenance and enforcement of an anti-doping policy and rules to combat doping in Triathlon;

### **Information**

(xix) to provide and co-ordinate technical and other information regarding event organisation, safety, equipment design, training and coaching in the sport of Triathlon in England;

(xx) to encourage and foster research and development, technical improvements and the dissemination of information in all areas relating to the equipment, skills and techniques associated with Triathlon in England;

(xxi) to provide information and advice to Members concerning the practice of competitive and recreational Triathlon by means of books, periodicals, magazines, journals, leaflets, advertisements or any other appropriate methods including via an official website;

### **Rules and**

**regulations** (xxii) to make, publish and enforce rules and regulations from time to time, in conformity with those of the BTF, ITU and ETU and to formulate and issue guidelines and policies concerning all forms and aspects of Triathlon (including competition rules), the conduct and management of any of the events referred to above and to promote the observance of the same by its Members and others participating or competing in Triathlon in England;

### **Member**

**services** (xxiii) to arrange with any person, company, undertaking or organisation for the provision of services for Members in respect of (without limitation)

insurances, day memberships via event organisers, travel facilities or the purchase of goods, equipment and appliances;

(xxiv) to encourage the development of Triathlon clubs in the English regions and to recognise standards through the implementation of club accreditation schemes;

***Equity &***

***Welfare*** (xxv) to establish policies which promote inclusion and provide a safe and healthy environment for all participants in Triathlon in England.

***Commercial opportunities***

(xxvi) to develop, lead and assist in commercial, marketing and public relations policies and activities for the sport of Triathlon in England, including in particular the sourcing and procuring of commercial support and sponsorship to assist with the funding of Triathlon England's activities;

and

***Assistance*** (xxvii) to act as secretaries, managers and registrars and to provide administration and other services of any sort whatsoever for any association, organisation, society, club, committee, body or person interested in or associated with the sport and recreation of Triathlon.