

AGM 2019, SATURDAY 27 APRIL, 2019, NATIONAL SPORTS CAMPUS

Proposed Changes to TI Constitution

→ Summary note for members

Over the past two years, the Triathlon Ireland Governance Working Group and the Triathlon Ireland Board of Directors have worked extensively to ensure that Triathlon Ireland is leading the way on governance standards for national sports governing bodies.

As part of this process, a full review of the Memorandum & Articles of Association (Constitution) was instigated with a number of key recommendations.

The Board is recommending changes to Triathlon Ireland's constitution to place clubs at the centre of our governance structures, to establish a competency based board and to achieve both gender and geographic balance on the Board.

→ Background

Discussions around these potential changes arose from the Triathlon Ireland Strategic Plan 'Be More', which is the guiding document for the organisation's strategy to 2020.

The 'Be More' Strategic Plan makes some key statements around our intended direction,

with a significant focus on empowering clubs. It is our firm belief that in order to build on the rapid growth of the sport over the past decade, Triathlon Ireland should focus on sustainability and working to ensure our clubs are positioned to support our athletes, coaches, volunteers and officials.

Allied to this belief is the importance of ensuring an optimised, skills based board, while ensuring gender and geographic balance.

“Have established clubs as the heartbeat of the sport in Ireland, with clubs engaged and collaborating in partnership with Triathlon Ireland across all areas of the sport.”

OUR STRATEGIC PLAN STATES THAT WE WILL FULLY REVIEW OUR CONSTITUTION AND BY 2020;

THE CHANGES TO THE CONSTITUTION UNDER CONSIDERATION ARE DRIVEN DIRECTLY BY THIS STRATEGIC AMBITION.

→ Proposed Changes

MEMBERSHIP STRUCTURE

The Board proposes that Triathlon Ireland moves to a club voting structure. **This will give each affiliated Triathlon Ireland club a vote at AGMs and EGMs (as opposed to the current individual member voting).**

In order for AGM or EGM motions to be approved, 75% of Triathlon Ireland affiliated clubs present at the AGM or EGM must vote in favour of the change.

If the proposal is approved, our membership will change to reflect this (i.e. Triathlon Ireland's members would be its clubs. Individuals within those clubs and non-club members would be licence holders). The rationale behind this proposed move includes:

- The empowerment of clubs, ensuring clubs have a more significant voice and power in relation to Triathlon Ireland

strategy, and the election of Triathlon Ireland's Board of Directors.

- Bringing Triathlon Ireland in to line with best practice and good governance.

- Mirroring voting structures in the ETU (European Triathlon Union and ITU (International Triathlon Union).

- Risk Management.

BOARD STRUCTURE AND COMPOSITION

The Triathlon Ireland Board structure is defined by our Constitution, which requires: a maximum of nine members, including the President, the Vice President, the Treasurer, four Regional Directors and two independent directors.

The Board is proposing to implement best practice by moving to a skills based composition of the Board.

The consequence of this would be that the Board would comprise the President, the Vice President, the Treasurer and six Ordinary Directors.

The Board could from time to time outline the skill set required on the board (i.e. legal, financial, commercial, high performance etc).

The Board believes that it is important that the make up of the board represents the membership and triathlon community at large.

The Board is therefore proposing a number of diversity requirements for board membership to ensure diversity in board makeup is achieved.

1. The Board proposes a geographic diversity amendment, whereby at least one member of the Board will be from each of the four provinces in Ireland, as determined by their membership of a Member Club and the address of that Club as shown on the club's Triathlon Ireland affiliation document.

2. To ensure the gender makeup of the Board is representative of our community, the Board has also proposed a new provision requiring the Board to be composed of at least three members of each gender.

This is in line with the ETU and the ITU and in line with the recommendations from Sport Ireland that are expected to become mandatory over the coming 12 months.

GENERAL 'TIDY UP'

Given the scale of the proposed changes, the Board, given the scale of the proposed changes, the Board also believes it prudent and efficient to ask Leman Solicitors to undertake a 'tidy up' of the Triathlon Ireland Constitution, covering matters

such as punctuation, spelling errors and ensuring that where clauses relate to one another, the numbering of these clauses is accurate.

This has resulted in more than 100 minor changes to the Constitution and brings the document in to line with best practice and professional standards.

→ Resolution 1

The members of Irish Triathlon Company Limited by Guarantee (Triathlon Ireland) adopt the objects set forth in clauses 5, 6 and 7 of the revised Memorandum of Association (the Memorandum) in the Constitution issued in full in the AGM papers circulated to the members on Friday 5th April 2019, and produced again at this meeting, and for the purposes of identification signed by the chairman hereof, be approved and adopted as the objects of Triathlon Ireland.

→ Resolution 2

The regulations set forth in the Articles of Association (the Articles) in the Constitution issued in full in the AGM papers circulated to the members on Friday 15th March 2019, and produced again at this meeting, and for the purposes of identification signed by the chairman hereof, be approved and adopted as the Articles of Triathlon Ireland by the members, in substitution for, and to the exclusion of, all existing articles thereof.

→ Resolution 3

The members of Triathlon Ireland adopt any amendments requested by the Revenue Commissioners and / or the Companies Registration Office (the CRO) to the Memorandum or Articles of Association (together the Constitution) under mandatory approval procedure in order for Triathlon Ireland to be approved by the Revenue Commissioners to preserve its sporting status with the Revenue Commissioners and in order for the revised Constitution to be filed in the CRO.