



European Triathlon Union

# ARTICLES OF ASSOCIATION

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## ARTICLES OF ASSOCIATION

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## Chapter 1 : - OBJECTS –

### 1. NAME

- 1.1. The name of the Association (hereinafter referred to as the "ETU") is the "EUROPEAN TRIATHLON UNION".
- 1.2. The ETU is an international non-profit organisation, of unlimited duration, in the form of an Association with the status of a legal person.

### 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

|                   |  |
|-------------------|--|
| Affiliated NFs    | are the Member National Federations and the provisional Member National Federations of ETU   |
| 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  |
| Association       | European Triathlon Union (ETU)   |
| Athletes          | Participants in any form of ETU event or race  |
| Board Member      | Member of the ETU Executive Board  |
| Budget            | A plan that shows exactly what items have been costed for annual expenditure and when  |
| Bye-laws          | Are the internal rules and regulations of the ETU under the authority of the Articles of Association   |
| CAS               | Court of Arbitration of Sport  |
| 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   |
| ECs               | European Championships & European Cup races  |
| Electronic form   | An electronic replication or replacement for accessing, filing, submitting, and storing a traditional paper form   |
| Electronic voting | Voting with an electronic device that can be chosen randomly by the delegates present at the General Assembly and hence not attributable to any NF, shall be considered as voting by secret ballot |

|                         |   |
|-------------------------|---|
| ETU                     | European Triathlon Union  |
| Executive Board         | The members for the time being of the ETU Executive Board constituted in accordance with these Articles   |
| Executive Committee     | The Officers elected to the Executive Board form the Executive Committee and deal with the ETU's day -to-day business, under supervision of the Executive Board   |
| Ex-officio status       | May attend a meeting, with the right to express an opinion, but without the right to vote   |
| General Assembly        | A General Assembly of the Members, constituted in accordance with these Articles  |
| Honorary Member         | A member who has been elected by the General Assembly on account of their service to ETU  |
| IOC                     | International Olympic Committee   |
| IPC                     | International Paralympic Committee  |
| ITU                     | International Triathlon Union   |
| Majority                | See simple majority   |
| Member (with capital M) | means a National Federation, recognised as such in accordance with Art 9.1  |
| Month                   | Calendar month  |
| Related Multisports     | Duathlon, Aquathlon, Winter Triathlon & Duathlon, Cross Triathlon & Duathlon, Paraduathlon and any other extended formats of Triathlon, as recognised by the ITU  |
| NF                      | National Federation   |
| Office                  | The ETU registered office(s)  |
| Officers                | The Officers of the ETU, as referred to in Art. 17.5  |
| Officials               | Any individual engaged in officiating, refereeing, volunteering at any ETU events or races to provide Athletes with support, an opportunity to participate or compete in ETU events, and/or to provide sport technical and other services to the local organising committee or other event organisation body, recognised as such by the Executive Board |
| Olympiad                | A period of four successive years, which follows the Summer Olympic Games   |
| Paratriathlon           | A sport that consists of three segments: a swim, a cycle, and a run in continuum, for athletes with varying degrees of physical impairment  |
| President               | The President for the time being of the ETU   |
| Provisional Member      | Is entitled to such rights and privileges as are hereinafter provided, but is not entitled to vote at ETU meetings  |
| Quorum                  | The smallest number of members who must be present at a meeting so that official decisions can be made  |
| • Secretary General     | A remunerated non-elected ex officio position on the executive board and the executive committee  |
| Simple majority         | requires a majority of those members present and voting   |
| Triathlon               | A sport that consists of three segments: a swim, a cycle, and a run. In the context of these Articles. Triathlon may also include Paratriathlon and the related Multisports   |

|                       |   |
|-----------------------|---|
| Voting Member<br>WADA | A Member of the ETU entitled to vote at meetings of the ETU<br>World Anti-Doping Agency, responsible for the World Anti-Doping Code   |
| Writing               | Means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise |
| Year                  | Calendar year, beginning on 1st January and ending on 31st December   |

### **3. MISSION**

The ETU exists to lead, promote, develop, regulate and safeguard the sport of Triathlon, Paratriathlon and the related Multisports in the continent of Europe for the benefit of its Members via the powers vested in it by the ITU, as recognised by the IOC and IPC.

### **4. OBJECTS**

The objects for which the ETU is established are:

- 4.1. to promote, develop, regulate and safeguard the interests of Triathlon, Paratriathlon and the related Multisports for the benefit of its Members;
- 4.2. to approve and establish, and where appropriate in full cooperation with the relevant ITU Officers and Departments, the dates and venues for all European Championships and competitions;
- 4.3. to promote co-operation between European NFs in the areas of relevant sporting science, technology and medical research and common interests;
- 4.4. to invest the funds of the ETU, not immediately required for its purposes, in or upon such investments, securities or property as may be thought fit;
- 4.5. to purchase, take on lease, or in exchange, hire or otherwise acquire any property and any rights or privileges, which the ETU think necessary or convenient for the attainment or advancement of any of its objects, and to construct or maintain or alter any buildings or erections necessary or convenient for the work of the ETU with respect to Art. 15 of the a.s.b.l. law;
- 4.6. to sell, let, mortgage, dispose of, or turn to account, all or any of the property or assets of the ETU as may be thought expedient with a view to the promotion of its objects;
- 4.7. to employ staff and remunerate any company, firm or person for services rendered to or on behalf of the ETU;
- 4.8. for the purpose aforesaid to buy, acquire, hold, deal with, manage, direct the management of, sell, exchange, mortgage, charge, dispose of, grant, register or otherwise turn to account any right or interest in, over or upon any property of any kind whatsoever and in particular any intellectual property rights, copyrights, designs, trademarks, patents, licences, franchises, concessions and the like (or rights in respect thereof) conferring a right of use or any secret or other information and/or any film, video, television, internet or broadcasting rights which may seem capable of being used for any of the purposes of the ETU and to use, exercise, develop, grant licences in respect of or otherwise turn to account any rights and information so acquired, and also to undertake any kind of trade, business or activity for the purpose of promoting,

advancing or protecting the interests of persons or bodies engaged in Triathlon, Paratriathlon and the related Multisports;

- 4.9. to borrow or raise money for the purposes of the ETU on such terms and on such security as may be thought fit;
- 4.10. to do or make any other acts and things, which, in the opinion of the ETU, may be conducive or incidental to the objects of the ETU;
- 4.11. to observe and comply with the Charter, Rules, Regulations and Bye-laws of the International Triathlon Union.

## **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 administrative headquarters of the ETU shall be decided by the Executive Board.
- 5.4. The ETU is established and regulated under Luxembourg law, and specifically by the a.s.b.l. law of 21st April 1928. It is fully responsible for the Association's 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.
- 5.6. The ETU, being an organisation affiliated to the ITU and being the body representing the National Triathlon Federations for Europe, hereby undertakes to abide by the decisions and provisions of the ITU, 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, Paratriathlon and the related Multisports;



- 6.2. to promote, organise and formulate general conditions for European Triathlon, Paratriathlon and related Multisport events, championships and competitions under ETU's jurisdiction;
- 6.3. to act as the representative for Triathlon, Paratriathlon and related Multisports 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 NF;
- 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 co-operative 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. POWERS AND AUTHORITY**

The ETU has the sole authority to designate the Local Organising Committee and cities, which may apply through the National Federation to organise the European Championships for Triathlon, Paratriathlon and the related Multisports.

## **8. RESPECT FOR ITU RULES**

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

## Chapter 2 : - MEMBERS –

### 9. MEMBERS: GENERAL PROVISIONS

- 9.1. Only one European National Federation per country will be admitted to Membership of the ETU. This will be the organisation that is responsible for administering Triathlon, Paratriathlon and the related Multisports within their respective national territory, as recognised by the ITU.
- 9.2. A National Federation applying for Membership shall do so in writing to the ETU Secretary General and shall submit, with the application:
  - 9.2.1. its Articles or Statutes. If the Articles or Statutes in a language other than English, then a translated version in English will also be provided, along with the original version;
  - 9.2.2. a list of its principal officers and its address and contact details;
  - 9.2.3. a report on past and current Triathlon activities;
  - 9.2.4. a letter of confirmation of the NF's recognition by their National Olympic Committee;
  - 9.2.5. an undertaking to conform with the Articles, Bye laws and Regulations of the ETU;
  - 9.2.6. proof of ITU Membership or of application for the same to ITU;
  - 9.2.7. a statement that there is no other triathlon governing body in the national territory that is recognised by ETU or ITU.
- 9.3. The Executive Board shall be entitled, at its absolute discretion, to approve or refuse any application for Provisional Membership and this decision will be final and conclusive, provided that any such decision is taken in conformity with ETU's objectives.
- 9.4. Provisional Members will be formally submitted to the General Assembly for approval as Full Members at a General Assembly following granting of Provisional Membership status. Provisional Members will have access to the General Assembly, with voice and no voting rights and their Full Member rights will take effect from the end of the General Assembly at which they are elected as a full Member. NFs wishing to become Provisional Members may qualify by meeting the NF criteria defined in Art. 9.2 and, if accepted by the General Assembly, will receive full Membership status.
- 9.5. The minimum number of Members is seven (7).

- 9.6. 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 NF's President and Secretary General.
- 9.7. 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 Member NF, as noted in their Statutes or Articles, must be in concert with those of the ETU.
- 9.8. 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 31<sup>st</sup> March in each year shall be considered to be Members in good standing.
- 9.9. Each NF shall be required to submit an annual report within the first three (3) months of each year, which shall include the following information:
  - 9.9.1. their NF's address, telephone, fax, e-mail, etc.;
  - 9.9.2. list of NF officers;
  - 9.9.3. the name and contact details of their principal officer, who is responsible for official correspondence with the ETU and other Federations;
  - 9.9.4. details of major championships and events held during the current year, including date and location.
- 9.10 A Member may be suspended or expelled upon a resolution of the General Assembly passed by at least two-thirds (2/3) of the Members attending and eligible to vote.

## **10. VOTING MEMBERSHIP**

- 10.1. Voting Membership shall comprise representatives of the National Federations accepted into Membership in accordance with these Articles, and which are in good standing in respect of such Membership.
- 10.2. A Member of the ITU that has been suspended or expelled from the ITU shall normally similarly be deemed to have been suspended and/or expelled (as the case may be) from the ETU (for the same period if the ITU sanction is time-limited). The Executive Board shall consider each case on its individual merits and will not be bound to follow the decision of the ITU. The Disciplinary Commission may be called to advise the Executive Board on the matter. In addition, the Executive Board may be concerned to secure an appropriate level of representation of the country (and the country's athletes) of the suspended or expelled NF and the Executive Board shall have a wide discretion and shall be entitled to take any action they choose to admit, or to recognise for defined purposes and period, a substitute body.

**11. NON-VOTING MEMBERSHIP**

11.1. The non-voting Membership may include

11.1.1. The Provisional Members

11.1.2. The Honorary Members

11.1.3. Other members elected as a Non-Voting Member in accordance with this Article.

11.2. Every Honorary Member and Non-Voting Member shall be entitled to receive notice of, and to attend and speak at, every General Assembly of the ETU when recognised by the Chair, but shall not be entitled to vote at any such meeting.

## Chapter 3 : - STRUCTURES –

### 12. STRUCTURES

The official organisational structure of the ETU includes:

- A the General Assembly;
- B the Executive Board;
- C the Executive Committee;
- D the Committees:
  - Audit Committee;
  - Development Committee;
  - Technical Committee;
- E the Commissions and Working Groups:
  - Athletes' Commission;
  - Legal Commission;
  - Marketing Commission;
  - Medical Commission;
  - Paratriathlon Commission;
  - Race Commission

## Chapter 3

### A

#### - THE GENERAL ASSEMBLY –

#### 13. THE GENERAL ASSEMBLY

The General Assembly is the supreme authority of the European Triathlon Union. It is composed of the Delegates nominated by the Members, Provisional Members, the ETU Executive Board members and the Honorary Members.

#### 14. FUNCTIONS OF THE GENERAL ASSEMBLY

The functions of the General Assembly are:

14.1. at each Annual General Assembly, to approve:

14.1.1. the annual reports for the preceding year;

14.1.2. the annual financial statements of the preceding year, after having taken into consideration the report from the Audit Committee;

14.1.3. the budget for the current year;

14.2. 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;

14.3. in the year following the conclusion of the Games of an Olympiad, as provided for in Art. 15, to elect the members of the Executive Board and the members of the Committees for a period of four (4) years, except from the Audit Committee the members of which shall be elected for a period of two (2) years;

14.4. to agree upon the number and composition of the Commissions, on the proposal of the Executive Board;

14.5. to elect the ETU delegate(s) within the ETU Executive Board to represent the European Continental Confederation on the Executive Board of the International Triathlon Union (ITU) and, if the case arises, to the different international organisations. Unless otherwise resolved the President of the ETU shall automatically discharge this responsibility.

14.6. to adopt activity programmes;

14.7. to make modifications, if necessary, to the Articles;

- 14.8. to receive ratifications to the Bye-Laws, as approved by the Executive Board, from the Secretary General;
- 14.9. 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.

## **15. GENERAL ASSEMBLIES OF THE ETU**

- 15.1. An Annual General Assembly shall be held once in every year. In general, it will take place 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 ninety (90) days' notice is given in due form (as required by the a.b.s.l., Arts. 15.5 and 15.11 below) to the Members;
- 15.2. In the year following the conclusion of the Olympic Summer Games, the Annual General Assembly of the ETU will be held to receive reports from the President, Secretary General and the Treasurer;
- 15.3. All General Assemblies of the ETU shall be either Annual General Assemblies or Extraordinary General Assemblies. The Executive Board may convene an Extraordinary General Assembly at any time;
- 15.4. An Extraordinary General Assembly of the ETU will be convened by the Secretary General, 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;
- 15.5. An Annual General Assembly shall be called by the Executive Board with ninety (90) days' notice in writing at the least, 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;
- 15.6. Nominations for positions on the Executive Board and Committees must be submitted in writing to the Secretary General in the event that elections will take place:
  - 15.6.1. at least sixty (60) days before the Annual General Assembly;
  - 15.6.2. at least forty (40) days before an Extraordinary General Assembly;
- 15.7. Nominations can be made only by a Member in good standing, and must be signed by the President and Secretary General of the National Federation concerned;
- 15.8. 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 Secretary General with sixty (60) 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 and Secretary General of the National Federation concerned;

- 15.9. The Agenda and relevant documentation shall be sent to the Members, the Committees and Commissions by the Secretary General, either by surface, fax or electronic mail, at least thirty (30) days before the date of the Annual 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;
- 15.10. Once at a General Assembly, the Agenda may not be extended to other items without the consent of at least two-thirds (2/3) of the Members present and entitled to vote;
- 15.11. 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;
- 15.12. Every notice calling a General Assembly shall specify the day, time and place of the meeting. The notice shall specify the nature of the business to be transacted at the meeting and, if any resolution is to be proposed as a special resolution, the notice shall contain a statement to that effect;
- 15.13. Three delegates from each Member are entitled to attend any General Assembly of the ETU provided that both genders are represented within the delegation. An ETU Board member cannot be a delegate for his/her country. Four delegates may attend, providing that there are two of each gender. They should be:
  - 15.13.1. a member of the Executive Board of his/her country, or
  - 15.13.2. of the same nationality as his/her country, or
  - 15.13.3. a principal resident in the country for more than one year, or
  - 15.13.4. an affiliated member of a Member (National Federation) or of an affiliated member (Regional Federation) of a Member (National Federation);
- 15.14. Each (provisional) Member must notify the Secretary General in writing of the names of its delegates to the Assembly. Such notification shall be received by the Secretary General not less than thirty (30) days before the meeting is due to take place;
- 15.15. A representative of a (provisional) Member or an Honorary Member of the ITU, who has been expelled from the ITU, may not be an ETU Executive Board member or a Delegate of a (provisional) Member to the European Triathlon Union General Assembly;
- 15.16. No business shall be transacted at any General Assembly 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 one half (1/2) of the Members plus one;



- 15.17. The President for the time being of the ETU 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;
- 15.18. A resolution is passed if the majority of the Members present vote in favour, except if it is otherwise provided by Arts. 15.19, 15.21 or 15.22;
- 15.19. The following matters require two-thirds (2/3) of the votes:
- 15.19.1. Modifications of the items included in the Agenda;
  - 15.19.2. Modification of the ETU Articles of Association;
  - 15.19.3. Motion of no confidence against Executive Board members that results in dismissal of those Executive Board members pursuant to Arts. 18.3 and 18.4;
  - 15.19.4. Dissolution of the ETU;
  - 15.19.5. Election of Honorary Members;
- 15.20. The General Assembly may only deliberate about modifications of the Articles of Association if the proposed modifications are included in the Agenda;
- 15.21. Modification of the ETU Objects requires three-quarters (3/4) of the votes;
- 15.22. The following matters require that two-thirds (2/3) of the Members are present:
- 15.22.1. Modification of the Articles of Association;
  - 15.22.2. Modifications of the ETU objects;
  - 15.22.3. Dissolution of the ETU;
  - 15.22.4. If, for the modification of the Articles of Association, or the dissolution of the ETU, two-thirds (2/3) of the Members are not present at the first meeting, a second meeting will be called in. In this second meeting, the General Assembly is duly constituted if half (1/2) of the Members are present, whereupon it deliberates and votes even without the Quorum of two-thirds (2/3) of the Members. In this case, however, the adopted modification of the Articles of Association has to be approved by a civil Court;
  - 15.22.5. 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. 15.22.4 must achieve a majority of three-quarters (3/4) of the votes;

- 15.23. 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:
- 15.23.1. they should not be representatives of the Members that have submitted Nominations;
  - 15.23.2. should any of these posts as Teller or Scrutineer be vacated during the General Assembly, they will be replaced, in the same manner as described above;
- 15.24. At any General Assembly, a Resolution put to the vote of the meeting shall be decided on a show of hands, 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;
- 15.25. 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;
- 15.26. A secret ballot may be conducted using an electronic voting device approved by the Executive Board;
- 15.27. 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;
- 15.28. 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;
- 15.29. Decisions taken at a General Assembly shall become operative for the ETU and Members immediately after approval, or on such dates as fixed by the General Assembly, when legally applicable.

## **16. ELECTIONS AND VOTES OF MEMBERS**

- 16.1. Each Member shall be entitled to attend the General Assemblies and has one (1) vote, provided that its annual report has been submitted and its annual subscription and any debts are paid. There shall be no proxy votes.
- 16.2. Voting for election to any office under these Articles shall be by secret ballot.
- 16.3. Each voting member has one vote for every position to be elected.
- 16.4. The Officers of the ETU to be elected,, in this order, are:

- 16.4.1. the President;
  - 16.4.2. the Treasurer
  - 16.4.3. the two Vice Presidents
  - 16.4.4. From amongst the two Vice Presidents elected the President shall appoint the First Vice President
- 16.5. 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 count(s) is/are undertaken, after eliminating, each time, the candidate obtaining the lowest number of votes until a candidate has a simple majority.
- 16.6. The Treasurer shall be elected in the same way as the President in 16.5 above.
- 16.7. In the case of the election of the two Vice Presidents, subject to articles 27.2 and 27.3 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.
- 16.8. 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 17.3.2 and 17.4.
- 16.8.1. If there is a tie to fill the final place(s) because the candidates obtain an equal number of votes, a second or subsequent count of votes, shall be undertaken between those candidates achieving the tie, to fill the vacancies concerned;
  - 16.8.2. if it is not possible to fulfil the requirements of Art. 16.7, 17.3.2 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.
- 16.9. 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.
- 16.9.1. If there is a tie to fill the final place(s) because the candidates obtain an equal number of votes, a second or subsequent count of votes, shall be undertaken between those candidates achieving the tie, to fill the vacancies concerned;
- 16.10. Term limits for the Executive Board.
- 16.10.1 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. 16.10.2.
  - 16.10.2.

16.10.2 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.

16.10.3 If a candidate is elected for a full term, he or she shall be deemed to have served for that full term.

16.10.4 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.

16.10.5 The counting of the terms shall commence from the elections in 2013.

## Chapter 3

### 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:
- 17.2.1. developing strategies and policies and implementing these in the interests of the ETU, following general guidance from the General Assembly;
  - 17.2.2. supervising strict application of these Articles and the Bye-laws;
  - 17.2.3. deciding on strategic matters for the ETU and its members, in line with the agreed strategic goals;
  - 17.2.4. deciding on matters referred to it by the General Assembly;
  - 17.2.5. deciding on the action where there have been infringements of these Articles and the Bye-laws, rules and general codes of conduct;
  - 17.2.6. the administration of the ETU.
- 17.3. The Executive Board shall consist of:
- 17.3.1. four(4) Officers and five (5) additional members;
  - 17.3.2. a minimum of three board members of each gender
- 17.4. A National Federation can have only two (2) members on the Executive Board. If a National Federation has two (2) members on the Executive Board, only one (1) can be an Officer.
- 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. Any change in the Officers of the ETU shall be notified in writing to the Secretary General to the ITU.

- 17.8. The Executive Board may invite Observers or Guests without voting rights to attend a General Assembly or any other meeting of the ETU.
- 17.9. 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 Board meeting, and shall be deemed to be present at such meeting, or part of a Board meeting, when:
- 17.9.1. the meeting has been called and takes place in accordance with these Articles, and
  - 17.9.2. 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.
- 17.10. In determining whether Executive Board members are participating in a Board meeting, it is irrelevant where any Executive Board member is, or how they communicate with each other.
- 17.11. If all of the Executive Board members participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

## **18. RETIREMENT OR EXCLUSION OF OFFICERS AND 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:
- 18.2.1. sends his or her notice of resignation to either the President or the Secretary General;
  - 18.2.2. 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 majority of two-thirds (2/3) of the Members present. 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 NF, 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 whereat elections will be carried out in accordance with Art. 15.

#### **Exclusion**

- 18.7. A member of the Executive Board shall be excluded if s/he:
- 18.7.1. is adjudged bankrupt in Europe or in any territory outside Europe or makes any arrangement or composition with his/her creditors generally;
  - 18.7.2. 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;
  - 18.7.3. is convicted of an indictable offence unless the Executive Board otherwise determine;
  - 18.7.4. is directly, or indirectly, interested in any contract with the ETU and fails to declare the nature of his/her interest; or
  - 18.7.5. fails to attend meetings as proscribed in Art. 19.11 below.

#### **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 Secretary General shall give at least fifteen (15) days' notice of 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 Secretary General, on the requisition of four (4) Executive Board members, shall at any time summon a meeting of the Executive Board. At least fifteen (15) days' notice (inclusive of the day on which the notice is given) shall be given, specifying the place, the day and the hour of meeting and enclosing the Agenda of the meeting.
- 19.4. In the event of a critical incident or emergency, The Secretary General, on the requisition of four (4) Executive Board members, may summon a meeting / teleconference of the Executive Board with no minimum notice period required.

- 19.5. 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.
- 19.6. 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.
- 19.7. 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 two thirds (2/3) majority is needed for making or modifying the Bye-laws. There shall be no proxy votes.
- 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 facsimile or e-mail or other form of electronic communication provided that the Secretary General is satisfied as to the authenticity of the signature. Where it is proposed to have a resolution passed in accordance with this Article, the Secretary General shall transmit a copy of the resolution proposed to be signed to each Executive Board member at such address (physical or e-mail) or facsimile number as that person shall have notified to the Secretary General. If the member has not notified any such address or number, it shall be sufficient for the Secretary General to transmit a copy of the proposed resolution to the address or number of that person, last known to the Secretary General.
- 19.9. Letter/fax/email votes may be organised on a single specific or urgent issue when deemed necessary, and should be recorded and minuted.
- 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 Secretary General shall be considered valid so long as there is no defect in the appointment, qualification or entitlement to hold office of the relevant person.

19.11. Any member of the Executive Board absent from two consecutive meetings at which presence is required, as described in Art 17.12, is considered as having resigned, unless the Executive Board decides otherwise.

19.12. 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. 17.3.2. The co-opted member shall hold office until the next General Assembly whereupon an election will be held for this position.

## **20. THE PRESIDENT**

Among his/her duties, the President:

20.1. directs the ETU and represents the Association in dealings with all International bodies including, but not limited to, the ITU, European Olympic Committee, European National Federations, Continental Confederations, International Governmental Organisations, etc.;

20.2. controls, together with the Executive Board, the activities of the Secretary General and of the Treasurer;

20.3. instructs the Secretary General to call the meetings of the General Assemblies and the Executive Board, and chair those meetings;

20.4. supervises the ETU Officers and Executive Board members in their execution of roles and tasks, as described in Art 17.2;

20.5. signs, as necessary, any accounting documents and financial reports;

20.6. signs, as necessary, any contract on behalf of the ETU, with the agreement of the Executive Board.

20.7. 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.

20.8. will represent the European Continental Confederation on the Executive Board of the International Triathlon Union (ITU).

## **21. THE VICE PRESIDENTS**

Among their duties, the Vice Presidents:

- 21.1. assist the President in the performance of his/her duties;
- 21.2. 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 and Executive Committee;
- 21.3. perform any of the President's duties in his/her stead, if the President is unable to perform them;
- 21.4. perform such duties as are assigned by the President, or are laid down from time to time by the Executive Board.

## **22. THE TREASURER**

Among his/her duties, the Treasurer:

- 22.1. 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 Secretary General at all financial and contractual negotiations;
- 22.2. 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;
- 22.3. 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 Secretary General;
- 22.4. supervises the bookkeeping operations of the ETU, so as to ensure that proper books of account are kept;
- 22.5. ensures that an adequate system of internal control is in operation, to prevent fraud and to detect errors;
- 22.6. ensures that all taxes, properly due, are paid promptly to the relevant authorities;
- 22.7. presents, at each meeting of the Executive Board, an up-to-date report of the financial situation of the ETU;
- 22.8. liaises with the Audit Committee in the carrying out of their duties;
- 22.9. 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;

22.10. 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;

22.11. carries out such other financial duties as the Executive Board shall determine;

22.12. represents the ETU before third parties on financial matters, as directed by the President or the Executive Board.

### **23. THE SECRETARY GENERAL**

Among his/her duties, the Secretary General:

23.1. is in charge of the ETU Secretariat and supervises its day-to-day activities to further the aims of the Association;

23.2. establishes the Agenda of the General Assembly and of the Executive Board meetings according to the instructions of the President;

23.3. 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. 25;

23.4. supervises the accreditation of delegates to any General Assembly and other meetings;

23.5. supervises correspondence with the members of the Executive Board;

23.6. 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;

23.7. represents, together with the President, the ETU vis-à-vis international organisations;

23.8. signs any documents concerning the day-to-day administration of the ETU, on behalf of the Executive Board.

## **24. 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.

## **25. MINUTES**

25.1. The Executive Board shall cause minutes to be made and stored in an Archive in electronic form for future record and kept by the Secretary General:

25.1.1. of the names of the members of the Executive Board and any Committee, Commission or working group thereof; and

25.1.2. 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.

## **26. HONORARY AWARDS**

26.1. The General Assembly has the exclusive authority in accordance with Arts. 15.19.5 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, Paratriathlon and the related Multisports, either as a single contribution, or accumulated over years of service.

26.2. The Executive Board and/or a Member may nominate an individual.

**THE EXECUTIVE COMMITTEE**

**27. THE EXECUTIVE COMMITTEE**

- 27.1. The day-to-day affairs of the ETU shall be managed by an Executive Committee to be constituted as hereinafter provided.
- 27.2. The Executive Committee shall consist of the Officers ( Art 16.4) and the Secretary General. A National Federation can have only one Officer on the Executive Committee.
- 27.3. There shall be at least one Officer of each gender on the Executive Committee.
- 27.4. The Executive Committee shall meet at the discretion of the President, or if called by two Officers.
- 27.5. Each Officer carries one (1) vote. A Quorum shall exist if three (3) Officers are present. A simple majority is enough to carry all decisions. There shall be no proxy votes.
- 27.6. Powers of the Executive Committee:
  - 27.6.1. carry out decisions made by the Executive Board, as directed by the Executive Board;
  - 27.6.2. decide on and execute business for routine matters in between meetings of the Executive Board.

### Chapter 3

#### D

#### - COMMITTEES –

#### 28. GENERAL PROCEDURES

- 28.1. A quorum for all Committees shall be minimum of one-half (1/2) of its members;
- 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. At least one (1) member shall be from each gender, except for the Audit Committee;
- 28.6. With the exception of the Audit Committee, no more than two members of any Committee may come from the same National Federation. In the case of the Audit Committee, no more than one member may come from the same National Federation.
- 28.7. Any member of a Committee absent from two consecutive meetings at which presence is required (the meeting has been called and takes place in accordance with these Articles) is considered as having resigned, unless the Executive Board decides otherwise.
- 28.8. Further regulations and procedures for each Committee, with the exception of the Audit Committee, will be stipulated in the ETU Bye-laws;
- 28.9. All Committees are advisory to the Executive Board.

#### 29. THE TECHNICAL COMMITTEE

The Technical Committee consists of seven (7) members elected by the General Assembly.

#### 30. THE DEVELOPMENT COMMITTEE

The Development Committee consists of seven (7) members elected by General Assembly.

#### 31. THE AUDIT COMMITTEE

- 31.1. At the end of office of an outgoing term of service of an Audit Committee, a new Audit Committee consisting of three (3) members shall be elected by the Annual General Assembly and they shall serve for a period of two (2) years.

31.2. Members of the Audit Committee should:

- 31.2.1. be competent in performing the duties described in Art. 32.3;
- 31.2.2. be able to communicate effectively in the official ETU language;
- 31.2.3. serve for a maximum of two (2) consecutive two (2) year terms only;
- 31.2.4. not be from the same NF as any of the Officers.

31.3. The members of the Audit Committee shall:

- 31.3.1. liaise with the Treasurer on all audit matters;
- 31.3.2. preview the annual reports and annual accounts with the Treasurer to satisfy itself that the information contained therein has been fairly and accurately stated;
- 31.3.3. submit an advisory report to the General Assembly and the Executive Board discussing accounting policies proposed for the financial statements;
- 31.3.4. 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;
- 31.3.5. review performance in relation to budgetary matters;
- 31.3.6. ascertain that ETU's financial practices are in compliance with the national legislation of the country of registration, ETU's Articles of Association and Bye-laws;
- 31.3.7. 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.

31.4. 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.

## Chapter 3

### E

#### - COMMISSIONS AND WORKING GROUPS –

#### **32. COMMISSIONS AND WORKING GROUPS**

- 32.1. The Executive Board may delegate any of their powers to Commissions, or working groups, whether consisting of a member or members of their body, as they think fit. Any Commission or working group so formed shall, in the exercise of powers of delegation, conform to any regulations that may be imposed on them by the Executive Board.
- 32.2. The Executive Board may, following the agreement of a General Assembly, appoint Commissions, or working groups to deal with particular aspects of Triathlon, Paratriathlon or the related Multisports, or matters connected with the European Championships and other organisations held under ETU jurisdiction.
- 32.3. The Executive Board will lay down the standing, members, duration of appointment, responsibilities and purpose (terms of reference) of such Commissions or working groups.

#### **33. THE ATHLETES' COMMISSION**

- 33.1. The Athletes' Commission will exist to advise the Executive Board and the ETU Committees on matters relating to elite athlete performance and racing in ETU accredited events.
- 33.2. The size of the Athletes' Commission will be determined by the number of European elite athletes and paratriathletes serving on the ITU Athletes' Committee, combined with a multisport representative identified by the Executive Board in consultation with the athlete peer group, from each of the disciplines of duathlon and long distance triathlon.
- 33.3. In the event that no triathlete or paratriathlete is elected to the ITU Athletes' Committee, a representative from the relevant group should be identified by the Executive Board, in consultation with the specific athlete peer group.



**34. FINANCIAL YEAR**

The financial year begins on 1st January and the financial year-end of the ETU 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 of Association 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. With the exception of the provision made in Art. 22.9, 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:

36.1.1. membership subscriptions;

36.1.2. subsidies from the ITU, public bodies, or other organisations;

36.1.3. gifts and bequests;

- 36.1.4. 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;
  - 36.1.5. fees for services rendered;
  - 36.1.6. any other source which the ETU or its Executive Board shall approve;
  - 36.1.7. 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:
- 37.1.1. all sums of money received and expended by the ETU and the matters in respect of which the receipt and expenditure takes place;
  - 37.1.2. all sales and purchases of goods by the ETU;
  - 37.1.3. 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 fit, 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, determine whether, and to what extent, and at what times and places, and under what conditions or regulations, the accounts and books of the ETU or any of them shall be open to the inspection of Members, not being members of the Executive Board, and no Member (not being a member of the Executive Board) shall have any right of inspecting any account or book or document of the ETU, except as conferred by statute or authorised by the Executive Board or by the ETU in General Assembly.

37.5. 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.

37.6. 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 –

### 39. DISCIPLINE

- 39.1. The Executive Board shall appoint not less than three (3) of its Members to sit on an Executive Board Disciplinary Sub-committee.
- 39.2. The Disciplinary Sub-committee shall within 3/6 months of being formed bring before the Executive Board for approval a comprehensive set of Disciplinary Bye-Laws.
- 39.3. Any disciplinary decision made pursuant to the Disciplinary Bye-Laws to be established under Art. 47.2 above may be submitted exclusively by way of appeal to the Court of Arbitration for Sport in Lausanne, Switzerland, which will resolve the dispute definitively in accordance with the Code of Sports-Related Arbitration. The decision of the Court of Arbitration for Sport in Lausanne shall be final and binding on the parties. The time limit for appeal is twenty one (21) days after the receipt by the appellant of the decision to be appealed.

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

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

#### 40.1. Ownership Rights

40.1.1. The European Championships (EC) of Triathlon, Paratriathlon and the related Multisports, , and European Cup races in any form, (ECs) 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 ECs are held within the competition structure established by the International Triathlon Union (ITU).

40.3. The bid process for and organisation of an EC in any form will hold to and respect the ETU Articles of Association 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 EC, together with the General Organisation of an EC.

## Chapter 7 : - DISSOLUTION –

### 41. DISSOLUTION

- 41.1. The dissolution of the ETU may only be effected by a General Assembly comprising three quarters (3/4) of the Members and requires a secret ballot with a majority of three-quarters (3/4) of the votes cast.
- 41.2. 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. Chapter 4 :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.

## Chapter 8 : - MISCELLANEOUS –

### 42. BYE-LAWS

Subject to these Articles, the Executive Board shall have power to make regulations or Bye-laws 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 Bye-laws made under this Article shall be reported to the next succeeding Annual General Assembly of the ETU and provided further that no Bye-laws 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.

### 43. NOTICES

43.1. A notice may be given by the ETU to a representative of any Member, either personally, by email or by sending it by post to him/her to his/her registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of any ETU meeting at the expiration of twenty four hours after the letter containing the same is posted and in any other case at the time at which the letter would be delivered in the ordinary course of post. Notice of every General Assembly shall be given in any manner hereinbefore authorised to:

43.1.1. every Member and Honorary Member;

43.1.2. 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. INDEMNITY

No Executive Board member shall be liable for the acts, receipts, neglects or defaults of any other Executive Board member, or for joining in any receipt or other act for conformity, or for any loss or expense happening to the ETU through the insufficiency or deficiency of title to any property acquired by order of the Executive Board for or on behalf of the ETU or for the insufficiency or deficiency of any security in or upon which any of the monies of the ETU shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any monies, securities or effects shall be deposited, or for any loss occasioned by any error of judgement or oversight on his/her part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his/her office or in relation thereto, unless the same happens through his/her own dishonesty.

#### **45. INTERPRETATION**

In these Articles, unless the context requires another interpretation:

45.1. words importing the singular number only shall include the plural number and vice versa;

45.2. words importing persons shall include corporations.



**Chapter 9 : ARTICLES – AMENDMENTS AND ADDITIONS**

**46. ARTICLES**

46.1. Subject to compliance with these Articles, any amendment of, or addition to, these Articles may be proposed by the Executive Board, or by any National Federation, which is a Voting Member in good standing, through its Secretary General. Such proposed amendment or addition must be notified, in writing, to the ETU Secretary General at least sixty (60) days before a General Assembly of the ETU, which will consider it. The ETU Secretary General shall give notice of such proposed amendment or addition to each member of the Executive Board and to the Secretary General, or equivalent officer, of each National Federation, which is a Member not later than thirty (30) days prior to the ETU General Assembly, which will consider the same. The Quorum and voting conditions required to change the Articles are given in Arts. 15.19, 15.21 and 15.22.

46.2. The sole authority for the interpretation of these Articles and any regulations or By-laws made thereunder from time to time shall be vested in the Executive Board.

46.3. These Articles replace the foregoing Statutes and all modifications before the above date.

**47. CERTIFICATION**

Certified as a true copy of the Articles of the European Triathlon Union, as adopted by Special Resolution at the General Assembly held in Warsaw, Poland, on 17th February 2013 and amended at the Annual General Assembly held in Alanya, Turkey on 13th June 2013, at the Annual General Assembly held in Geneva on July 2015, at the Annual General Assembly held in Lisbon on 26 May 2016 and at the Annual General Assembly held in Glasgow on 8 August 2018.

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

President

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

Secretary General