



European Triathlon Union

## ARTICLES OF ASSOCIATION

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## Chapter 1 - OBJECTS-

### 1. NAME

The name of the Association is the "EUROPEAN TRIATHLON UNION", hereinafter referred to as the "ETU". The entity will use the name and brand of "Europe Triathlon" as a trading name.

### 2. DEFINITIONS

In these Articles, the words standing in the first column of the table set out hereunder shall bear the meaning set opposite to them in the second column thereof, if not inconsistent with the subject or context.

#### Meanings of Words

Ad hoc commission	A group of people (working group) appointed by the Executive Board for a particular purpose only, in accordance with Art. 11
Affiliated Member	A person which is affiliated with ETU by direct affiliation to a Member
Articles	The ETU Articles of Association or Statutes, as originally framed or as amended in this document, and in force from time to time.
a.s.b.l.	Association sans but lucratif
Athletes	Participants in any ETU event or race
Board Member	Member of the ETU Executive Board
Budget	An estimate of income and expenditure for a set period of time
CAS	Court of Arbitration for Sport
CEO	A remunerated non-elected ex officio position on the Executive Board
Code	A set of rules about how people should behave or about how something must be done, see Art. 42
Commission	A Commission may be established with specific remit and duration under Chapter 3D
Committee	ETU Committees are established for a purpose, and their roles are described in these Articles in Chapter 3C
Delegate	Valid representative of a Member
Document	Includes, unless otherwise specified, any document sent or supplied in electronic form, including email
EChs	European Championship races
ECs	European Cup races
Electronic form	An electronic replication or replacement for accessing, filing, submitting, and storing a traditional paper form
ETU	European Triathlon Union or Europe Triathlon
Executive Board	The decision-making body described under Art. 19
Ex-officio	By virtue of holding another office or position without vote
General Assembly	The Annual or Extraordinary General Assembly of the Members of the ETU in accordance with Chapter 3A
Good standing	A member shall be in Good Standing if it has fulfilled and continues to fulfil the requirements for Membership of the ETU as set out in this Articles of Association (see Art. 10)
Honorary Member	A member who has been elected by the General Assembly on account of their service to ETU

Hybrid meeting	A (General Assembly) meeting where some participants attend a “live” in-person meeting and some participants participate by using virtual technology
Intellectual Property	All rights and goodwill in copyright works, names, trademarks, service marks, devices, logos, design, patents, processes and confidential information of and relating to ETU including but not limited to any real-life or virtual event, competition, activity or programme conducted, promoted or administered by or on behalf of the ETU
IOC	International Olympic Committee
IPC	International Paralympic Committee
Member	Means a National Federation, recognised as such in accordance with Art 9.1
Multisports	All format of events set out in the Competition Rules of World Triathlon
National Federation	The sole governing body for the sport of Triathlon in a sovereign state, to which an athlete or club from that state is affiliated for the purposes of national and international competitions and other administrative purposes
Officer	An Officer of the ETU, as referred to in Art. 20
Official	Any person who is elected or appointed by the ETU to a position in the ETU but who does not thereby represent a Member (e.g. Committee member)
Olympiad	An Olympiad is a period of four (4) consecutive calendar years, beginning on 1 January of the first year and ending on 31 December of the fourth year starting in 1896 (IOC Charter By-law Rule 6)
Para Triathlon	A Triathlon for athletes with varying degrees of physical impairment
Person	Any natural person or an organisation or other entity
President	The President for the time being of the ETU
Proxy vote	A vote cast by a representative of the person or body entitled to vote in that person or body’s absence
Quorum	The smallest number of members who must be present at a meeting so that official decisions can be made
Rule(s)	Rule(s) made by the Executive Board within its powers and responsibilities as set out herein
Simple majority	More than 50% of the votes cast by those present and entitled to vote.
Special Majority	Two-thirds (2/3rds) of the votes or more cast by those present and entitled to vote
Triathlon	Means all disciplines defined in the World Triathlon Competition Rules
Tribunal	World Triathlon Tribunal
Virtual Meeting	A meeting where all participants participate by using virtual technology
Virtual Technology	Online technology, which gives those attending the opportunity to participate in the meeting to ask questions and to vote
Vote	A vote cast by those present (including virtual) entitled to vote
Votes	All votes cast by those presented and represented
WADA	The World Anti-Doping Agency

World Anti-doping code  
World Triathlon Tribunal

The World Anti-Doping Code adopted by WADA  
The World Triathlon body (herein Tribunal) in charge of  
investigating and prosecuting any breach of the Articles, Rules,  
Regulations and Codes, and of deciding cases brought to it on  
appeal.

### **3. MISSION**

The ETU exists to govern, lead, promote, develop, regulate and safeguard the sport of Triathlon, in the continent of Europe for the benefit of its Members. ETU will carry out this mission in collaboration with World Triathlon.

### **4. OBJECTS**

The objects for which the ETU is established are:

- 4.1. to promote triathlon and act as its continental governing body.
- 4.2. to maintain affiliation to World Triathlon, and to support the aims, ideals and principles of the Olympic and Paralympic movements and to ensure the continued inclusion of Triathlon and Paratriathlon on the respective programs of the European Games or similar events.
- 4.3. to enforce rules governing Triathlon and to ensure in all competitions sanctioned by the ETU that such rules shall be applied in accordance with their terms.
- 4.4. to supervise the strict application of the Articles of Association, Rules, Regulations, and any regulatory or mandatory documents.
- 4.5. to aid the interest and well-being of the Members and Associate members, and to supervise and enforce their obligations.
- 4.6. to ensure that no gender, ethnic, religious, political or other kind of unfair discrimination exists or is allowed to develop in Triathlon in any form, and that all may participate regardless of their gender, race, religious or political views or any other factor.
- 4.7. to foster and develop links with other Federations, National governments, Relevant Authority and Non-Governmental Organisations in order to promote the interest of sport in general, and triathlon in particular, at all levels throughout the continent of Europe.
- 4.8. to collaborate with World Triathlon to promote fair play in sport.
- 4.9. to develop sponsorship and marketing opportunities and commercial arrangements in relation to ETU's intellectual property, with the purpose of creating a sustainable income stream to further its mission and objects.
- 4.10. to undertake and/or do all such things or activities as are necessary, incidental or conducive to the advancement of its mission and objects.

### **5. PRELIMINARIES**

- 5.1. The ETU is established for the purposes expressed in these Articles.
- 5.2. The ETU has its legal seat at 3, route d'Arlon at L- 8009 Strassen, LUXEMBOURG.
- 5.3. The ETU is an international non-profit organisation, of unlimited duration, in the form of an Association with the status of a legal person.

- 5.4. The ETU is established and regulated under Luxembourg law, and specifically by the a.s.b.l. law of 7 August 2023 and by any present or future legal provision of Luxembourg civil law that may be applicable. ETU is fully responsible for its obligations by means of its patrimony, with the exclusion of the direct responsibility of its Members, organisational structure or employees. This Article is made without prejudice to any appeals and/or dispute resolution procedure set out hereafter specifying that the Court of Arbitration (and the relevant arbitration rules of that Court) shall have jurisdiction.
- 5.5. The official and working language of the ETU is English. If a document is submitted in a language other than the one considered official here, ETU may require that it be translated into English. Any obligation to translate and translation costs will be paid by the Person submitting documents.
- 5.6. The ETU, being an organisation affiliated to World Triathlon and being the body representing the National Triathlon Federations for Europe, hereby undertakes to abide the decisions and provisions of World Triathlon, and to respect and apply the provisions of the Olympic Charter, the International Paralympic Committee Handbook and the provisions of the World Anti-Doping Code.
- 5.7. The ETU undertakes to support and encourage the promotion of ethics in sport, to fight against doping and to demonstrate a responsible concern for environmental issues.

## **6. ROLE**

The role of the ETU is:

- 6.1. to encourage the development of Triathlon;
- 6.2. to promote, organise and formulate general conditions for European Triathlon, events, championships and competitions under ETU's jurisdiction;
- 6.3. to act as the representative for Triathlon, in the wider European sporting arena and to provide spokesperson(s) for Triathlon in Europe;
- 6.4. to ensure that the ETU remains a completely autonomous and independent body and resists all political, religious, racial, discriminatory or commercial pressures;
- 6.5. to promote and organise European training courses for athletes, coaches, technical officials, Paratriathlon classifiers and administrators;
- 6.6. to select and name European athletes and officials to represent the ETU on such occasions where this is relevant, prior to consultation and agreement with the Members;
- 6.7. to commit itself to taking action against any form of discrimination (on grounds of race, religion, politics, sex and otherwise) and violence in sport;
- 6.8. to work to maintain harmonious and cooperative relations with appropriate governmental bodies, while preserving ETU's autonomy and resisting all pressures of any kind, including those of a political, religious, discriminatory or economic nature.



## **7. GOVERNANCE PRINCIPLES**

ETU will comply with the governance principles of World Triathlon.

## **8. RESPECT FOR WORLD TRIATHLON RULES**

The ETU shall, at all times, act in accordance with the-World Triathlon Constitution, Codes and Rules (as may be amended from time to time).

## Chapter 2 - MEMBERS –

### 9. MEMBERS: GENERAL PROVISIONS

- 9.1. The Members of ETU are the World Triathlon Members which belong to the Continental division of Europe as recognised by the IOC and are a member of their National Olympic Committee.
- 9.2. The minimum number of Members is seven (7).
- 9.3. A register shall be kept by the ETU containing the names, addresses and electronic contact details of all the Members and their principal representatives, such as the Members President and CEO.
- 9.4. Members must support the aims pursued by the ETU, whilst benefiting from all the rights given to them by these Articles, and the aims of the Members, as noted in their Statutes or Articles, must be in concert with those of the ETU.
- 9.5. Members are liable for annual fees set by the General Assembly. The maximum level of contribution is €5000. Only Members having paid the appropriate annual fee by the 30th of April in each year and being in good standing with World Triathlon shall be considered to be Members.
- 9.6. A Member will only be automatically suspended or excluded if it loses its Membership of World Triathlon.

### 10. GOOD STANDING

- 10.1. Members shall be in good standing with Europe Triathlon and World Triathlon
  - a. Only Officials of Members in Good Standing may vote at meetings of the Executive Board, Committees and Commissions;
  - b. Only Members in Good Standing may register Athletes and Technical Officials to Events;
  - c. Only Members in Good Standing can participate in ETU Development Projects and Programmes.
- 10.2. A Member is considered in Good Standing if it has fulfilled and continues to fulfil the requirements and obligations for membership of World Triathlon and of ETU according to the Articles.
- 10.3. A Member shall automatically lose its Good Standing if it:
  - a. Has not paid its membership Fees or other fee or fees or payments to ETU and/or World Triathlon that are due and outstanding for more than thirty (30) days after the due date, or any later date approved by the Annual General Assembly; or
  - b. Is not in good standing with World Triathlon; or
  - c. Is suspended from Membership.

10.4. A Member is automatically back in Good Standing if they have fulfilled the conditions of Art 10.3. for which they automatically lost their Good Standing.

## Chapter 3 - STRUCTURES –

### 11. STRUCTURES

The official organisational structure of the ETU includes:

- A The General Assembly;
- B The Executive Board;
- C The Committees:
  - Audit Committee;
  - Development Committee;
  - Womens' Committee;
  - Technical Committee;
- D Standing Commissions
  - Race Commission
  - Legal and Constitution Commission
  - Marketing and Media Commission

And Ad Hoc Commissions

## **A – THE GENERAL ASSEMBLY**

### **12. THE GENERAL ASSEMBLY**

The General Assembly is the supreme authority of the European Triathlon Union. It is only composed of the Delegates nominated by the Members.

### **13. FUNCTIONS OF THE GENERAL ASSEMBLY**

The functions of the General Assembly are:

- 13.1. at each Annual General Assembly, to approve:
  - a. the annual reports for the preceding year;
  - b. the annual financial statements of the preceding year, after having taken into consideration the report from the Audit Committee;
  - c. the budget for the current year;
- 13.2. in the event that the Members agree to supplement the inspection of the annual financial statements through a formal independent audit, to confirm the appointment of any Auditors at each annual General Assembly for the following year;
- 13.3. granting discharge to the Executive Board members and to the Auditors;
- 13.4. the dismissal of Executive Board members and Committee members;
- 13.5. to agree upon the number and composition of the Committees and Standing Commissions, on the proposal of the Executive Board;
- 13.6. to adopt activity programmes;
- 13.7. to make modifications, if necessary, to the Articles;
- 13.8. to receive ratifications to the rules, codes and policies, from the CEO;
- 13.9. to take a stand upon all questions or proposals submitted by the Members or by the Executive Board and to express their majority opinion by voting on them, as necessary and relevant.

### **14. GENERAL ASSEMBLIES**

- 14.1. An Annual General Assembly shall be held once in every year. In general, it will take place before the 30<sup>th</sup> of June and if possible in connection with the European Triathlon Championships held over the Standard Distance in Triathlon for elite and age group athletes. The Executive Board shall be entitled to specify the date, time and place of the General Assemblies provided that not less than one hundred (100) days' notice is given in due form exclusive of the day on which the notice is served or deemed to be served, and of the day for which it is given, inviting submission of Nominations for positions to be elected and for Resolutions (as required by the a.b.s.l., Arts. 14.6 and 14.12 below) to the Members;

- 14.2. In the year following the conclusion of the Olympiad elections will be organised during the Annual General Assembly for the Executive Board and the Committees.
- 14.3. All General Assemblies of the ETU shall be either Annual General Assemblies or Extraordinary General Assemblies.
- 14.4. A General Assembly may, at the discretion of the Executive Board be held as a Hybrid meeting or as a Virtual Meeting, provided that the manner in which the General Assembly is held is consistent with Luxembourg law and these Articles and allows the Members as a whole a reasonable opportunity to participate. Each Member shall have only one (1) active access point (voice and vote) to the General Assembly.

The virtual technology must make it possible to:

- a. Verify the identity of the voting Delegates;
  - b. Take direct, simultaneous and uninterrupted (read live) notice of the discussions;
  - c. Exercise voting rights;
  - d. Ask questions and thus take an active part in the deliberations.
- 14.5. An Extraordinary General Assembly of the ETU will be convened by the CEO upon a decision taken by the Executive Board or on the written requisition, with cause stated, of not less than one fifth (1/5) of the Members. Such Assembly shall be held within sixty (60) days of the written requisition;
  - 14.6. Nominations for positions on the Executive Board and Committees must be submitted in writing to the CEO in the event that elections will take place at least forty five (45) days prior to the Annual General Assembly or Extraordinary General Assembly;
  - 14.7. Nominations can be made only by a Member in good standing, and must be signed by the President or Secretary General of the Member concerned;
  - 14.8. Resolutions to be presented, discussed and voted on at a General Assembly shall be submitted in writing either by surface or electronic mail to the ETU CEO with forty five (45) days' notice, exclusive of the day on which the notice is served or deemed to be served, and of the day for which it is given, and must be signed by the President or Secretary General of the National Federation concerned;
  - 14.9. Agenda and relevant documentation shall be sent to the Members, the Committees and Commissions by the CEO, by e-mail, at least thirty (30) days before the date of the General Assembly. In case of modifications of the Articles or of the existing regulations, the old and new versions must be presented in a clear way, and the proposed changes must be accompanied by arguments for their justification;
  - 14.10. Once at a General Assembly, the Agenda may not be extended to other items without the consent of all Members present;

- 14.11. The accidental omission to give notice to, or the non-receipt of notice by, any Member entitled to receive notice shall not invalidate the proceedings at any General Assembly of the ETU;
- 14.12. Each Member must notify the CEO in writing of the names of its delegates to the Assembly. Such notification shall be received by the CEO not less than fourteen (14) days before the meeting is due to take place;
- 14.13. The ETU will automatically adopt the sanctions pronounced by World Triathlon against Members and affiliated Members including but not limited to suspension and exclusion;
- 14.14. No business shall be transacted at any General days unless a Quorum is present when the meeting proceeds to business. Save as hereinafter provided, a Quorum shall be the representatives of not less than the simple majority of (all) the Members;
- 14.15. The President shall preside as Chair at any General Assembly, but if the President is not present then the First Vice President may preside on the President's behalf. If neither the President nor the First Vice President are present, then the other Vice President shall preside. If neither Vice President is present, then the members of the Executive Board present shall choose one of their number to preside as Chair at the General Assembly;
- 14.16. A resolution is passed if the simple majority of the Members present vote in favour, except if it is otherwise provided by Arts. 14.17, 14.18, 14.19;
- 14.17. The following matters require a Special Majority of the Members present:
  - a. Modification of the Articles of Association;
  - b. If, for the modification of the Articles of Association a Special Majority has not been reached at the first meeting, a second meeting will be called in. In this second meeting, the General Assembly is duly constituted if a Simple Majority of the Members are present, whereupon it deliberates and votes even without the Quorum of a Special Majority of the Members;
  - c. This second meeting cannot be held earlier than fifteen (15) days after the first meeting. The call should be sent at least 8 days prior to the date of this second General Assembly and should contain the date, the agenda and the outcome of the first meeting;
  - d. If two-thirds of the Members are not present or represented at the second meeting, the decision will have to be approved by the civil court.
- 14.18. The following voting matters require a Special Majority of votes:
  - a. Modification of the ETU Articles of Association;
  - b. Motion of no confidence against Executive Board members that results in dismissal of those Executive Board members pursuant to Arts. 20.3 and 20.4;
  - c. Election of Honorary Members;

- 14.19. If the modification of the Articles of Association concerns the objects of ETU, the decision adopted in either the first or in the second meeting described in Art. 14.17.b. must achieve a majority of three-quarters (3/4) of the votes;
- 14.20. Two (2) Tellers will be elected by a Simple Majority at the beginning of the General Assembly to count and, likewise, two (2) Scrutineers will be elected to supervise the voting process and counting of votes under the following conditions:
- a. they should not be representatives of the Members that have submitted Nominations;
  - b. should any of these positions as Teller or Scrutineer be vacated during the General Assembly, they will be replaced, in the same manner as described above;
- 14.21. At any General Assembly, a Resolution put to the vote of the meeting shall be decided by public vote, unless a secret ballot is demanded by (a) the Chair or (b) not less than ten (10) Members present and entitled to vote. Electronic voting systems could be used for any vote;
- 14.22. A declaration by the Chair that a Resolution has been carried, whether unanimously or by a particular majority, or lost, and an entry to that effect in the minutes, shall be conclusive evidence of the fact, without proof of the number or proportion of votes recorded for or against such Resolution;
- 14.23. A secret ballot may be conducted using an electronic voting device approved by the Executive Board;
- 14.24. If any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not make the outcome of the vote invalid unless it be pointed out at the same meeting, or at an adjournment thereof, and not in that case unless it shall in the opinion of the Chair be of sufficient magnitude to vitiate the resolution;
- 14.25. If a secret ballot is duly demanded (and the demand is not withdrawn), it shall be taken in such manner as the Chair may direct, and the result of the secret ballot shall be deemed to be the resolution of the meeting at which the secret ballot was demanded;
- 14.26. Decisions taken at a General Assembly shall become operative for the ETU and Members immediately after the meeting, or on such dates as fixed by the General Assembly, when legally applicable.

## **15. DELEGATES**

- 15.1. A Member shall be represented by a maximum of four (4) delegates of whom a maximum of two (2) delegates may be from the same gender;
- 15.2. A delegate may represent only one (1) Member;
- 15.3. Members must submit the names of their delegates in writing prior to the commencement of the Annual General Assembly;



- 15.4. No member of the Executive Board, Staff and World Triathlon Tribunal may be a delegate;
- 15.5. At least one (1) delegate must be an Executive Board member of the respective Member;
- 15.6. Each delegate shall be:
  - a. Appointed by their Executive body;
  - b. A member of their respective Member.

## **16. VOTES AND ELECTIONS**

- 16.1. Each Member shall be entitled to attend or be represented by another Member at the General Assemblies and has one (1) vote.
- 16.2. Proxy voting will be limited to one (1) proxy vote per Member.
- 16.3. Voting for election to any office under these Articles shall be by secret ballot.
- 16.4. Each Member has one (1) vote for every position to be elected.
- 16.5. The Officers of the ETU to be elected, in this order, are:
  - a. President;
  - b. Treasurer;
  - c. Two (2) Vice Presidents;
  - d. From amongst the two Vice Presidents elected the President shall appoint the First Vice President.
- 16.6. The President, shall be elected on the first count if he or she obtains a simple majority. If a simple majority is not obtained, a second or subsequent round(s) is/are undertaken, after eliminating, each time, the candidate obtaining the lowest number of votes until a candidate has a simple majority.
- 16.7. The Treasurer shall be elected in the same way as the President in 16.6 above
- 16.8. In the case of the election of the two Vice Presidents, subject to articles 17.3 and 17.4 the two candidates with the highest number of votes shall be elected. If the candidates with the two highest numbers of votes are of the same gender as the President and Treasurer, then the second position will be awarded to the first candidate of the opposite gender.
- 16.9. The five (5) additional members of the Executive Board are elected in one (1) count in order of the highest total number of votes cast subject however always to articles 17.3.b and 17.4.
  - a. if there is a tie to fill the final place(s) because the candidates obtain an equal number of votes, a second or subsequent round of votes, shall be undertaken between those candidates achieving the tie, to fill the vacancies concerned;

- b. if it is not possible to fulfil the requirements of Art. 16.7, 17.3.b and/or 17.4, a vacancy will remain unfilled and the Executive Board may make a temporary appointment respecting the requirements until a new election will be held for this position at the next General Assembly.

16.10. The members of the Committees are elected in one (1) count in order of the highest total number of votes cast in their name subject however always to articles 28.5 and 28.6.

- a. If there is a tie to fill the final place(s) because the candidates obtain an equal number of votes, a second or subsequent round of votes, shall be undertaken between those candidates achieving the tie, to fill the vacancies concerned;

16.11. Subject as below, service as a member of the Executive Board, shall be limited to a maximum of three full terms of 4 years each.

16.12. Term limits for the Executive Board:

- a. Service as President shall be limited to a maximum of three (3) full terms of four (4) years each, and including service as a member of the Executive Board, to a maximum of four (4) full terms in either capacity.
- b. Service as a member of the Executive Board, shall be limited to a maximum of three (3) full terms of four (4) years each, except for the President as set out in Art. 16.12.a.
- c. If a candidate is elected for a full term, he or she shall be deemed to have served for that full term.
- d. If a candidate is elected mid-term for the remainder of a term, then at the end of that term he or she shall be deemed to have served for a full term.

## **B – THE EXECUTIVE BOARD**

### **17. THE EXECUTIVE BOARD**

- 17.1. The affairs of the ETU shall be managed by an Executive Board to be constituted as hereinafter provided.
- 17.2. The Executive Board is principally responsible for:
- a. developing strategies and policies and implementing these in the interests of the ETU, following guidance from the General Assembly;
  - b. supervising strict application of these Articles and the rules, codes and policies;
  - c. deciding on strategic matters for the ETU and its members, in line with the agreed strategic goals;
  - d. deciding on matters referred to it by the General Assembly;
  - e. referring any infringement of these Articles and the rules, codes and policies to the Tribunal;
  - f. the administration of the ETU.
- 17.3. The Executive Board shall consist of:
- a. Four (4) Officers and five (5) additional members;
  - b. a maximum of six (6) may be of the same gender;
  - c. as ex officio members (not counting for the gender requirements) the President of World Triathlon and the ETU CEO (staff).
- 17.4. A Member can have only one (1) elected member on the Executive Board.
- 17.5. Should the President cease, for any reason, to hold office during an Olympiad, the First Vice President shall assume the office of President until the next General Assembly, where an election for President will be held.
- 17.6. Should any Officer, other than the President, or member of the Executive Board cease for any reason to hold office during an Olympiad, a temporary appointment may be made by the Executive Board in an ex-officio role until a new election will be held for the vacated position at the next General Assembly.
- 17.7. In the case of death, resignation or exclusion of an Executive Board member, the Executive Board may co-opt an ex-officio Executive Board member in accordance with the gender requirements in Art. 17.3.b. The co-opted member shall hold office until the next General Assembly whereupon an election will be held for this position.
- 17.8. Any change in the Board members of the ETU shall be notified in writing to the Secretary General of World Triathlon.

17.9. The Executive Board may invite Observers or Attendees without voting rights to attend a General Assembly or any other meeting of the ETU.

17.10. The Executive Board shall meet in person at least twice (2) a year for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Subject to these Articles, Executive Board members participate in a Executive Board meeting, and shall be deemed to be present at such meeting, or part of a Executive Board meeting, when:

- a. the meeting has been called and takes place in accordance with these Articles, and
- b. they can each communicate to the others (including by telephone or teleconference) any information or opinions they have on any particular item of the business of the meeting.

17.11. In determining whether Executive Board members are participating in a Executive meeting, it is irrelevant where any Executive Board member is, or how they communicate with each other.

## **18. RETIREMENT OR EXCLUSION OF MEMBERS OF THE EXECUTIVE BOARD**

18.1. An Extraordinary General Assembly and elections must be held within 60 days if the Executive Board is reduced to less than six (6) elected members or less than two (2) elected Officers.

### **Retirement**

18.2. Membership of the Executive Board shall be vacated forthwith if the member:

- a. sends his or her notice of resignation to either the President or the CEO;
- b. becomes an employee of the ETU, a paid consultant or advisor to the ETU.

### **Vote of no confidence**

18.3. The Members may vote to pass a vote of no confidence against the Executive Board or any member thereof. If passed, the Executive Board or any member thereof as appropriate (as the case may be) must forthwith resign.

18.4. A vote of no confidence is accepted if the Resolution is upheld with a Special Majority. A carried vote will take effect immediately and the Executive Board member(s) must step down.

18.5. In the event of any member(s) of the Executive Board resigning (or being deemed to have resigned) under the provisions of Arts. 18.2 and 18.3, the General Assembly will vote for replacement Executive Board members, who will be nominated by their Members, through the Delegates present at the General Assembly.

18.6. The Executive Board will operate with the full powers allocated to the Executive Board in these Articles, and remain in place until the next Annual General Assembly where elections will be carried out in accordance with Art. 16.

## **Exclusion**

- 18.7. A member of the Executive Board shall be excluded by the General Assembly if she/he:
- a. is adjudged bankrupt in Europe or in any territory outside Europe or makes any arrangement or composition with his/her creditors generally;
  - b. becomes of unsound mind, duly documented by medical certification or by a decision of a competent court in the country in which the Executive Board member has his/her legal domicile;
  - c. is convicted of an indictable offence;
  - d. is directly, or indirectly, interested in any contract with the ETU and fails to declare the nature of his/her interest; or

## **19. PROCEEDINGS OF THE EXECUTIVE BOARD**

- 19.1. The President of the ETU will preside over and conduct the business of meetings of the Executive Board. In his/her absence, the First Vice President will act as Chair. In the absence of the President and the First Vice President, the other Vice President appointed by the Executive Board will act as Chair ("the Chair").
- 19.2. The CEO shall give at least 8 days' notice in case the meeting is by zoom or 14 days' notice for face-to-face meetings of the Executive Board. The notice shall specify the place, day and the hour of the meeting and will enclose the Agenda and, where necessary, any documentation required.
- 19.3. The CEO or President shall have the possibility to organise urgent ad-hoc meetings if deemed necessary with no minimum notice period required.
- 19.4. Business that is not mentioned in the Agenda for meetings of the Executive Board shall not be transacted at any such meeting, unless, in the opinion of the President or Chair of the meeting, as the case may be, and supported by a majority of the other members of the Executive Board present at the meeting, such business arises directly out of an item included in the agenda, or out of the minutes of the last preceding meeting, or as a matter of urgency.
- 19.5. The Quorum necessary for the transaction of the business of the Executive Board shall be six (6), provided two (2) of them are Officers. A meeting of the Executive Board for the time being at which a Quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Executive Board. The Executive Board may act notwithstanding any vacancies in its body but if at any time their number shall be less than the Quorum fixed by, or in accordance with these Articles, they may act only for the purpose of filling up vacancies in the members of the Executive Board or summoning an Extraordinary General Assembly.

- 19.6. Questions arising at any meeting shall be determined by a majority vote and, in the case of an equality of votes, the motion falls. Each Board member carries one (1) vote. A Special Majority is needed for making or modifying the rules, codes and policies.
- 19.7. Proxy voting will be limited to one (1) per Board Member.
- 19.8. A resolution in writing, signed by a majority of the members of the Executive Board for the time being, shall be as effective as a resolution passed at a meeting of the Executive Board duly convened and held, and may consist of several documents in the like form, each signed by one or more of the members of the Executive Board. The ETU shall be entitled to act on a signature transmitted by e-mail provided that the CEO is satisfied as to the authenticity of the signature. Where it is proposed to have a resolution passed in accordance with this Article, the CEO shall transmit a copy of the resolution proposed to be signed to each Executive Board member by e-mail.
- 19.9. Email votes may be organised on a single specific or urgent issue when deemed necessary, and should be recorded and minuted and only be accepted when agreed unanimously.
- 19.10. All acts done by any meeting of the Executive Board, or by any person acting as a member of the Executive Board, shall as regards all persons dealing in good faith with the ETU, notwithstanding that there was some defect in the appointment of any member of the Executive Board or person acting as such or that any such member or person was disqualified or had vacated office or was not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a member of the Executive Board and had been entitled to vote. All acts of the Executive Board and its individual members along with any Officer of its delegation and the CEO shall be considered valid so long as there is no defect in the appointment, qualification or entitlement to hold office of the relevant person.

## **20. OFFICERS**

Officers are the President, the two (2) Vice-Presidents and the Treasurer.

## **21. THE PRESIDENT**

Among his/her duties, the President:

- 21.1. directs the ETU and represents the Association in dealings with all International bodies including, but not limited to World Triathlon, European Olympic Committee, European National Federations, Continental Confederations, International Governmental Organisations, etc.;
- 21.2. controls, together with the Executive Board, the activities of the CEO and of the Treasurer;
- 21.3. instructs the CEO to call the meetings of the General Assemblies and the Executive Board, and chair those meetings;

- 21.4. supervises the ETU Officers and Executive Board members in their execution of roles and tasks, as described in Art 17.2;
- 21.5. signs, as necessary, any contract on behalf of the ETU, with the agreement of the Executive Board.
- 21.6. is an ex-officio member of all ETU Committees, Commissions and working groups by virtue of his/her position , and should be notified in advance of such meetings.
- 21.7. will represent the European Continental Confederation on the Executive Board of World Triathlon.

## **22. THE VICE PRESIDENTS**

Among their duties, the Vice Presidents:

- 22.1. assist the President in the performance of his/her duties;
- 22.2. in the absence of the President, the First Vice President assumes the role of the President at General Assemblies or meetings of the Executive Board;
- 22.3. perform any of the President's duties in his/her stead, if the President is unable to perform them;
- 22.4. perform such duties as are assigned by the President, or are laid down from time to time by the Executive Board.

## **23. THE TREASURER**

Among his/her duties, the Treasurer:

- 23.1. is responsible for the ETU Treasury and for the protection of its financial assets. The Treasurer must be consulted on all financial matters, and shall assist the President and CEO at all financial and contractual negotiations;
- 23.2. is an ex-officio member of all ETU Committee, Commission and working group meetings by virtue of his/her position, without the right to vote, and should be notified in advance of such meetings;
- 23.3. supervises the day to day operations of the Treasury, in particular, to collect fees and revenues and make payments on behalf of the ETU, subject to limits laid down by the Executive Board, by cheques or by electronic means, which shall be signed by the Treasurer and by either the President or the CEO;
- 23.4. supervises the bookkeeping operations of the ETU, so as to ensure that proper books of account are kept;
- 23.5. ensures that an adequate system of internal control is in operation, to prevent fraud and to detect errors;
- 23.6. ensures that all taxes, properly due, are paid promptly to the relevant authorities;

- 23.7. presents, at each meeting of the Executive Board, an up-to-date report of the financial situation of the ETU;
- 23.8. liaises with the Audit Committee in the carrying out of their duties;
- 23.9. supervises the production, in a timely manner, of year-end financial statements which give a true and fair view of the state of affairs of the ETU and of its annual results and to present them to the Executive Board, and subsequently the Audit Committee and the Annual General Assembly, for their respective approvals;
- 23.10. supervises the preparation of an annual Budget for presentation to the Executive Board for its approval, and subsequently to the Annual General Assembly for same, to ensure that the ETU finances are maintained within budget. Any expenses not included in the Budget require prior authorisation by the President and the Executive Board;
- 23.11. carries out such other financial duties as the Executive Board shall determine;
- 23.12. represents the ETU before third parties on financial matters, as directed by the President or the Executive Board.

#### **24. THE CEO**

Among his/her duties, the CEO:

- 24.1. is in charge of the ETU Operations and supervises its day-to-day activities to further the aims of the Association;
- 24.2. establishes the Agenda of the General Assembly and of the Executive Board meetings according to the instructions of the President;
- 24.3. verifies the draft minutes of the General Assemblies, and of the Executive Board meetings, submits them for approval to the President and the Executive Board and keeps the approved minutes as described in Art. 26;
- 24.4. supervises the accreditation of delegates to any General Assembly and other meetings;
- 24.5. supervises correspondence with the members of the Executive Board;
- 24.6. is an ex-officio member of all ETU Committees, Commissions and working group meetings by virtue of his/her position, and should be notified in advance of such meetings;
- 24.7. represents, together with the President, the ETU vis-à-vis international organisations;
- 24.8. signs any documents concerning the day-to-day administration of the ETU, on behalf of the Executive Board.

#### **25. ORDINARY EXECUTIVE BOARD MEMBERS**

The remaining Executive Board members, who are not Officers with duties as defined in Arts. 20-23, shall perform specific individual responsibilities as may be delegated by the President, or as



laid down from time to time by the Executive Board, such as acting as Executive Board Liaison to ETU's Committees and Commissions.

## **26. MINUTES**

- 26.1. The Executive Board shall cause minutes to be made and stored in an Archive in electronic form for future record and kept by the CEO:
- a. of the names of the members of the Executive Board and any Committee, Commission or working group thereof; and
  - b. of all resolutions and proceedings at all meetings of the ETU and of the Executive Board and of any Committee, Commission or working group thereof.

## **27. HONORARY AWARDS**

- 27.1. The General Assembly has the exclusive authority in accordance with Arts. c and 11.3 to make Honorary Awards to individuals or organisations who, in the opinion of the General Assembly, have reinforced the effectiveness of the ETU or have rendered distinguished services to the cause of Triathlon, either as a single contribution, or accumulated over years of service.
- 27.2. The Executive Board and/or a Member may propose someone (a person) for an award or honorary membership.

## **C - COMMITTEES –**

### **28. GENERAL PROCEDURES**

- 28.1. A quorum for all Committees is a Simple Majority;
- 28.2. The Committee will choose, from among their number, a Chair and a Secretary;
- 28.3. Each Committee member has one (1) vote;
- 28.4. A Committee member cannot be member of more than one (1) Committee and cannot be a member of the Executive Board;
- 28.5. No more than one (1) member of any Committee may come from the same Member.
- 28.6. Further regulations and procedures for each Committee, with the exception of the Audit Committee, will be stipulated in the ETU rules, codes and policies;
- 28.7. All Committees are advisory to the Executive Board and the General Assembly.
- 28.8. Term limits for all Committees is three (3) mandates of 4 years.

### **29. THE TECHNICAL COMMITTEE**

The Technical Committee consists of seven (7) members elected by the General Assembly of whom a maximum of four (4) members may be of the same gender.

The role of the Technical Committee is as described in the Terms of References.

### **30. THE DEVELOPMENT COMMITTEE**

The Development Committee consists of seven (7) members elected by General Assembly of whom a maximum of four (4) members may be of the same gender.

The role of the Development Committee is as described in the Terms of References.

### **31. THE WOMENS' COMMITTEE**

The Womens' Committee consists of seven (7) members elected by General Assembly of whom a maximum of four (4) members may be of the same gender.

The role of the Womens' Committee is as described in the Terms of References.

### **32. THE AUDIT COMMITTEE**

32.1. The Audit Committee consists of three (3) members elected by General Assembly of whom a maximum of two (2) members may be of the same gender.

32.2. Members of the Audit Committee should:

- a. be competent in performing the duties described in Art. 37.3;
- b. be able to communicate effectively in the official ETU language;

- c. not be from the same Member as any of the Officers.

32.3. The members of the Audit Committee shall:

- a. liaise with the Treasurer on all audit matters;
- b. preview the annual reports and annual accounts with the Treasurer to satisfy itself that the information contained therein has been fairly and accurately stated;
- c. submit an advisory report to the General Assembly and the Executive Board discussing accounting policies proposed for the financial statements;
- d. give the Executive Board assurances as the Executive Board may reasonably require, regarding the reliability of financial information submitted to it, and of financial statements issued by the Treasurer;
- e. review performance in relation to budgetary matters;
- f. ascertain that ETU's financial practices are in compliance with the national legislation of the country of registration, Articles and rules, codes and policies;
- g. be accountable to the Annual General Assembly and shall meet with such frequency as it may consider appropriate, but in any event not less than twice (2) a year.

32.4. The Audit Committee may invite any Executive Board member, or any other person to attend any of its meetings if it shall consider that their presence would assist in the performance of the Audit Committee's duties.

## **D- STANDING COMMISSIONS AND AD HOC COMMISSIONS –**

### **33. STANDING COMMISSIONS AND AD HOC COMMISSIONS**

- 33.1. Standing Commissions are permanent commissions appointed by the Annual General Assembly to attend to a specified subject and Ad Hoc Commissions are commissions limited in time and appointed by the Executive Board or the Annual General Assembly for a particular purpose only.
- 33.2. The members of Commissions shall be appointed by the Executive Board.
- 33.3. Article 28.1 and 28.3 are applicable to Commissions.

## **Chapter 4 - FINANCE –**

### **34. FINANCIAL YEAR**

The financial year of the ETU begins on 1st January and the financial year-end shall be 31st December in each Year, unless otherwise changed by a General Assembly.

### **35. INCOME AND PROPERTY OF THE ETU**

35.1. The income and property of the ETU, whencesoever derived, shall be applied solely towards the promotion of the objects of the ETU as set forth in these Articles and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise, howsoever by way of profit to the Members or members of the Executive Board. Nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any Executive Board member or to any Member of the ETU in return for any services actually rendered to the ETU (that have been requested by and agreed with the ETU) nor prevent the payment of interest at a rate not exceeding 5% per annum on money lent or reasonable and proper rent for premises demised or let by any Member to the ETU.

35.2. No member of the Executive Board of the ETU shall be appointed to any salaried office of the ETU or any office of the ETU paid by fees and that no remuneration or other benefit in money or monies worth shall be given by the ETU to any member of the Executive Board except for the repayment of out-of pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent from the premises demised or let to the ETU. Provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Executive Board may be a member and in which such member shall not hold more than one-hundredth part of the capital and such member shall not be bound to account for any share of profits s/he may receive in respect of any such payment.

### **36. FINANCES OF THE ETU**

36.1. The ETU finances shall be derived from, among others:

- a. membership subscriptions;
- b. subsidies from World Triathlon, public bodies, or other organisations;
- c. gifts and bequests;
- d. proceeds from events such as the European Championships and Cups, the sale of ETU emblems for use on a commercial basis, publications and sale of printed material, the granting of licences to third parties for the use of ETU emblems and mascots;
- e. fees for services rendered;
- f. any other source which the ETU or its Executive Board shall approve;
- g. sponsorship;

- 36.2. No financial assistance from any of the various public and private bodies referred to herein may interfere with the independence of the ETU, which, is to remain a completely autonomous and independent body, resisting all political, religious or commercial pressures;
- 36.3. The General Assembly approves a Budget for the current year and the annual accounts (balance sheet and financial accounts) for the past financial year.

### **37. ACCOUNTS**

- 37.1. The Executive Board shall cause proper books of account to be kept relating to:
- a. all sums of money received and expended by the ETU and the matters in respect of which the receipt and expenditure takes place;
  - b. all sales and purchases of goods by the ETU;
  - c. the assets and liabilities of the ETU.
- 37.2. Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the ETU's affairs and to explain its transactions.
- 37.3. The books of account shall be kept at the Office or at such other place as the Executive Board think fits, and shall at all reasonable times be open to the inspection of the Executive Board, the members of the Audit Committee and any Auditors.
- 37.4. The Executive Board shall from time to time, cause to be prepared and to be presented to the ETU Annual General Assembly, such income and expenditure accounts, balance sheets, group accounts (if any) and reports, as are required to be prepared and laid before the ETU Annual General Assembly.
- 37.5. A copy of every balance sheet (including every document required by law to be annexed thereto), which is to be laid before the ETU Annual General Assembly, together with a copy of the Executive Board's report and the Audit Committee's report shall, not less than thirty (30) days before the date of the Annual General Assembly, be sent to every person entitled under the provisions of these Articles to receive them.

### **38. BORROWING POWERS**

The Executive Board may exercise all the powers of the ETU to borrow money and to mortgage and charge its undertaking and property or any part thereof, whether outright or as security for any debt, liability or obligation of the ETU.

## **Chapter 5 - DISCIPLINE, DISPUTES AND APPEALS -**

### **39. DISCIPLINE, DISPUTES AND APPEALS**

- 39.1. Final decisions made by ETU under this Articles may be appealed exclusively to the World Triathlon Tribunal which will resolve the dispute definitively in accordance with the World Triathlon Tribunal Rules and Procedures.
- 39.2. In the event there is a dispute (including disciplinary matters) or difference and it is not otherwise provided for in these Articles or rules, the ETU shall refer the matter to the World Triathlon Tribunal.
- 39.3. The procedure on a dispute or a difference or an appeal shall proceed as provided for in the World Triathlon Tribunal Procedures.
- 39.4. Any appeal under Art 39.1 and Art 39.2 must be filed with the CAS within twenty-one (21) days of the party's reception of the written reasoned decision.
- 39.5. Pending resolution of the appeal by the CAS, the decision being appealed shall remain in full force and effect unless the CAS orders otherwise.
- 39.6. An appeal before the CAS shall be governed by these Articles and the rules, and on a subsidiary basis by Luxembourg law. The appeal proceedings shall be conducted in English unless the parties agree otherwise.

## **Chapter 6 - THE EUROPEAN CHAMPIONSHIPS & EUROPEAN CUP RACES -**

### **40. THE EUROPEAN CHAMPIONSHIPS & EUROPEAN CUP RACES**

#### **40.1. Ownership Rights**

The European Championships (ECh(s)) of Triathlon, and European Cup races in any form, (EC(s)) belongs to the European Triathlon Union (ETU), and are organised on behalf of the ETU, which has the exclusive rights to the events.

#### **40.2. The bid process for and organisation of an EChs and ECs in any form will hold to and respect the Articles as well as adhere to any regulations as approved by the ETU for this purpose. These regulations will govern, among other aspects, all that which concerns the candidature procedure, the selection of the Host City and the dates and duration of an EChs and ECs, together with the General Organisation of an EChs and ECs.**



## Chapter 7 - DISSOLUTION –

### 41. DISSOLUTION

- 41.1. If, upon the winding up or dissolution of the ETU, 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 ETU Members but shall be given or transferred to some other institution or institutions having objects similar to the ETU Objects, and which shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the ETU under or by virtue of Art. 35 such institution or institutions to be determined by the Members of the ETU at, or before, the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.
- 41.2. The Assembly can only declare the dissolution of ETU if a Special Majority of the Members are present.
- 41.3. Dissolution can only be adopted with a majority of three-quarters of the votes of the members present or represented.
- 41.4. If a Special Majority of the Members present has not been reached a second meeting must be convened at least eight days before the meeting in accordance with the statutory forms. This second meeting can validly deliberate, regardless of the number of Members present, and adopt the dissolution with a majority of three-quarters of the votes of the Members present.
- 41.5. The second meeting cannot be held earlier than fifteen days after the first meeting. The invitation for the second meeting contains the agenda, stating the date and outcome of the first meeting.
- 41.6. The destination of the association's assets in the event of dissolution or the method of determining the destination of the assets, which must be allocated to another association or to a public utility foundation with its registered office in a Member State of the European Union or the European Union Free Trade Association, to a social impact company whose share capital consists of one hundred percent impact shares, to the State, a municipality or a public institution.

## Chapter 8 - MISCELLANEOUS –

### 42. RULES, CODES AND POLICIES

Subject to these Articles, the Executive Board shall have power to make regulations or rules, codes and policies on all matters not provided for in these Articles and to do all such things which it may deem necessary for attaining the objects of the ETU, provided that all actions taken or regulations or rules, codes and policies made under this Article shall be reported to the next succeeding Annual General Assembly of the ETU and provided further that no rules, codes and policies shall be made under this power which would amount to such an addition to or alteration of these Articles as could only legally be made by a special resolution passed in accordance with these Articles.

Save where they are provided for in ETU, all Rules, Codes and judicial procedures of World Triathlon will apply mutatis mutandis (i.e., with any amendments deemed to have been made that are necessary to take account of the different context).

The following codes of World Triathlon are fully applicable to the Members and affiliated members of ETU:

- a. Code of Ethics
- b. Integrity Code
- c. Safeguarding Code
- d. Code of Manipulation of Competition
- e. Anti-doping Code
- f. Code of Conflict of Interest

### 43. NOTICES

43.1. Notice of every General Assembly shall be given by e-mail to:

- a. every Member and Honorary Member;
- b. the Audit Committee and any External Auditors for the time being of the ETU.

43.2. No other person shall be entitled to receive notices of General Assemblies.

### 44. INTERPRETATION

In these Articles, unless the context requires another interpretation:

- 44.1. Words importing the singular number only shall include the plural number and vice versa;
- 44.2. Words importing persons shall include organisations.

## Chapter 9 ARTICLES – AMENDMENTS AND ADDITIONS

### 45. CERTIFICATION

Certified as a true copy of the Articles of the European Triathlon Union, as adopted by the General Assembly in Vichy on 20 September 2024

Signed: \_\_\_\_\_

President

Signed: \_\_\_\_\_

CEO