

THE COMPANIES ACT 1985 – 1989

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION
OF
THE BRITISH TRIATHLON FEDERATION¹

NAME

1. The name of the company is "THE BRITISH TRIATHLON FEDERATION" (the "Federation").

REGISTERED OFFICE

2. The registered office of the Federation will be situated in England.

OBJECTS AND POWERS

3. The objects of the Federation are:

General (i) to act as the governing body for the sport and recreation of Triathlon in Great Britain, the Isle of Man and the Channel Islands (which territories are referred to below as "Great Britain") and as such to co-operate with the National Associations as may be appropriate and expedient;

(ii) to secure, as far as practicable, a uniform policy in all matters affecting the administration and development of the sport and recreation of Triathlon in Great Britain and to that end to co-operate with and enter into agreements with the National Associations to set out the respective roles and functions of the Federation and those National Associations;

**Encourage,
foster and
develop**

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

(iv) to bring together the National Associations to develop common approaches to the promotion and development of Triathlon in Great Britain;

Promotion (v) to promote Triathlon generally in all its forms and to initiate, support and co-operate with others in proposals and activities designed to

¹ As adopted by the Federation by special resolution passed on 13 March, 2009.

assist in the promotion of the Federation's objects, including increased participation amongst young, elite, age group and recreational triathletes;

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

(vii) to promote international co-operation and friendship by participation with athletes and organisations in other countries in Triathlon competitions and events and by encouraging the organisation of the same in Great Britain in which athletes from other countries may take part;

(viii) to act as the representative member for Great Britain in international affairs in relation to Triathlon and to affiliate to and carry out functions delegated to it by the International Triathlon Union ("ITU"), the European Triathlon Union ("ETU") and other relevant bodies;

Olympic status

(ix) to support the aims, ideals and principles of the Olympic movement and to support Olympic programme status for the sport of Triathlon and to lobby as necessary to maintain the same;

Events

(x) to promote and organise, or assist in promoting and organising, Triathlon meetings, events, championships, trials, gatherings and other competitive and recreational events, and to approve facilities and arrangements for such events to be run under the auspices of the Federation;

(xi) to promote a common approach by the National Associations to competition rules and regulations, and minimum prescribed safety standards for events;

(xii) to promote the publication of an annual programme of all events held in Great Britain;

Officials

(xiii) to oversee the selection, training and co-ordination of officials for National and International Triathlon events conducted in Great Britain;

Volunteers

(xiv) to promote common approaches to the recruitment, training and recognition of volunteers to operate and assist at all levels and in all capacities (including coaching, running clubs, officiating at events and organising and assisting at events) in support of the sport and recreation of Triathlon;

(xv) to promote and develop the UK Coaching Certificate for Triathlon;

Elite athletes

(xvi) to administer the World Class Performance Programme and other elite and talent performance programmes for Triathlon (and any successor programme or programmes) and in particular to select, support and encourage participation by elite athletes to represent the Federation or Great Britain at international competitions;

(xvii) to exercise exclusive jurisdiction over all matters pertaining to the participation of athletes representing the Federation or Great Britain in the sport of Triathlon at World, European and other international competitions;

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

information service

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

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

(xxi) to provide information and advice to the National Associations and their members by means of books, periodicals, magazines, journals, leaflets, advertisements or any other appropriate methods including via the Federation's official website;

Rules and regulations

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

Commercial opportunities

(xxiii) to develop, lead and assist in commercial, marketing and public relations policies and activities for the sport of Triathlon in Great Britain, including in particular the sourcing and procuring of commercial support and sponsorship to assist with the funding of the Federation, the World Class Programme, Age Group Championships, Duathlon and Long Course Programmes and/or any other activities administered by the Federation;

Assistance (xxiv) generally to provide the National Associations with support and assistance as might be required by them from time to time;

And the Federation shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely:

- (A) to purchase, take on lease or in exchange, hire or otherwise acquire real or personal property;
- (B) to construct, maintain and alter any houses, buildings, offices or installations;

- (C) to sell, lease, mortgage, charge or dispose of all or any part of the property or assets of the Federation;
- (D) to borrow or raise money for the objects of the Federation on such terms and on such security as may be thought fit and subject to such consents as may be required by law;
- (E) to take and accept any gift of money, property or other assets whether subject to any special trust or not for any one or more of the objects of the Federation;
- (F) to issue appeals and take such other steps as may be required for the purpose of procuring contributions to the funds of the Federation in the form of donations, subscriptions or otherwise;
- (G) to collect and receive money and funds by way of contributions, donations, subscriptions, legacies, grants or any other lawful method and to accept and receive gifts of property of any description for or towards all or any of the objects of the Federation;
- (H) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts;
- (I) to invest monies of the Federation if not immediately required for its purposes in or upon such investments, securities or property as may be thought fit subject nevertheless to such conditions (if any) and such consents as may for the time being be imposed or required by law;
- (J) to establish subsidiary or associated companies and to carry on through any subsidiary or associated company any activities which the Federation is authorised to carry on and to make any arrangements whatsoever with such company (including any arrangements for taking the profits or bearing the losses of any such activities) as may be thought fit;
- (K) to make any donations in cash or assets or establish or support or aid in the establishment or support of or guarantee or lend money (with or without security) to or for any charitable associations or institutions in any way connected with the purposes of the Federation or calculated to further its objects;
- (L) to engage and pay any person or persons, whether on a full time or part time basis or whether as consultant or employee to supervise, organise, carry on the work of or advise the Federation and to pay in return for such services rendered to the Federation their salaries, wages, fees and/or pensions;
- (M) to insure and arrange insurance cover for, and to indemnify its Officers, Servants and Volunteers and those of its Members as thought fit from and against all such risks incurred in the course of the performance of their duties as may be thought fit;
- (N) to subscribe to, or become a Member of, any other Association or Body whose objects are wholly or partly similar to the objects of the Federation, or the establishment or promotion of which may be beneficial to the Federation. Any amalgamation shall only be with the express consent of the Federation in General Meeting;

- (O) to initiate, support and co-operate with others in proposals and activities calculated to assist in the promotion of the objects of the Federation;
- (P) to pay out of the funds of the Federation the costs, charges and expenses of and incidental to the formation and registration of the Federation;
- (Q) to do all such lawful things as will further or are conducive and incidental to the attainment of the objects of the Federation or any of them; and
- (R) to carry out all of the objects and powers of the Federation in accordance with the principles of equal opportunities and without discrimination on the basis of sex, racial group, disability, marital status, sexual orientation, religion or political belief or trade union activity.

OBJECTS TO HAVE SUPRA-NATIONAL EFFECT

4. The Federation has been established to govern Triathlon throughout Britain therefore where any of the objects set out in this Memorandum of Association covers a matter for which any of the National Associations are responsible within their country the Federation will only become involved within either Scotland or Wales to the extent agreed with the relevant National Association and within England will operate through Triathlon England or otherwise to the extent agreed with the Triathlon England Management Board.

DISTRIBUTIONS

5. The income and property of the Federation shall be applied solely towards the promotion of its objects and no portion thereof shall be paid or transferred directly or indirectly by way of distribution, bonus or otherwise or by way of a dividend or share of profit to Members. This shall not prevent expenditure on Triathlon England and its members in respect of programme funding and commercial revenues received in support of the functions of Triathlon England, nor shall it prevent a transfer of assets and funding relating to Triathlon England to a successor body to Triathlon England should one be established.

LIMITED LIABILITY

6. The liability of the Members is limited.

UNDERTAKING TO CONTRIBUTE TO ASSETS

7. Every Member of the Federation undertakes to contribute to the assets of the Federation, in the event of the same being wound up while the Member is a Member, or within one year after ceasing to be a Member, for payment of the debts and liabilities of the Federation and the costs, charges and expenses of winding up and for the adjustment of the rights of the contributors among themselves, such amounts as may be required not exceeding £1 (one pound sterling).

INTERPRETATION

8. The defined terms set out at paragraph 2 of the Federation's Articles of Association shall apply equally to this Memorandum.

SURPLUS ASSETS ON DISSOLUTION

9. Upon the winding up or other dissolution of the Federation the assets and funding set aside for British Triathlon activities will be distributed to any successor body to the Federation and if there is no such successor body any surplus assets relating to British Triathlon activities will be distributed to the National Associations in proportion to their membership. Any assets and funding relating to Triathlon England shall be distributed to the successor body to Triathlon England. Any assets and funding which where before the winding up or dissolution set aside for expenditure on Triathlon in Scotland or Wales, or where the asset was otherwise identified as an asset of Triathlon Scotland or Welsh Triathlon, in which case it shall be given to Triathlon Scotland or Welsh Triathlon, as the case may be.