

**COMPANIES ACTS, 1963 TO 2006
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL**

**MEMORANDUM OF ASSOCIATION
of IRISH TRIATHLON ASSOCIATION LIMITED**

1. The name of the Company is “Irish Triathlon Association Limited” (hereinafter called “the Company”).

2. The registered office of the Company will be situated in Ireland.

3. The objects for which the Company is established are:
 - a. To promote, develop and safeguard the sport of triathlon in Ireland;
 - b. To promote the formation of an infrastructure of clubs with qualified coaches;
 - c. To promote organise, formulate rules, fix dates and venues for championships, trials and other competitions;
 - d. To promote and organise training courses for triathletes, coaches, technical officials and administrators.
 - e. To select triathletes and officials to represent TI.
 - f. To co-operate with or affiliate to any organisation whose objects support and do not conflict with those of TI.
 - g. To maintain and regulate domestic and international competitions as may be deemed appropriate;
 - h. To act as the representative member for Irish triathletes on relevant international bodies;
 - i. To select, train and manage teams to represent Ireland at international triathlon events;

- j.* To employ the funds of the Company in such manner as is deemed best in the interest of Triathlon in Ireland;
- k.* To make, maintain and publish such Rules and Regulations as may be considered necessary for the above objects;
- l.* To purchase, take on lease or in exchange, hire or by any other means, acquire and protect, any freehold, leasehold, or other property, lands or buildings, or any estate or interest, and any real or personal property or rights whatsoever which may be considered necessary, advantageous or useful to the Company;
- m.* To employ such officials staff or employees as are deemed advantageous or necessary to the Company from time to time;
- n.* To provide or contribute towards the salaries, wages, or other remuneration properly arising from the employment of any person for the purposes of the Company;
- o.* To borrow, raise or secure the payment of money in such manner as the Company shall think fit and in particular to issue debentures, debenture stock, perpetual or otherwise, bonds, obligations and securities of all kinds and to secure the repayment of any money borrowed, raised, or owing by mortgage, charge, or lien upon the whole or any part of the Companys property or assets, whether present or future, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake; provided that no mortgagee or other person or company that advance money to the Company shall be concerned to enquire into the necessity or propriety of raising money or as to the amount required or the application thereof;
- p.* To invest any moneys requiring investment in any manner which may be thought fit, whether Trustee investments or otherwise or in the purchase of freehold or leasehold properties with power from time to time to vary such investments;
- q.* To guarantee, support or secure, whether by mortgaging or charging all or any part of the undertaking, property and assets both present and future of the Company or both the performance and discharge or any contract, obligation or liability of a Company or of any person or corporation with whom or which the Company has dealings or having a business or undertaking in which the Company is concerned or interested whether directly or indirectly and in particular to give security for any debts, obligations or liabilities of any Company;
- r.* To pay or remunerate any person, firm or Company for rendering services for and on behalf of the Company and to pay any costs,

charges or expenses incurred or sustained by or in connection with the formation and incorporation of the Company;

- s. To draw, make, accept, endorse, discount, negotiate and issue promissory notes, bills of exchange, warrants, Bills of Lading and other negotiable or transferable instruments;
- t. To develop, improve, manage, cultivate, exchange, let on lease or otherwise mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company;
- u. To lend and advance money or give credit to any person, firm or company and on such terms as may seem expedient;
- v. To effect insurances and to take such other measures as may be considered necessary or expedient for the purposes of safeguarding and securing the Company and its Directors, members, employees and people using its premises and any property of which the Company may be a trustee, manager, agent or custodian, against liability, loss and damage of every description;
- w. To enter into and carry into effect any arrangement with any person, firm, company or Government or Government Body or authority that may seem conducive to the Company's objects and to apply for, promote, and obtain from any person, firm, company or Government or Government body or authority any contracts, concessions, privileges, charters, decrees and rights which the Company may think desirable and to carry out and exercise and comply with same;
- x. To provide for the welfare of persons employed or previously employed in or holding office under the Company and to grant pensions, allowances, gratuities, bonuses or other payments to officers, ex-officers, employees and ex-employees or the dependants or connections of such persons, to establish and contribute to pension or benefit funds or schemes for the benefit of persons aforesaid; to form, subscribe to or support any charitable, benevolent, or other institution and to institute and maintain any club or other establishment calculated to advance the interests of the Company or its officers, ex-officers, employees, ex-employees or dependants or connections;
- y. To purchase or otherwise acquire and undertake all or any part of the business, property, goodwill, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on;
- z. To apply the whole or any part of the assets properly vested in the Company whether capital or income

- i. in or towards payment of the expenses of the Company, or
- ii. for or towards all or any of the purposes aforesaid or hereinafter mentioned;

To do all such other things as may to the Company in its absolute discretion be deemed incidental or conducive to the attainment of the above objects or any of them

All of the objects are entirely independent of each other and none of the objects shall be deemed to be subsidiary to any of the other objects.

It is hereby expressly declared that each sub-Clause of this Clause shall be construed independently of the other sub-Clauses hereof, and that none of the objects mentioned in any sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub- Clause; and

It is hereby declared that in the construction of this clause the word "company", except where used in reference to the Company, shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Ireland or elsewhere, and words denoting the singular number only shall include the plural number and vice versa and the intention is that the objects specified in each paragraph of this Clause shall, except where otherwise expressed in such paragraph, be in no way restricted by reference to or interference from the terms of any other paragraph or the name of the Company.

4. Provided that the Company shall not support with its funds or endeavour to impose or procure to be observed by its members or others any regulation or restriction which if an object of the Company would make it a trade union.

USE OF INCOME AND PROPERTY

5. The income and property of the Company shall be applied solely towards the promotion of the objects set out in this memorandum. No portion of the Company's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Company or to any Affiliated Club or Member (as those terms are defined in the Articles of Association of the Company). However, nothing shall prevent any payment in good faith by the Company of reasonable and proper remuneration to any officer or servant of the Company, or to any Member

of the Company, or to any Affiliated Club, in return for any services actually rendered to the Company, nor prevent the payment of interest at a rate not exceeding five per cent per annum on money lent or reasonable and proper rent for premises demised or let by any Member or Affiliated Club to the Company; but so that no member of the Board of Directors of the Company shall be appointed to any salaried office of the Company or any office of the Company paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Company to any member of such Board of Directors, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Company; provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Board of Directors may be a member, and in which such member shall hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits she may receive in respect of any such payment.

AMENDMENT OF MEMORANDUM

7. Copies of the Memorandum and Articles of Association shall be made available to the Revenue Commissioners on request and no addition, alteration or amendment shall be made to or in the provisions of the memorandum for the time being in force unless the same;

(a) shall be passed by members at a general meeting of the Company pursuant to section 10 of the Companies Act, 1963 by special resolution as defined in section 141 of the Companies Act, 1963 as amended and extended and in accordance with that section, and

(b) shall previously have been approved in writing by the Revenue Commissioners

LIMITED LIABILITY

8. The liability of the members is limited.

GUARANTEE

9. Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while she is a member, or within one year afterwards, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories

among themselves, such amount as may be required not exceeding one euro (€1)

DISSOLUTION

10. If upon the winding up or dissolution of the Company there remains, after satisfaction of all its debts and liability, any property whatsoever, it shall not be paid to or distributed among the members of the Company. Instead, such property should be given or transferred to some other institution or institutions having main objects similar to the main objects of the Company. The institution or institutions to which the property is to be given or transferred 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 Company under or by virtue of this memorandum or, if more restrictive by law. Members of the Company shall select the relevant institution or institutions at or before the time of dissolution and if insofar as effect cannot be given to such provision, then the property shall be given or transferred to some charitable object.

We, the several persons whose names and addresses are subscribed, wish to be formed into a Company in pursuance of this Memorandum of Association.

ANNUAL ACCOUNTS

11. Annual Accounts of the Company shall be kept and made available to the Revenue Commissioners on request.

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COMPANIES ACTS, 1963 TO 2006

**COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION

OF

IRISH TRIATHLON ASSOCIATION LIMITED

The regulations contained In or Incorporated In Table C in the First Schedule to the Companies Acts 1963 shall not apply to the Company and shall be replaced with the Regulations hereinafter contained.

SECTION 1: INTERPRETATION

For the purposes of these Articles of Association the following terms shall have the meanings hereinafter ascribed to them.

“the Act”	means the Companies Acts, 1963 to date
“Articles”	means these Articles of Association as originally framed or as from time to time altered by Special Resolution;
“Board”	means the Board of Directors of the Company;
“Bye-Laws and Regulations”	means the Rules, Regulations and Bye-laws for the time being adopted by the Board;
“Chairman”	means the Chairman of the Board of Directors nominated in accordance with Articles 50 and 51;
“Chief Executive”	means any person appointed by the Board to perform the duties of Chief Executive;
“Company”	means the Irish Triathlon Association Limited.
“Club”	means a group of 4 or more Members who apply and are accepted as affiliates of the Company in accordance with the Articles, Bye-Laws and Regulations of the Company;
“Committee”	means a committee established by the Board in accordance with these Articles;

“Directors”	means the members of the Board of Directors of the Company or the Directors present at a meeting of the Board of Directors and includes any person occupying the position of Director by whatsoever name called;
“Branch”	means one of the four Branch Areas namely Ulster, Leinster, Munster and Connacht, into which Ireland is divided for the purposes of the administration of the Company or the subsequent geographical regions that may succeed Branches, pursuant to these Articles and any applicable rules;
“Branch Director”	means a member of the Board nominated by their Branch Executive Committee and elected at an Annual General Meeting of the Company;
“Honorary Member”	is a person who is elected by the Board in recognition of their service to the Company, their special distinction in the sport of Triathlon or their significant contribution to society in general. Honorary Members are elected for one year and may be re-elected annually;
“Honorary Life Member”	is a person who is elected at an Annual General Meeting of the Company on the recommendation of the Board, on the grounds of exceptional service rendered to sport of Triathlon or the Company, or their special distinction in the triathlon world. They are elected for the person’s lifetime and Honorary Life Membership ceases on death;
“Ireland”	means the Republic of Ireland and Northern Ireland;
“Member”	Means a member of the Company who falls into any of the categories outlined in the Articles or any other member category which is created and approved by board of the Company
“Non-Voting Member”	Junior Members, Non-Racing Members and Honorary Members who are admitted from time to time as members of the Company pursuant to these Articles and the Bye-Laws and Regulations and who are entitled to receive notice of and attend at general meetings without a vote;
“Nominated Director”	means a member of the Board of Directors of the Company who has been nominated and elected at an Annual General Meeting of the Company;

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and any other modes of representing or reproducing words in a visible form.

Unless the contrary intention appears, words or expressions contained in these Articles shall bear the same meaning as in the Act, or any statutory modification thereof In force at the date at which these Articles become binding on the Company. Words in the singular include the plural and vice versa.

SECTION 2: MEMBERSHIP

MEMBERS

1. For the purpose of Registration the number of the members of the Company is declared unlimited.

2. The Company shall consist of the following categories of members:

Voting Members

- a) Full Members;
- b) Student Members;

Non-Voting Members

- a) Honorary Life Members;
- b) Honorary Members;
- c) Junior Members; and
- d) Non-Racing Members.

Clubs

A group of Members shall be entitled at any time to form a Club and seek affiliation to the Company. Clubs shall not have voting rights and in order to seek affiliation a Club must have minimum of [5] members; an Executive Committee consisting of a Chairman, Secretary, and Treasurer; a validly adopted Constitution in a form demonstrating common objects of the Company; and have paid an annual affiliation fee as determined by the Company

Provided however that all affiliated Clubs which are affiliated to the Company on the date of adoption of these articles shall be deemed validly affiliated Clubs on that date.

3. The Chairman shall upon election be a member of the Company.

4. Subject to the provisions of Section 27 of the Companies Act 1963, the rights and liabilities attaching to any members of the Company may be varied from time to time by a Special Resolution of the Company.

5. Membership of the company shall cease if a member resigns by notice in writing to the Chief Executive at the registered office;

In the case of Honorary life Members their membership shall cease on death; In the case of Honorary Members their membership shall cease on the date they cease to hold Honorary Membership;

6. On appointment, the name of each Member shall be entered in the Register of Members to be kept at the registered office and the name of the club that they represent (if any) shall also be entered in the Register against their names.

7. Every member is bound by and must submit to the Articles, Bye-Laws and Regulations of the Company. Where applicable, it shall be the responsibility of each Club to bring the Bye-Laws and Regulations to the attention of Members in the Club.

8. Any person ceasing by death, resignation or otherwise to be a Member of the Company shall not, nor shall their representatives, have any claim upon or interest in the funds of the Company and shall not be entitled to return of any subscription fees.

10. Members shall pay the appropriate subscriptions set by the Board for the period from 1 January for the calendar year. This sum is to be calculated per capita for every category of Member and shall be determined by the Board of Directors as they see fit.

11. Notwithstanding Article 121 any variation or revocation of Bye-Laws and Regulations relating to:

- a) Categories of membership of the Company, or
- b) The rights, privileges and obligations of different categories of membership, shall be determined by the Board of Directors as they see fit.

12. HONORARY MEMBERSHIP

The Board, or any committee to which it delegates the authority, shall be entitled to nominate and recommend one or more persons to the members for election as Honorary Life Member(s). at a General Meeting, and the members shall be entitled to elect such person(s) to be Honorary Life Member(s) accordingly, provided always that the number of Honorary life Members at any one time shall not exceed twenty five (25) or such greater or lesser number as the members may determine at General Meeting from time to time; The Board may nominate and elect any person to be an Honorary Member for a period of one year, and may re-elect such person(s) annually.

SECTION 3: MEETINGS OF THE COMPANY

GENERAL MEETINGS

13. All General Meetings of the Company shall be held in Ireland (ie the Republic of Ireland or Northern Ireland).

14. The Company shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Directors and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting is held prior to 30 April each calendar year. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

15. The Directors may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened by such requisitions as provided by section 132 of the Act. If at any time there are not within Ireland sufficient Directors capable of acting to form a quorum, any Director may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

NOTICE OF GENERAL MEETINGS

16. Subject to sections 133 and 141 of the Act, an Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty one (21) days notice at the least, and a meeting of the Company, other than an Annual General Meeting or a meeting for the passing of a Special Resolution, shall be called by fourteen (14) days notice at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of meeting and, in the case of special business, the general nature of that business, and shall be given in the manner herein mentioned, to such persons as are, under the Articles of the Company, entitled to receive such notices from the Company including all Voting Members and all Non-Voting Members as defined In Article 2; but, with the consent of the Auditors and of all the members having the right to vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings or meeting to pass a Special

Resolution, a meeting may be convened by such notice as those members may think fit.

17. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by any person entitled to receive notice, shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

18. All business shall be deemed to be special that is transacted at an Extraordinary General Meeting and all business that is transacted at an Annual General Meeting shall also be deemed to be special, with the exception of the consideration of the Income and Expenditure Account and Balance Sheet, the Reports of the Directors and the Auditors, the election by members of the Directors and the appointment of, and the fixing of the remuneration of, the Auditors.

19. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided, fifteen (15) Voting Members must be personally present to constitute a quorum.

20. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; In any other case It shall stand adjourned to the same day In the next week at the same time and place, or to such other day and at such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

21. The President shall preside as Chairman at every General Meeting of the Company, or if she is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall elect one of their number to be Chairman of the meeting.

22. If at any meeting no Director is willing to act as Chairman or if no Director is present within fifteen (15) minutes after the time appointed for holding the meeting, the representatives of members present shall choose one of their number to be Chairman of the meeting.

23. The Chairman may, with the consent of any meeting at which a quorum is present and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

24. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands

25. A Special Resolution within the meaning of section 141 of the Companies, Act, 1963 including any Special Resolution to change these Articles of Association, must be proposed and passed by not less than two thirds of the votes cast by Voting Members and entitled to vote in accordance with Article 32.

28. Where there is an equality of votes, the motion proposed shall be considered defeated.

29. Subject to section 141 of the Act, a resolution in writing signed by all the members for the time being entitled to attend and vote on such resolution at a General Meeting shall be as valid and effective for all purposes as if the resolution had been passed at a General Meeting of the Company duly convened and held, and if described as a Special Resolution shall be deemed to be a Special Resolution within the meaning of the Act.

30. The Annual General Meeting shall be held for the following purposes:

- a) To approve the minutes of the previous Annual General Meeting;
- b) To receive the Annual Report of the Board;
- c) To receive and approve the Annual Accounts duly audited;
- d) To confirm the election of the President if appropriate;
- e) To confirm the election of the President-Elect if appropriate;
- f) To confirm the election of Honorary Life Member(s), if appropriate;
- g) To elect or re-elect the Directors if appropriate;
- h) . To elect or re-elect the Chairman if appropriate;
- i) To confirm the appointment of Auditors;
- k) To decide on any resolution which may have been submitted to the meeting in accordance with these Articles;

- l) To notify members of any new members and any new Affiliated Club(s) of the Company; and
- m) To transact any other business of which due notice has been given.

VOTES OF MEMBERS

31. Save as herein provided, every voting member present shall be entitled to one vote.

32. Save as herein expressly provided, no voting member other than a voting member duly registered, shall be entitled to vote on any question, at any General Meeting. Those attending a General Meeting shall be entitled to vote in one capacity only.

33. As specified in Article 2, Non-Voting members are entitled to attend General Meetings. In addition, the Board at its discretion may invite others to attend in a non-voting capacity.

34. Only voting members are entitled to address the meeting unless invited by the Chairman.

37. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered. Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.

SECTION 4: THE BOARD

38. From the date of the First Annual General Meeting of the Company held after adoption of these articles, the Board shall consist of the following Directors:

- a) The President;
- b) The Officers (being the Treasurer/Finance Director) and Secretary General;
- c) One Director representing each Branch eg Connaught, Munster, Leinster and Ulster;

39. Unless otherwise determined by Ordinary Resolution, the number of Directors shall be subject to a maximum of nine (9) and shall not be less than five (5).

40. The Board, as elected by the membership, shall have the power to co-opt up to two (2) additional directors to complement the skill set and experience of the board as it sees fit.

SECTION 5: DIRECTORS OF THE COMPANY

PRESIDENT

40. The President shall serve for a term of two years, to be elected at the Annual General Meeting immediately following the completion of the Olympic Games, and the third Annual General Meeting following the completion of the Olympic Games, and shall be a Director of the Company for his term of office. The President shall be nominated by the Board, and his election shall be confirmed by the members at the Annual General Meeting following such nomination. The President shall act under the supervision, control, and direction of the Board as decided by resolution.

41. If, in the office of President, a casual vacancy occurs the Directors shall, nominate an individual(s) to perform the duties of President for the remainder of the year in which the vacancy occurred.

42. If, in the office of President, a permanent vacancy occurs, the Directors shall, nominate an individual(s) to perform the duties of President for the remainder of the year and an election shall be held at the next following Annual General Meeting at which a new President shall be elected to serve the remaining term

up to the Annual General Meeting following completion of the next Olympic Games, or the third Annual General Meeting following the completion of the Olympic Games as appropriate..

BRANCH DIRECTORS & OFFICERS

43. From the date of adoption of these articles the Branch Directors may be nominated by an affiliated club from the Branch where the vacancy occurs or nominated by an AGM of the branch if applicable. Failure to nominate a Branch Director in accordance with these Articles will render any such nomination invalid. Branches will not be entitled to representation on the Board other than through their Branch Directors.

44. A nomination for the office of Branch Director shall in the first instance be made by the AGM of the branch or by any one Affiliated Club in the Branch.

45. Nominations for Branch Director to the relevant Branch Annual General Meeting shall be seconded by another Affiliated Club in the same Branch and must be received in writing by the Secretary of the Company in advance of the Branch Annual General Meeting in accordance with the By-Laws and Regulations.

46. Each Branch Annual General Meeting shall consider such nomination(s) as aforesaid and nominate its Branch Director to an Annual General Meeting of the Company, and at the Annual General Meeting of the Company the members shall elect such nominee as Branch Director

47. Officers shall be elected by a simple majority of the Voting Members in general meeting. Branch Directors and Officers shall have a term of office of two years with the Secretary General and branch officers for Ulster and Munster rotated on the same two yearly terms as the President, and the Treasurer and branch officers for Connaught and Leinster rotated at the AGM in the second and fourth years following the Olympic Games.

48. In the event of a vacancy occurring by resignation or otherwise of a Branch Director or Officer during his/her term of office or otherwise, the board may co-opt a representative to the Board as Branch Director to serve until the following Annual General Meeting

ROTATION OF DIRECTORS

49. The terms of office for the Directors shall be as follows:

- a) No Branch Director may serve for more than three two year terms consecutively;
- b) No Officer may serve for more than three two year terms consecutively;
- c) The President may serve for three terms of two years in addition to any immediate prior service as a Director.

50. Subject to Articles 41 to 46 the Directors shall hold office for the agreed terms in accordance with the agreed rota.

51. The maximum term of office for any Board member is eight (8) consecutive years after which period he/she must retire for one year.

52. The Company may from time to time by Ordinary Resolution increase or reduce the number of Directors and may also determine in what rotation the increased or reduced number is to go out of office.

53. The Company may by Ordinary Resolution of which extended notice has been given in accordance with section 142 of the Act remove any Director before the expiration of their period of office, notwithstanding anything in these Articles or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service with the Company.

DISQUALIFICATION OF DIRECTORS

54. The office of Director shall be vacated if a Director:

- a) holds any office or place of profit under the Company; or
- b) Is adjudged bankrupt In Ireland or Great Britain or makes any arrangement or composition with his creditors generally; or

c) becomes prohibited from being a Director by reason of any order made under section 184 of the Act; or

d) becomes of unsound mind; or

e) resigns his office by notice in writing to the Company; or

f) falls to attend three consecutive meetings or 60% of meetings in a year unless the Directors determine otherwise;

g) Is convicted of an indictable offence unless the Directors otherwise determine; or

h) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in the manner required by section 194 of the Act or Article 55;

CONFLICT OF INTEREST

55. It shall be the duty of a Director who is directly or indirectly interested in a contract or proposed contract with the Company to declare the nature of his Interest at a meeting of the Directors of the Company. The Director concerned must make the declaration required by this Article at the meeting of the Directors at which the question of entering into the contract is first taken into consideration, or if the Director was not, at the date of that meeting, interested in the proposed contract, at the next meeting of the Directors held after he became so interested, and in a case where the Director becomes interested In a contract after it is made, the said declaration shall be made at the first meeting of the Directors held after the Director becomes so interested. A general notice given to the Directors of the Company by a Director to the effect that he is a member of a specified company or firm and is to be regarded as Interested in any contract which may, after the date of the notice, be made with that Company or firm, shall be deemed to be a sufficient declaration of interest In relation to any contract so made. The Director so concerned must:

a) withdraw from the meeting for that Item unless expressly invited to remain in order to provide information;

b) not be counted in the quorum for that part of the meeting; and

c) withdraw during the vote and have no vote on the matter nor seek to influence the vote of any other Directors in the matter.

56. A copy of every declaration made and notice given pursuant to section 194 of the Act and/or Article 55, shall within three (3) days after the making or giving thereof, be entered in a book kept for this purpose. Such book shall be open for inspection without charge by any Director, Secretary, Auditor or member of the Company at the registered office of the Company and shall be produced at every General Meeting of the Company, and at any meeting of the Directors if any Director so requests in sufficient time to enable the book to be available at the meeting.

57. It shall be the duty of a Director who is directly associated with a member, club or entity that has a particular interest in a matter to be considered by the Directors to declare the nature of the interest at the first meeting of the Directors at which the matter is first taken into consideration. The Director so concerned must, unless the Directors otherwise determine:

a) withdraw from the meeting for that item unless expressly invited to remain in order to provide information; and

b) not be counted in the quorum for that part of the meeting; and

c) withdraw during the vote and have no vote on the matter nor seek to influence the vote of any other Directors in the matter.

REMUNERATION

58. No remuneration shall be payable under any circumstances to any of the Directors in respect of services as Director, or on any Committee of the Board to which the Directors may delegate powers. The Directors may be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or General Meetings of the Company or in connection with the business of the Company.

SECTION 6: POWERS OF THE BOARD, DIRECTORS AND COMMITTEES

59. The functions of the Board are:

- a) The formulation, in conjunction with management, of the strategic plan to achieve the vision, mission and goals of the Company;
- b) The approval of the annual business plan, operational plan and budgets;
- c) The monitoring of the implementation of the strategic plan and annual business plan and budgets of Company and assessment of performance against key performance indicators;
- d) The co-ordination of the work of committees of the Company;
- e) The formulation and Implementation of good corporate governance principles and practices;
- f) To ensure that the Company operates as an effective business and member services organisation;
- g) To recruit, remove, monitor and evaluate performance of the Chief Executive;
- h) To determine delegations of authority and accountabilities of the Chief Executive;
- l) To approve expenditure, contracts and commitments that fall outside the authority of the Chief Executive;
- J) To ensure that there is a sound system of Internal control and risk management policy and process in place to Identify and manage risk;
- k) To ensure that appropriate codes and policy frameworks exist to promote effective governance of the Company through clear written procedures and regular review and updating of:
 - 1) The policies of the Company;
 - 2) Strategic and annual operational plans;
 - 3) Terms of reference for committees and advisors;
 - 4) Clearly defined and delegated powers/limits of authority for decision making for the Board, committees and staff;
 - 5) Risk and audit policies; and
 - 6) Standard operating policies and procedures

l) To adopt and amend from time to time the Bye-Laws and Regulations of the Company

60. The Board, or any committees to whom it delegates its powers, shall have the power to make, vary and revoke Bye-Laws and Regulations, including (without limitation):

- a) Regulations as to the function, role and operation of the committees and Branch committees to assist the Board in the administration of the Company;
- b) Mandatory regulations, other than rules relating to their membership, for Affiliated Clubs;

- c) Regulations for the selection of competitors to represent Ireland in international competitions and the management of any team of competitors so selected;
- d) Regulations setting out disciplinary procedures for members;
- e) Regulations for the affiliation of clubs;

- f) Regulations for the administration, promotion and organisation of National Championships and all tournaments under the control of the company; and
- g) Regulations for the administration and organisation of all training under the control of the Company.

61. The Directors may from time to time make, vary and repeal Bye-Laws and Regulations for the regulation of the affairs of the Company and the conduct of its officers, servants and members, and such Bye-Laws and Regulations may prescribe the subscription to be paid by Members and the privileges to be enjoyed by any member or Affiliated Club, provided that no Bye Laws and Regulations shall be made which are inconsistent with the provisions of the Act or the Memorandum and Articles of Association for the time being of the Company or which would amount to such an addition to or alteration of these Articles as could legally only be made by Special Resolution passed and confirmed in accordance with the Act.

62. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be, by such person or persons and in such manner as the Directors shall from time to time by resolution determine.

63. The Directors shall cause proper minutes to be kept of all appointments of officers made by the Directors and of the proceedings of all meetings of the Company, of the Directors and of Committees of the Directors and all business transacted at such meetings, and any such minutes of any meetings, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting shall be sufficient evidence without further proof of the facts therein stated.

64. The Directors shall have particular responsibility for signing-off the strategic plan and monitoring its subsequent implementation and review, and for ensuring that the Company operates within agreed financial parameters and in accordance with the law.

65. Directors may not appoint any person as their alternate to attend or vote at Directors meetings in their place.

BORROWING POWERS

66. Subject to Article 67, the Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

67. Any new borrowing of the Company after the date of adoption of these Articles shall require the approval of the members in General Meeting provided however that the Board shall be authorised to negotiate and enter into borrowing facilities after the date of adoption of these Articles for and on behalf of the Company provided that the aggregate amount of all facilities (to the extent that they remain due and outstanding to the lender thereof) shall not be greater than twenty percent (20%) of the subscription income of the Company as disclosed in the Audited Financial Statements of the Company for the financial period immediately preceding the financial period in which the new facilities is proposed.

PROCEEDINGS OF DIRECTORS

68. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, save that they shall hold at least six meetings each year. Questions arising at any meeting shall be decided by a majority of votes. In case of equality of votes the motion shall be considered defeated. Two (2) Directors may, and the Secretary shall, on the requisition of two Directors, summon a meeting of the Directors. If the Directors so resolve it shall not be necessary to give notice of a meeting of Directors to any Director who being resident in Ireland is for the time being absent from Ireland.

69. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall not be less than three (3). Meetings can be held by either video-conference or telephone-conference at the discretion of the President who shall chair all such meetings, subject to Article 71.

70. The continuing Directors may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by

or pursuant to the Articles of the Company as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number or of summoning a General Meeting of the Company, but for no other purpose.

71. If at any meeting the President is not present within fifteen (15) minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.

72. The Board of directors may delegate any of its powers to Committees consisting of such member or members of the Directors and such other persons as they think fit, and any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations Imposed on It by the Directors. The meetings and proceedings of any such Committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Directors so far as applicable and so far as the same shall not be superseded by any Bye-Laws and Regulations made by the Directors.

73. The Directors shall appoint a Chairman of each Committee. If at any meeting the Chairman is not present within fifteen (15) minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.

74. The Company hereby declares that any person who serves either by election, appointment or at its request as an Officer, Board Member, or on a Committee, or like body, adviser, employee, agent or other official in any capacity shall be deemed its representative for the purposes of this Article, and shall be indemnified by or on behalf of the Company against expenses, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person who was or is a party to any pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of such services, provided such person acted in good faith and in a manner reasonably believed to be, in and not opposed to the best interests of the Association.

The indemnification provided hereunder shall continue as to a person who has ceased to serve in the capacity designated, and shall inure to the benefit of his heirs, executors and administrators.

75. All acts done by any meeting of the Directors or by any person acting as a member of the Directors or any Committee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such

person acting as aforesaid, or that she or any of the Directors was disqualified, be as valid as if every such person had been duly appointed.

76. A resolution in writing signed by all the Directors or any Committee of the Directors who are entitled to receive notice of a meeting of the Directors or of such Committee shall be as valid and effectual as if it had been passed at a meeting of the Directors or of such Committee duly convened and constituted.

ACCOUNTS

77. The Directors shall cause proper books of account to be kept relating to:

- a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
- b) all sales and purchases of goods by the Company; and
- c) the assets and liabilities of the Company.

78. 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 Company's affairs and to explain its transactions.

79. The books of account shall be kept at the office or, subject to section 147 of the Act, at such other place as the Directors think fit, and shall at all reasonable times be open to the inspection of the Directors.

80. The Directors shall from time to time determine whether and to what extent, at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Directors or by the Company in General Meeting.

81. The Directors shall from time to time in accordance with sections 148, 150, 157 and 158 of the Act cause to be prepared and to be laid before the Annual General Meeting of the Company such profit and loss accounts, balance sheets, group accounts and reports as are required by those sections to be prepared and laid before the Annual General Meeting of the Company.

82. A copy of every balance sheet (Including every document required by law to be annexed thereto) which is to be laid before the Annual General Meeting of the Company, together with a copy of the Directors Report and Auditors Report shall, not less than seven (7) check days before the date of the Annual General Meeting, **be made available through the Company Website** for access by every person entitled under the provisions of the Act to receive them.

SECTION 7: APPOINTED OFFICIALS OF THE COMPANY

Equality Commitment

The Company is fully committed to the promotion of equality of opportunity in all aspects of Triathlon Ireland activities.

It is our policy to provide employment equality to all, irrespective of:

- Gender, including gender reassignment
- Marital or civil partnership status
- Family status
- Religious belief or political opinion
- Race (including colour, nationality, ethnic or national origins, being a member of the traveling community)
- Disability
- Sexual orientation
- Age.

The Company is opposed to all forms of unlawful and unfair discrimination. All job applicants, employees and others who work for the Company will be treated fairly and will not be discriminated against on any of the above grounds.

Decisions about recruitment and selection, promotion, training or any other benefit will be made objectively and without unlawful discrimination.

SECRETARY

83. The Secretary (who shall also be a Director of the Company) shall be appointed by the Directors for such term, upon such conditions as they may think fit, and any Secretary so appointed may be removed by them.

84. A provision of the Act or these Articles requiring or authorising an action to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

CHIEF EXECUTIVE

85. A Chief Executive may be appointed by the Directors for such term and at such remuneration and upon such conditions as they may think fit, and any Chief Executive so appointed may be removed by them. The Directors shall put in place arrangements for the line management of the Chief Executive and for the monitoring and appraisal of his/her performance. The Chief Executive shall be

responsible for the recruitment and management of all other employees of the Company.

86. The Chief Executive shall not be a Director, but shall be entitled to attend all meetings of the Directors (except where his own remuneration or performance is being discussed) and shall act as advisor to the Directors

SECTION 8: DISCIPLINE AND APPEALS

87. The Board may determine disciplinary regulations (including appeal rights and procedures), the rules of sport and the rules of such other competitions as are within the control of the Company. These shall be sent to each entity, and posted on the Company Website and shall bind all officials and members of teams and squads selected by the Company, and all persons (including teams selected by other persons, Affiliated Clubs or Branches) engaged in competitions or other events organised by or under the auspices of the Company.

88. The Company condemns the use of prohibited substances or methods, a practice generally known as doping in sport and it supports the drug testing programmes and educational initiatives of the Irish Sports Council, the Sports Council of Northern Ireland and other drug testing authorities. The Board shall adopt the Irish Anti-Doping Rules of the Irish Sports Council and the Sports Council of Northern Ireland as amended from time to time or such variation thereof as the Board shall determine.

89. A person may be suspended from any competition held, squad, panel or team organised by the Company or any of its Branches, wherever held, from the time that the Company receives notification that the A Sample indicates the presence of a prohibited substance, or the Company becomes aware that any breach of applicable anti-doping rules may have occurred.

90. The Company recognises the International Triathlon Union (ITU) as the governing body for the sport of triathlon. The Company agrees to adhere and implement the rules of triathlon as laid down by the ITU.

91. Any dispute arising out of or in connection with such of the Bye Laws and Regulations or other regulations made by the Board, or these Articles as concern suspension discipline and appeals arising out of participation in triathlon or triathlon competition or any decision or action taken pursuant thereto may be referred to Just Sport Ireland for final and binding arbitration in accordance with the Just Sport Ireland arbitration rules (as amended from time to time).

92. The Company is fully committed to safeguarding the wellbeing of members, Affiliated Clubs, spectators and followers of the sport of triathlon, and all children/minors Involved in or around the sport. Every member should, at all times, show respect and understanding for their rights and safety and the rights

and safety of all other persons or clubs Involved in the sport of Triathlon and conduct themselves in a manner that reflects the principles of the Company. In particular the Company subscribes to the guidelines contained in the Code of Ethics and Good Practice for Children's Sport in Ireland and members and Affiliated Clubs should observe such Code.

93. The first priority of the Company is the welfare of the young people and the Company is committed to providing a safe environment that will allow participants to perform to the best of their ability, free from bullying and intimidation.

SECTION 8: AMENDMENTS AND GENERAL CONDITIONS BY-LAWS and REGULATIONS

94. The Bye-Laws and Regulations of the Company shall be adopted by the Board and may be altered or amended by decision of the Board from time to time.

AMENDMENT

95. These Articles may be altered only at a General Meeting by Special Resolution proposed, notified and passed in accordance with Section 141 of the Act. Notice of any proposed alterations must be given by resolution of the Board or in writing to the Secretary at least thirty (30) days before the date of the General Meeting.

THE COMPANY SEAL

96. The Company Seal shall be used only by the authority of the Directors or committee of Directors authorised by the Directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.

AUDIT

97. Auditors shall be appointed and their duties regulated in accordance with sections 160 to 163 of the Act.

NOTICES

98. A notice may be given by the Company to any member either personally, or by sending it by post to her registered address, or by sending it by e-mail to the address provided by him/her. 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 a meeting at the expiration of seventy two (72) 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. Where a notice is sent by e-mail, service of the notice shall be deemed to be effected by properly addressing and sending a message containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the message containing the same is sent and in any other case at the time at which the message would be delivered in the ordinary course of e-mail.