

**THE COMPANIES ACTS 1985 TO 2006**  
**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**SCOTTISH TRIATHLON ASSOCIATION LIMITED**

**1 PRELIMINARY AND INTERPRETATION**

1.1 In these regulations:

“the Act” means the Companies Act 1985 and “2006 Act” means the Companies Act 2006 which in either case includes any statutory modification or re-enactment thereof for the time being in force.

“the Articles” means the Articles of Association of the Association.

“Club Member” means a club member of the Association as set out in Article 2.2.2.

“Day Member” means a day member of the Association as set out in Article 2.2.4.

“the Association” means Scottish Triathlon Association Limited.

“Duathlon” means an event comprising in any combination two sporting disciplines of which at least one is a Triathlon discipline.

“executed” includes any mode of execution.

“Executive Committee” means the Board of directors from time to time of the Association.

“Honorary Member” means an honorary member of the Association as set out in Article 2.2.3.

- “Individual Member” means an individual member of the Association as set out in Article 2.2.1.
- “Member” means either a Club Member, Day Member, Honorary Member or Individual Member.
- “the Memorandum” means the Memorandum of Association of the Association.
- “Persons” means a Member or any member, director, official, employee, contractor, worker, agent, volunteer or representative of a Member or affiliated to a Member and any other person involved in or connected to the Sport in Scotland.
- “Rules” means any rules, bye laws, codes of conduct, disciplinary rules or any other rules of any kind adopted by the Executive Committee and published by the Association as binding on the Members and which shall include the Rules of the Sport.
- “Rules of the Sport” means the rules relating to the Sport as recognised by the National, European or World governing body of the Sport.
- “secretary” means the secretary of the Association or any other person appointed to perform the duties of the secretary of the Association, including a joint, assistant or deputy secretary.
- “Sport” means Duathlon and Triathlon.
- “Triathlon” means an event comprising in any combination three or more sporting disciplines of which at least two are Triathlon disciplines.
- “Triathlon disciplines” means swimming, cycling and running.

“the United Kingdom” means Great Britain and Northern Ireland.

- 1.2 Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the Association.
- 1.3 Subject to the Articles hereinafter contained and the modifications hereinafter expressed the regulations contained in the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985, the Companies (Tables A to F) (Amendment) Regulations 2007 and the Companies (Tables A to F) (Amendment) (No. 2) Regulations 2007 as applied by Table C contained in the Companies (Tables A - F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985, the Companies (Tables A to F) (Amendment) Regulations 2007 and the Companies (Tables A to F) (Amendment) Regulations 2008 (“Table C”) shall constitute the Articles of Association of the Association. Said regulations are hereinafter referred to as “Table A”.
- 1.4 Regulations 2 - 35 inclusive, 54, 55, 57, 59, 102 - 108 inclusive, 110, 114, 116 and 117 of Table A shall not apply to the Association.

## 2 MEMBERSHIP

- 2.1 The subscribers to the Memorandum and such other persons as are admitted to membership in accordance with the Articles shall be Members of the Association.
- 2.2 There shall be the following classes of Members, namely:
- 2.2.1 Individual Members: being individuals who express an interest in the sports of Triathlon and Duathlon in Scotland;

- 2.2.2 Club Members: being clubs which are located and operating in Scotland and participate in the sports of Triathlon and/or Duathlon;
- 2.2.3 Honorary Members: being individuals who have given outstanding service to the promotion, development or presentation of the sports of Triathlon and/or Duathlon;
- 2.2.4 Day Members: being individuals admitted for the purpose and to the extent of taking part in a race or other event sanctioned by the Association;

Who in each case have satisfied the requirements of Article 2.4.

- 2.3 The voting rights of the Members shall be as set out in Article 7. Only Individual Members shall be bound by the guarantee set out in Clause 6 of the Memorandum. All Members shall be entitled to attend general meetings but only Individual Members shall be entitled to speak and vote at general meetings.
- 2.4 All applications for membership, except in the case of an Honorary Member, shall require to be in writing and in such form as the Executive Committee may require. Honorary Members shall require to sign an acceptance of membership in such form as the Executive Committee may require. Applications for membership in the case of Club Members shall require to be signed by the President or Chairman and the Secretary of the Club and shall be accompanied by a copy of its constitution and a list of its office bearers. In signing the membership form the Member agrees (whether the form is signed by an individual (as an Individual Member or a Day Member) or on behalf of a Club Member) that the Member signing and all the members of a Club Member shall be deemed to be and be in fact, bound by the Rules and in particular any disciplinary rules and procedures of the Association as well as agreeing to accept the policies, rules and conditions in relation to admission to membership and the payment of fees and generally the whole terms of these Articles. All applications shall require to be approved by the Executive Committee before the applicant is admitted to membership and in all cases the decision of the

Executive Committee on applications for membership and renewal of membership shall be the sole responsibility of the Executive Committee and in the event that an application is refused, the Executive Committee shall not be under an obligation to assign any reason for such refusal. An Honorary Member shall require to be recommended by the Executive Committee and shall only be admitted to membership after such recommendation has been approved by the Association in general meeting.

- 2.5 The privileges of membership shall not be transferable.
- 2.6 Any Member shall cease to be a Member of the Association and his name shall be removed from the Register of members accordingly, if:-
- 2.6.1 the Member resigns from membership by notice in writing given to the Secretary (whereupon, notwithstanding retiral or resignation from membership, subscription fees for the full year in which the Member retires or resigns will be payable and/ or will not be refundable);
- 2.6.2 the Member's annual subscription remains unpaid after three months next following the date when it became due, and the Executive Committee resolves that such membership be terminated;
- 2.6.3 the Member is expelled from membership in accordance with these Articles and the Rules.
- 2.7 All Members shall be required to cooperate in the enforcement of the Rules and to adhere to the Rules and further to require individuals in their membership to adhere to the Rules and to obtain the consent of their individual members to this jurisdiction. For the avoidance of doubt any club or Persons affiliated to a Member of the Association which or who is not a Member shall *ipso facto* be recognised as being indirectly affiliated to the Association and will thus be deemed to accept the Rules.

### 3 SUBSCRIPTIONS

- 3.1 Each Individual Member and Club Member shall pay a subscription annually or otherwise as may be determined from time to time by vote of a general meeting of the Association. Each Day Member shall pay a subscription of such amount and at such time as the Association may determine from time to time. Annual subscriptions of each Individual Member and Club Member shall be due by 31<sup>st</sup> December preceding the calendar year of membership or, in the event of a person or club becoming a member during the calendar year, at such time as determined by the Executive Committee. The annual subscriptions shall be due by any Member who has not given written notice of resignation immediately preceding the relevant 31<sup>st</sup> December.
- 3.2 The Executive Committee may resolve to excuse from payment of an annual subscription any person whom they consider is rendering valuable service to the Sport or the Association.

#### 4 GENERAL MEETINGS

- 4.1 The Association will hold a general meeting each year known as the annual general meeting which shall be held between the beginning of September and the end of November in each calendar year.
- 4.2 The business to be considered at the annual general meeting shall be to:-
- 4.2.1 approve the Minutes of the previous annual general meeting or other general meeting;
  - 4.2.2 matters arising from the Minutes of the previous general meeting;
  - 4.2.3 consider and approve the Chairman's Report and the Annual Accounts;
  - 4.2.4 determine subscriptions for the ensuing year;
  - 4.2.5 agree honoraria as appropriate;

- 4.2.6 appoint person(s) responsible for certifying the Accounts for the ensuing year;
  - 4.2.7 consider and vote on resolutions presented to the meeting;
  - 4.2.8 elect or re-elect Directors if appropriate as nominated in accordance with Article 11.4;
  - 4.2.9 any other competent business.
- 4.3 The directors may call general meetings and, on the requisition of the Executive Committee or of 15 Individual Members shall forthwith proceed to convene a general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient directors to call a general meeting, any director may call a general meeting.

## 5 NOTICE OF GENERAL MEETINGS

- 5.1 All general meetings (including annual general meetings) shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:-
- 5.1.1 in the case of an annual general meeting, by all the Members entitled to attend and vote thereat; and
  - 5.1.2 in the case of any other meeting by a majority in number of the Members having a right to attend and vote being a majority together holding not less than ninety-five per cent of the total voting rights at the meeting of all the Members.
- 5.2 The notice shall specify the date, time and place of the meeting, the resolutions to be considered and, in the case of an annual general meeting, shall specify the meeting as such and shall confirm the details of any person who is recommended by the Executive Committee for appointment or re-appointment as a director at the

meeting or in respect of whom notice has been duly given to the Association of the intention to propose him at the meeting for appointment or re-appointment as a director. Only items of business included in the notice of the general meeting may be considered at the general meeting. The notice shall be given to all the Members and to the auditors. The notice calling the annual general meeting shall be accompanied by such written reports and other documents as may be relevant to the proposed business of the annual general meeting including a copy of the certified accounts.

5.3 Notice of resolutions to be considered and voted on at the Annual General Meeting must be submitted in writing to the Association no later than 30 days prior to the date of the Annual General Meeting. To be valid, resolutions must be:

5.3.1 submitted by a Club Member and proposed and signed by two officials of that Club Member; or

5.3.2 proposed by an Individual Member and signed by not less than 14 other Individual Members; or

5.3.3 proposed by the Executive Committee.

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

## 6 PROCEEDINGS AT GENERAL MEETINGS

6.1 No business shall be transacted at any meeting unless a quorum is present. 15 Individual Members present in person or by proxy shall be a quorum.

6.2 If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the directors may determine.

- 6.3 The President, or some other director nominated by the directors shall preside as chairman of the meeting, but if neither the President nor such other director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one of their number to be chairman and, if there is only one director present and willing to act, he shall be chairman.
- 6.4 If no director is willing to act as chairman, or if no director is present within fifteen minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be chairman.
- 6.5 A director shall, notwithstanding that he is not a Member, be entitled to attend and speak at any general meeting.
- 6.6 The chairman may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- 6.7 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded in accordance with the provisions of the Act. Any poll so demanded shall be carried out in accordance with the Act.
- 6.8 Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

- 6.9 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
- 6.10 A resolution in writing executed in the case of an Ordinary Resolution by more than 50% and in the case of a Special Resolution by not less than 75% of all Members who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more Members.

## 7 VOTES OF MEMBERS AND PROXY VOTING

- 7.1 Whether on a show of hands or on a poll every Individual Member shall have only one vote and neither Club Members, Honorary Members, nor Day Members shall be entitled to vote at any general meeting of the Association.
- 7.2 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 tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
- 7.3 Members shall be entitled to appoint a proxy to attend, speak and vote at General Meetings in accordance with the provisions of the 2006 Act. The appointment of a proxy shall be executed by or on behalf of the appointor and shall be in the form approved by the Executive Committee. The appointment of a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Executive Committee may:
- 7.3.1 in the case of an instrument in writing be deposited at the registered office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Association in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

7.3.2 in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications: (i) in the notice convening the meeting; (ii) or in any instrument of proxy sent out by the Association in relation to the meeting; (iii) or in any invitation contained in an electronic communication to appoint a proxy issued by the Association in relation to the meetings, be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote.

## **8 NUMBER OF DIRECTORS**

Unless otherwise determined by ordinary resolution the maximum number of directors shall be twelve and the minimum number shall be two.

## **9 POWERS OF DIRECTORS**

9.1 Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Association shall be managed by the directors who may exercise all the powers of the Association. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the directors by the Articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

9.2 The directors may, by power of attorney or otherwise appoint any person to be the agent of the Association for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

## **10 DELEGATION OF DIRECTORS' POWERS**

The directors may delegate any of their powers to any committee consisting of one or more directors or any director or Member holding any executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more Members shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying.

## 11 APPOINTMENT AND RETIREMENT OF DIRECTORS

11.1 The Board of Directors shall be known as the Executive Committee and shall comprise a President, Vice-President, Treasurer, Secretary, and such other directors as shall be elected at the Annual General Meeting.

11.2 If the Association at the meeting at which a director retires does not fill the vacancy the retiring director shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the director is put to the meeting and lost.

11.3 All directors (other than the President and Chair of the Association (if any)) shall hold office for a period of not more than three consecutive years whereupon they shall be eligible for re-election for one further period of up to three years. The President and the Chair of the Association (if any) shall hold office for a period of not more than four consecutive years whereupon they shall be eligible for re-election for one further period of up to four years. Save as hereinafter provided, no person shall be entitled to serve as a director for a continuous period of more than eight years in the case of the President or Chair of the Association (if any) and six years in the case of any other director from the original date of election and shall retire at the annual general meeting following the expiry of such period (or if the period shall expire on the date of the annual general meeting shall retire at that meeting). Following such retiral a director shall not be eligible to be co-opted or elected as a director for a period of 24 months.

11.4 All directors (other than those appointed under Article 11.7) shall be appointed at the Annual General Meeting of the Association and no person other than a director

retiring shall be appointed or reappointed a director at any general meeting unless:-

- 11.4.1 he is recommended by the directors; or
- 11.4.2 not less than 30 clear days before the date appointed for the meeting, notice executed by an Individual Member has been given to the Association of the intention to propose that person for appointment together with notice executed by that person of his willingness to be appointed.
- 11.5 In the event of only one nomination being received for a vacant position on the Executive Committee that nominee shall be elected on the passing of an ordinary resolution to that effect. If there are two or more candidates for one position on the Executive Committee then the person for whom the highest number of properly recorded votes is cast shall be declared elected and in the event of an equality of votes the Chairman shall have a casting vote.
- 11.6 Within seven days of his appointment as a director, each director shall furnish to the Secretary or such other person nominated by the Executive Committee the particulars required to be included in the Association's register of directors.
- 11.7 The directors may appoint a person who is willing to act to be a director, to fill any casual vacancy on the Executive Committee. A director so appointed shall hold office only until the next following Annual General Meeting when he or she shall stand for re-election against any other person nominated as a director. If not reappointed at such Annual General Meeting, he shall vacate office at the conclusion thereof. If reappointed at such Annual General Meeting the date of the Annual General Meeting shall be deemed to be their date of appointment and the provisions of Article 11.3 above shall apply.
- 11.8 Subject as aforesaid, a director who retires at an annual general meeting may, if willing to at, be reappointed. If he is not reappointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.

12 **DISQUALIFICATION AND REMOVAL OF DIRECTORS**

12.1 The office of a director shall be vacated if:-

12.1.1 he ceases to be a director by virtue of any provision of the Act or the Company Directors Disqualification Act 1986 or he becomes prohibited by law from being a director; or

12.1.2 he becomes bankrupt or makes any arrangement or composition with his creditors generally; or

12.1.3 he is, or may be, suffering from mental disorder and either:-

12.1.3.1 he becomes a patient for the purposes of Part VIII of the Mental Health Act 1983 or, the Mental Health (Scotland) Act 1984 (as the case may be); or

12.1.3.2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or

12.1.4 he resigns his office by notice to the Association; or

12.1.5 he is removed from office by resolution duly passed pursuant to Section 168 of the 2006 Act; or

12.1.6 he shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his office be vacated.

12.2 Any director who becomes ineligible to hold a position as a director, for any reason, must immediately inform the Association of this event and forthwith vacate their position as a director of the Association.

**13 REMUNERATION OF DIRECTORS**

Subject to Article 15 below, the directors shall be unpaid unless the Association by ordinary resolution otherwise determines.

**14 DIRECTORS' EXPENSES**

The directors may be paid all travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings or otherwise in connection with the discharge of their duties as director of the Association.

**15 DIRECTORS' APPOINTMENTS AND INTERESTS**

Subject to the provisions of the Act, the directors may enter into an agreement or arrangement with any director for his employment by the Association or for the provision by him of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be made upon such terms as the directors determine and they may remunerate any such director for his services as they think fit. Any appointment of a director to an executive office shall terminate if he ceases to be a director without prejudice to any claim to damages for breach of the contract of service between the director and the Association.

**16 CONFLICTS OF INTEREST**

A member of the Executive Committee shall not vote at a meeting of the Executive Committee on any resolution concerning a matter in which he/she directly or indirectly has an interest or duty which is material and which conflicts or may conflict with the interests of the Company and all members of the Executive Committee shall comply at all times with the provisions of the 2006 Act in relation to such interest. For the purposes of this Article, an interest of a person who is, for any purpose of the 2006 Act (excluding any statutory modification thereof not in force when this Article becomes binding on the Association), connected with a member of the Executive Committee shall be treated as an interest of the member of the Executive Committee, and in relation to an alternative director, an interest

of his appointor shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise.

## 17 PROCEEDINGS OF DIRECTORS

- 17.1 Subject to the provisions of the Articles (if any), the directors may regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote. A director who is also an alternate director shall be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to his own vote.
- 17.2 The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be four.
- 17.3 The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.
- 17.4 Unless he is unwilling to do so, the President shall preside at every meeting of directors at which he is present. But if there is no director holding that office, or if the director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting.
- 17.5 All acts done by a meeting of directors, or of a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.

- 17.6 A director may participate in a meeting of the board of directors or of a committee of the board by means of conference telephone or similar communications equipment whereby all the directors participating in the meeting can hear each other, and the directors participating in a meeting in this manner shall be deemed to be present in person at such meeting.
- 17.7 A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors (which signature may be evidenced by letter, electronic mail, facsimile or otherwise as the directors may from time to time resolve to permit) shall be as valid and effectual as if it had been passed at a meeting of directors of (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors.
- 17.8 A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
- 17.9 The Association may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the articles prohibiting a director from voting at a meeting of directors or of a committee of directors.
- 17.10 If a question arises at a meeting of directors or of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive.

## 18 **SECRETARY**

Subject to the provisions of the Act the Executive Committee may appoint a Secretary for such term and upon such conditions as it may think fit, and any Secretary so appointed may be removed by it.

**19 BYE LAWS**

19.1 The Executive Committee shall have power to make, amend, suspend and revoke Bye-laws of the Association which will be binding on all Members of the Association and all Persons in respect of the following matters (without limitation):-

19.1.1 Discipline of Members and Directors;

19.1.2 Rules for competitions;

19.1.3 Ethical aspects of the sports of Triathlon and Duathlon and of the Association;

19.1.4 Doping control;

19.1.5 Equal opportunities and anti-discrimination measures;

19.1.6 Representative team selection and management;

19.1.7 Any other aspects of the sports of Triathlon and Duathlon and of the Association.

**20 MINUTES**

The directors shall cause minutes to be made in books kept for the purpose:-

20.1 of all appointments of officers made by the directors; and

20.2 of all proceedings at meetings of the Association, of the directors, of committees of directors, including the names of the directors or committee members present at each such meeting.

**21 ACCOUNTS**

No Member shall (as such) have any right of inspecting any accounting records or other book or document of the Association except as conferred by statute or authorised by the directors or by ordinary resolution of the Association.

## 22 EXPULSION, SUSPENSION AND DISCIPLINARY MATTERS

22.1 The Executive Committee shall have power to prohibit any act or practice by any Members, associations, clubs, groups and other organisations or individuals under the jurisdiction of the Company which in the opinion of the Executive Committee is or was detrimental to the interests of the Sport and to inflict penalties, fines, suspensions or expulsions on any Member or individual for any form of misconduct as determined by the Executive Committee and in particular shall have powers to delegate to a disciplinary committee the powers of the Executive Committee to deal with discipline in terms of this Article 22 in accordance with the Rules.

22.2 All Members and Persons and also those in membership of any club or organisation indirectly affiliated through a Club Member, association or another body and the members thereof together with all directors, coaches, referees, officials or adult helpers shall be bound by and shall observe the Rules made or published under the authority granted in these Articles and all other applicable Rules of the Sport.

22.3 Any Member to whom a decision relating to any disciplinary matter has been intimated by the Executive Committee by recorded delivery shall have the right to refer such matter to the Disciplinary Committee of the Association in accordance with the Rules.

## 23 NOTICES

23.1 A notice or other document, including a share certificate, may be given by the Association to any Member in writing either personally or by sending it by pre-paid post to his registered address (by registered airmail in the case of a Member resident outwith the United Kingdom) supplied by it to the Association for the giving of notice to it or a notice or other document excluding a share certificate may be given by the Association to any Member by telefax at the last telefax number notified to the Association but in the absence of such address or telefax

number the Member shall not be entitled to receive from the Association notice of any meeting, by a website the address of which shall be notified to the shareholder in writing or by electronic mail to an address notified by the shareholder to the Association in writing. This Article does not affect any provision in any relevant legislation or the Articles requiring notices or documents to be delivered in a particular way.

- 23.2 If a notice or document is delivered by hand, it is treated as being delivered at the time it is handed to or left for the shareholder. A properly addressed notice or document sent by pre-paid post shall be deemed to have been given 48 hours after the date on which the notice is posted. A notice or document sent by telefax shall be deemed to have been given 2 hours after the time of transmission. A notice or document (other than a share certificate) sent by electronic mail, shall be deemed to have been delivered at the time it was sent. A notice or document (other than a share certificate) sent by a website shall be deemed to have been delivered when the material was first made available on the website, or, if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.
- 23.3 The second sentence of Regulation 112 of Table A shall be omitted.
- 23.4 The words “or the holders of any class of shares in the Company” shall be omitted from Regulation 113 of Table A.
- 23.5 A Member present in person at any meeting of the Association shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
- 23.6 In these regulations “clear days” in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

## 24 INDEMNITY

Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or Member or auditor of

the Association shall be indemnified out of the assets of the Association against all costs, charges, expenses, losses or liabilities incurred by him in or about the execution of the duties of his office or otherwise in relation thereto including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association but this Article shall only have effect insofar as its provisions are not avoided by the Act.



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