

TRIATHLON ENGLAND – East Midlands Region

CONSTITUTION OF THE EAST MIDLANDS REGIONAL COMMITTEE OF TRIATHLON ENGLAND

Date of Adoption 4th of October 2020

1. Name and Role

The Committee shall be known as the Triathlon England [insert Region] Regional Committee ('the Committee').

The Committee is the recognised and approved Regional Committee of Triathlon England (being the home nation body for the sport of triathlon in England) in the [insert Region] Region ('the Region') and agrees to be bound by the Constitution and where applicable, by the Regulations, Rules and By-laws of Triathlon England. In this Constitution, the term "Triathlon" shall mean any multi-sport event governed by World Triathlon.

2. Aims and Objectives

The aims and objectives of the Committee will be:

- To promote and develop the sport of Triathlon in the Region in alignment with the strategic goals of Triathlon England.
- To represent Members and support Triathlon England in delivering the goals and objectives of Triathlon England within the Region.

3. Membership

Triathlon England Members affiliated to the Region shall comprise:

- A. All individual Members of Triathlon England who reside within the boundaries of the Region;
- B. All Clubs which are affiliated to Triathlon England and based within the boundaries of the Region ('Regional Clubs'); and
- C. Members of Triathlon England who are Members of a Regional Club.
- D. Individuals can only be a Member of one Region at a time.

The boundaries of the Region shall be determined by Triathlon England, as published from time to time.

Committee Membership shall consist of Table Officers and other Members of the Committee. All Committee Members will be subject to the terms of this Constitution and by joining the Committee will be required to agree to adhere, in writing, to the Triathlon England Code of Conduct, Triathlon England Conflicts of Interest Policy (links to website) and other relevant policies as shall be amended by Triathlon England from time to time. To hold office on the Regional Committee, an individual shall reside in the Region or shall be a Member of a Regional Club and an individual may only serve as a Member on one Regional Committee at any one time. Committee Members must be at least 16 years old on the date at which they are nominated for election.

Control of the Region shall be vested in its Annual General Meeting (AGM). The routine affairs of the Region shall be administered by the Committee with assistance from the Regional Manager.

Only Members of the Committee shall have a vote at Committee meetings.

The Chair of the Committee shall proactively address and manage conflicts of interests amongst the Committee Members. No Committee Member may participate in the discussion of, or vote in respect of, a matter in which they have a conflict of interest without the unanimous approval of the rest of the Committee.

4. Table Officers and Other Members of the Committee

The Table Officers and Committee Members will be elected at an AGM or EGM.

There will be a minimum of five and a maximum of twelve Committee Members in total. If there are insufficient candidates to fill all available roles, one person may be appointed to more than one position, but no person may hold more than one of the positions of Chair, Vice Chair, Secretary and Treasurer at the same time.

Wherever possible the Committee Membership shall be made up from individuals drawn from a spread of the Regional Clubs. Committee Members from one Club cannot represent more than 33% of the Committee Membership.

The Committee shall use its best efforts to ensure that that at least 25% of the Committee Members identify as male and at least 25% identify as female and are representative of society in line with the requirement in the Triathlon England Regulations.

The Committee shall demonstrate a strong and public commitment to progressing towards achieving gender parity and greater diversity generally.

All Committee Members shall serve for a term of two years after which they be eligible for re-election. If there is a vacancy on a Committee the Committee may co-opt an individual Member, by majority of Committee Members, to fill such a vacancy until the next AGM or EGM.

After four consecutive terms, the Committee Member shall stand down from the Committee and shall not be eligible for re-election for a period of two years. In exceptional circumstances the tenure of any Committee Member may be extended by the Committee for a period of up to one year.

Any elected Committee Member who fails to attend three consecutive meetings and who's apologies have not been accepted by the Committee, will be suspended from Committee Membership, and will only be reinstated subject to nomination and re-election at the next AGM should they positively declare their intent so to do.

If the Committee considers that the conduct (which shall include omissions as well as actions) of any Member of the Committee is inconsistent with the duties of that person as an officer or other Member of the Committee or contravenes the Code of Conduct, it may by majority resolution of all Members of the Committee (other than the Committee Member concerned) remove that person from Membership of the Committee.

Any Committee Member removed from office under the above provision shall have the right of appeal to the Triathlon England Council. The President of the Triathlon England Council shall establish a 3-person appeals panel to hear the appeal. The Triathlon England Council Appeals Panel outcome will be determined by a majority quorate vote and the decision of the appeals panel shall be final. Such an appeal will be heard within sixty days of the resolution to remove the Committee Member and until such appeal is heard, and determined, they will not be a Member of the Committee.

5. Roles of the Committee

Table Officers:

- Chair
- Treasurer
- Secretary

Other Member roles of the Committee may include, but are not restricted to:

- Triathlon England Council Representative
- Vice Chair
- Club Coordinator
- Welfare Coordinator
- Diversity Coordinator
- Regional Officials Coordinator
- Junior Race Series Coordinator
- Senior Race Series Coordinator
- Paratriathlon Coordinator
- Communications & Social Media Coordinator
- Age Group Coordinator

The Committee may decide to combine or expand a Member role, as they deem necessary for the Region's benefit.

6. Meetings of the Committee

Meetings of the Committee will be convened by the Secretary and held no less than three times per year. Meetings may be held either in a physical location, hosted via technology, or a combination of the two. Additional meetings of the Committee may be requested at seven days' notice by not less than four Members of the Committee.

In the absence of the Chair, the meeting shall be chaired by the Vice Chair (if so appointed) or a Committee Member selected by the Committee Members present by a simple show of hands.

The Secretary may request a decision to be made outside of the routine Committee timetable by email or other such means as efficient or applicable. No decision will be found approved unless the majority of elected Committee Members express their written desire to so do.

The quorum required for business at Committee meetings will be 50% of the Members of the Committee in post at the time of the meeting.

If two positions are held by one Committee Member they will be regarded as combined but only for the purposes of voting, gender balance and meeting quorum.

Only those in attendance (by whatever means) at the relevant Committee or Sub-Committee meeting may cast a vote. Voting will be conducted via any appropriate mechanism based on the format of the meeting. In the case of a tied vote, the Chair of the Regional Committee shall have a casting vote, in addition to their own vote.

No Committee Member shall have any right to appoint a proxy to attend, speak or vote at any meeting in their place.

7. Committee Powers and Responsibilities

The Committee will be responsible for adopting policies that affect the organisation of the Region, save that at all times, such policies shall be consistent with Triathlon England policies.

The Committee will have powers to appoint Sub-Committees and appoint advisors to the Committee as necessary to fulfil its aims and objectives. Any person, who is not an elected Committee Member, appointed to a Sub-Committee shall only have voting rights on that specific Sub-Committee. Advisors shall not have voting rights on the Committee.

The Committee shall record minutes of all proceedings and make them available to Members of the Region via appropriate means.

8. Representation on Triathlon England Council

The Region shall be represented on the Triathlon England Council by an elected Committee Member. The Committee shall ensure that Triathlon England is notified of the identity of the representative from time to time.

If a representative scheduled to attend Triathlon England Council is unable to attend any Triathlon England Council meeting, they shall nominate a deputy to attend in their stead wherever possible.

9. Finance

All monies will be held for the benefit of the Region in a bank account in the name of the Region and will be jointly administered by Triathlon England's finance team.

Subject to the above provision the Committee acting through the Treasurer will be responsible for the finances of the Region. The signatories to the account will include at least the Treasurer of the Region and a Member of Triathlon England's finance team. In respect of this clause, the TE finance team signatory does not have to be a Member of the Region.

Abridged financial figures will be made available to the Committee by the Treasurer at each Regional meeting. A financial report in the agreed format will be submitted to the Triathlon England Council in advance of each Triathlon England Council meeting.

The finances of the Region shall run annually from April 1st.

Annual Regional Accounts will be forwarded to both the Triathlon England Council and Triathlon England, within 30 days of the year end. Triathlon England retains the right to audit such records.

A statement of the Annual Regional Accounts, comprising an income and expenditure account and a balance sheet, will be presented to the Membership by the Treasurer at the AGM.

Any monies drawn on the Region's bank account shall be made in accordance with the bank mandate.

Committee Members should submit monthly expenses claim forms for any expense which they incur or spend on their own account. All expenses need to be submitted in line with the Triathlon England Expenses Policy. The expenses approval process and authorisation limits are detailed in the Expenses Policy.

10. Annual General Meetings and Extraordinary General Meetings

The Committee shall be accountable to the Members through its Annual General Meeting (AGM) and through any Extraordinary General Meeting that may be convened.

The Committee shall hold its AGM during the month of October each year.

Not less than 8 weeks' notice of an AGM or EGM shall be given to all the Regional Clubs and individual Triathlon England Members affiliated to the Region.

Notices may be by email, via social media, website or other means and methods the Committee determines as appropriate to ensure the maximum attendance at the meeting.

It is mandated that within the notice of the AGM or EGM to be published that the process and procedures for nominations and voting for Committee Posts, (as defined in section 11: Nomination Procedure for Committee Members and section 12: Elections of Committee Members) and the process for submission of resolutions (as defined in section 13: Resolutions at the AGM) are clearly published to ensure that any Member who wishes to stand for election, nominate, propose resolutions and/or vote may do so.

The Secretary shall publish the AGM agenda not less than 10 days prior to the AGM. The Regional AGM agenda shall include the following mandatory items and related papers as a minimum:

- a) Apologies for absence
- b) Approval of minutes of the previous year's AGM
- c) Matters Arising
- d) Chairperson's Report
- e) Treasurer's Report
- f) Election of Officers
- g) Resolutions (if applicable)
- h) Date of next meeting (if known)

A register of attendance of the AGM will be kept by the Secretary.

Voting at the AGM will be by means deemed to be appropriate by the Regional Committee, these include but are not limited to voting in person, electronic voting or by post.

In respect of resolutions to amend these Regulations, the resolution must be passed by at least 75% of those entitled to vote at any AGM or EGM and must thereafter be approved by the TE Council. The amendment will become binding at the close of the Council meeting at which approval is given.

The Committee may adopt (and subsequently amend, suspend or terminate) a procedure (the "Procedure") for voting by online means on resolutions that are proposed for General Meetings. The Procedure must be made available to Members on the Region's website page before Members are given notice of a General Meeting in respect of which the Procedure is to be used. In the event of any inconsistency between the Procedure and the rules governing procedures and timescales specified in this Constitution, the Procedure will take precedence in respect of resolutions proposed for General Meetings while the Procedure is in operation. In respect of resolutions to amend these Regulations, the Procedure must require that the period from (i) when details of the resolutions (and information on the process for voting) are made available to Members; to (ii) the date on which online voting closes, must be at least 21 days. The Procedure may make provision for voting by other means in addition to online voting (for example, in person at the relevant General Meeting).

11. Nomination Procedure for Officers and Committee Members

The following process will be used to nominate Members in the election of Committee Members at the AGM or EGM.

- a. Any Member, in good standing (good standing is defined as a fully paid up Member of Triathlon England) may stand for election to the Regional Committee.
- b. Nominations for election must be made using the Triathlon England Regional Committee Election pro forma (Appendix 1).
- c. For a valid nomination to go forward, nominations must include the nominee's full name and Triathlon England Membership Number and Club name (if applicable).
- d. Nominations will be sent to the Regional Secretary by post, by email or other means and methods approved by the Committee and an acknowledgment of receipt will be issued to the nominee.
- e. Should the nomination be void for whatever reason, the rationale for being classified as 'a void nomination' shall be communicated to the nominee.
- f. All nominations must be received 14 (fourteen) days prior to the AGM.
- g. If a nomination is made by post or by email or other means and methods approved by the Committee and is not received by the Regional Secretary, proof of postage and/or email receipt will not be accepted as a valid nomination. It is the responsibility of the nominee to ensure that the nomination is received by the Regional Secretary and an acknowledgement of a valid nomination obtained.

12. Elections of Committee Members

Elections of Committee Members will take place at the AGM or if necessary, an EGM.

Each Member shall have one vote in the election of Committee Members which may be cast by post or email (or other electronic means approved by the Table Officers).

A list of valid nominations shall be published by the Secretary with the AGM or EGM Agenda by publishing the Triathlon England Regional Committee Election pro forma for each nominated Member at least 10 days prior to the AGM. Nominees shall also be afforded the opportunity to speak for a maximum of two minutes at the AGM or EGM, prior to the casting of votes.

The Chair shall appoint tellers who shall sort votes cast and relay to the Chair. The election of Committee Members shall be passed by a simple majority of the votes cast. In the event of a tied vote, the Chairperson shall have the casting vote, in addition to their ordinary vote.

13. Resolutions at the AGM

Resolutions at the AGM for purposes other than the election of the Committee must be made known to the Secretary at least 21 days prior to the meeting.

Voting on resolutions at an AGM other than for the election of Committee Members shall be passed by simple majority of the Members present in person and voting at the meeting, determined on a show of hands, or having sent in a vote by post or email prior to the meeting. In the event of a tied vote, the Chairperson shall have the casting vote, in addition to their ordinary vote.

The quorum for AGMs will be 20 individuals and 3 Regional Clubs. Members eligible to attend the AGM may do so by electronic means at the discretion of the Regional Committee and in which case shall be counted toward the quorum.

The Committee has the right to call Extraordinary General Meetings (EGMs) outside the AGM. Procedures for EGMs will be the same as for the AGM. No business may be conducted at an EGM or AGM unless due notice thereof has been given.

Regional Clubs have the right to call EGMs providing 25% of the Regional Clubs request an EGM (such requests to be made in writing by the respective Club Committees).

14. Dissolution

A Resolution to dissolve the Committee can only be passed at an AGM or EGM through a majority vote or by resolution of the Management Board of Triathlon England.

In the event of dissolution of the Committee, any property belonging to the Committee (after settling all liabilities of the Committee) shall be transferred to and maintained on trust to Triathlon England for application towards the Regional aims and objectives set out in clause 2 above until such time as a new Regional Committee is properly constituted.

15. Indemnity

Provided the official has acted lawfully and in accordance with the provisions of this Constitution then every Committee Member and the Members of those Committees and Sub-Committees reporting directly to the Committee shall be entitled to be indemnified against all costs, charges, losses, expenses and liabilities incurred by him or her in the execution and discharge of his or her responsibilities relating to the Region, save always that the indemnity shall not apply to any dishonest or fraudulent acts or omissions.

Triathlon England East Midlands Regional Committee 4th of October 2020

APPENDIX 1:

**Triathlon England Regional Committee Election pro forma
(name of Region)**

Committee Vacancy:

Full name of nominee:
Place of residence (i.e. city, town, or village):
Triathlon England Membership No:
Club (if applicable):
Age on date of nomination (if under 18):

Nominee supporting statement (max 200 words):

Declarations:

If elected to the (name of Region) Regional Committee, I, the aforementioned nominee, agree to abide by:

- The Triathlon England Conflicts of Interest Policy;
- The Triathlon England Code of Conduct.
- All other relevant Triathlon England policies.

In submitting this nomination, I provide my consent for the information contained within this form to be shared with Triathlon England (name of Region) Members via the means prescribed by the (name of Region) Regional Committee.

Signed:

Date: