



# WELSH TRIATHLON BYELAWS

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Approved By:	Martin Kitchener - Chair of the Board	Date: May 2021

## **Welsh Triathlon**

This document constitutes the byelaws of Welsh Triathlon a Company Limited by Guarantee trading as Welsh Triathlon (Company Registered No: 7205079).

Welsh Triathlon is the Limited Company being the governing body responsible for Triathlon in Wales and is one of three members of the British Triathlon Federation along with Triathlon Scotland and Triathlon England.

These byelaws have been agreed by the Directors of the company as part of their regulations to ensure the proper conduct and management of Welsh Triathlon; they deal with matters of internal regulation and are binding on all persons within the organisation. The byelaws should be read in conjunction with the company's Articles of Association which shall take precedence in all matters where an inconsistency might arise. Any references to tables can be found in the appendices at the end of this document.

## Definitions

“**Annual General Meeting**” has the meaning given in the Articles of Association

“**Articles**” means the Company’s Articles of Association;

“**Board**” means the Board of Directors for the time being of the Company;

“**Board Meeting**” means a meeting of board directors

“**Byelaws**” means byelaws made by the Directors to deal with particular circumstances not covered by the rules and regulations of the Company;

“**Chair**” is the person chairing the AGM/EGM under the Articles of Association;

“**Code**” refers to the Governance and Leadership Framework Wales.

“**Company**” means The Welsh Triathlon Limited, Company Registration No: 7205079;

“**Director**” means a Director of the Company, and includes any person occupying the position of Director, by whatever name called;

“**Document**” includes, unless otherwise specified, any document sent or supplied in electronic form;

“**Electronic form**” has the meaning given in section 1168 of the Companies Act 2006;

“**Annual General Meeting**” is a meeting of the Members;

“**Good Standing**” refers to an individual or organisation who has complied with all their obligations, while not being subject to any form of sanction, suspension or disciplinary action.

“**Great Britain**” means Great Britain and Northern Ireland together with the Isle of Man and the Channel Islands;

“**Member**” has the meaning given under the Articles of Association that sets out membership rights including voting rights; every Member with voting rights shall have one vote at meetings of the Company;

“**National Governing Body**” means an organisation which is generally recognised as the governing body for a particular sport;

“**Rules**” means the rules of the Company in force at any time;

“**Special resolution**” has the meaning given in section 283 of the Companies Act 2006;

“**Sports**” means those multi-discipline sports governed and controlled by World Triathlon, and for which World Triathlon owns and maintains the sport technical rules, including triathlon, duathlon, aquathlon and related multisports;

“**Subsidiary**” has the meaning given in section 1159 of the Companies Act 2006;

“**British Triathlon**” means the British Triathlon Federation a company limited by guarantee and incorporated in England and Wales on 28th November 1994 with company number 02995438 and which is a member of World Triathlon and acts as the umbrella organisation for the Sports in Great Britain;

“**Writing**” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise;

“**World Triathlon**” the international federation for multi-sport disciplines of triathlon, duathlon, aquathlon and related multisports.

## 1. Individual Membership Regulations

These are the regulations of Welsh Triathlon Limited. The membership regulations are binding on all members.

- 1.1 The number of members is unlimited.
  - 1.1.1 Every application for membership as a Member shall be made in such form as the Directors (Table 1) shall from time to time prescribe (Table 2) or approve (the Directors have an absolute discretion to accept or reject any application).
- 1.2 The rights and liabilities of any Member are personal to the Member and shall not transferable and shall immediately cease upon the death of the member.
- 1.3 Members shall be required to pay such subscriptions and fees as the Directors approve (Table 3)
- 1.4 A Member shall, unless specific approval in writing has been given by the Directors:
  - 1.4.1 Be an individual living in any location who joins Welsh Triathlon.
  - 1.4.2 Be entitled to the membership services and benefits as provided by Welsh Triathlon from time to time, subject to any lawful restriction imposed as a result of any disciplinary matter.
  - 1.4.3 Be in good standing with Welsh Triathlon and the British Triathlon Federation and its members.
- 1.5 Welsh Triathlon will offer classes of individual membership determined by the Welsh Triathlon Board (Table 3).
- 1.6 Welsh Triathlon will maintain an up-to-date copy of the membership Terms and Conditions on its website so that all members and potential members may have direct access at any time. Any member wishing to receive a paper copy may apply for one by contacting Welsh Triathlon enclosing a stamped addressed return envelope.
- 1.7 Any individual upon agreeing to become, and having been accepted as, a Member shall be deemed to have agreed to be bound by the Membership Terms and Conditions, the Articles of Association of Welsh Triathlon and any rules, regulations, policies procedures issued by Welsh Triathlon from time to time whether or not they shall have signed a written statement to that effect.
- 1.8 The membership Terms and Conditions are binding on all members in the same way as these byelaws.
- 1.9 The Welsh Triathlon Board shall be entitled to decline membership of Welsh Triathlon to any individual or organisation at its sole discretion and without giving reasons. Any person or body refused membership shall be entitled to have the decision reviewed by the Board who will consider all the arguments and supporting material put forward to support the application. Although not obliged to do so, the Board may provide the party seeking the review with such information about and reasons for the refusal decision as they consider appropriate and fair.

## 1.10 Registration and Fees

1.10.1 Welsh Triathlon will advise the process for affiliation annually to Members and will also ensure that the process for new members to join for the first time is accessible on the website. The applicable annual fees payable shall be payable on renewal, to ensure continuous membership rights.

## 2. Club Membership

2.1 A Welsh Member Club, shall be unless specific approval in writing has been given by the Directors:

2.1.1 any club whose registered base is in Wales and who affiliates to Welsh Triathlon.

2.1.2 any virtual club that affiliates with Wales

2.1.3 any Club which associates itself with the Welsh Nation in another country approved to join Welsh Triathlon by the Board of Directors

2.2 Where a club based in Wales affiliates with another Home Nation then Welsh Triathlon shall not be obliged to support the development of the club, support club personnel, manage safeguarding, support funding applications, complaints or conflicts arising with that club. This will be carried out by the Home Nation who has agreed to affiliate the club.

2.3 In the case where a Club does not affiliate with Welsh Triathlon, any individual member registered with Welsh Triathlon will be able to receive the benefits afforded to any other member. This includes access to the Welsh Performance Pathway in line with the Pathway criteria.

2.4 It shall be a condition of Club affiliation that an affiliated club adopts, upholds and ensures compliance with the Safeguarding Policies and Procedures of Welsh Triathlon (as amended from time to time).

2.5 Club affiliation (whether senior or junior club membership) shall be open to groups of five or more individuals, at least two of whom shall be members of Welsh Triathlon.

2.6 All clubs affiliated with Welsh Triathlon shall keep Welsh Triathlon Board informed of their officeholders and constitution and provide the Welsh Triathlon Board with a copy of their membership list or register, annual return and accounts on request.

2.7 A club will be required to provide a minimum of 3 officer holders to affiliate to Welsh Triathlon.

2.8 Welsh Triathlon will offer classes of club affiliation determined by the Welsh Triathlon Board (Table 4)

2.9 Clubs shall be required to pay fees based on the number of members it has and as the Directors approve (Table 5)

2.10 Any club upon agreeing to become, and having been accepted as, being affiliated shall be deemed to have agreed to be bound by the Club Affiliation Terms and Conditions, the Articles of Association of Welsh Triathlon and any rules, regulations, policies procedures issued by

Welsh Triathlon from time to time whether or not they shall have signed a written statement to that effect.

### **3. Finance**

#### **3.1 Financial Matters**

**3.1.1** The Chief Executive Officer acting under its delegated powers from the Directors shall deal with all day to day Welsh Triathlon financial matters and report to the Directors as agreed.

**3.2** The financial year of the company shall be April 1<sup>st</sup> to March 31<sup>st</sup>.

#### **3.3 Annual Accounts**

The Directors shall ensure that proper company accounts are prepared and submitted as required to Companies House. A copy of the accounts shall be provided to Members in Line with the Articles. Any voting member wishing to receive a paper copy of the annual accounts may apply for one by contacting Welsh Triathlon enclosing a stamped addressed return envelope. Members shall have the opportunity to ask any questions about the content of the company accounts at the Annual Annual General Meeting (AGM); an item on the agenda will be set specifically dealing with the annual accounts.

#### **3.4 Not for Profit.**

Members of Welsh Triathlon will not benefit financially from any income generated by the Company or any profit made. All money earned must be retained by the organisation and used for its expenses, operations and programs in the pursuit of the delivery of the organisation's vision, aims and goals.

### **4. Annual General Meetings**

The Annual General Meeting (AGM) of the company shall usually take place in November and shall be identified as such in the notice given by the Directors. Other meetings of the company shall be called Annual General Meetings. Full details can be found in the Articles.

#### **4.1 Notice of Motion from Members**

Any member wishing to put forward a motion or resolution to the AGM must supply the full wording of it along with the reasoning for it, at least 1 month(s) before the AGM in writing to the Company. Acknowledgement of the motion or resolution will take place in writing to the proposer(s) as soon as reasonably practicable after such receipt.

#### **4.2 Calling a Meeting**

An Annual General Meeting may be called by

**4.2.1** the Directors

**4.2.2** a request signed by at least six Members

## **5. Nomination and Election Processes for Directors**

Welsh Triathlon shall devise and make available the Company's approved application process in line with the process highlighted in the Articles of Association. Voting Members will be advised accordingly, and specific instructions will be placed in a prominent position on the Welsh Triathlon website.

## **6. Declaration of interest**

- 6.1 All Directors, Sub-Committee and Working Group members of Welsh Triathlon are required to complete and keep current their register of business and other interests.
- 6.2 All business interest, where there is a potential conflict of interest with Welsh Triathlon, must be declared. Full details of the business must be given including the full legal name, the type(s) of business carried out and position within that business whether paid or unpaid.
- 6.3 A Director with any other unpaid interest which may constitute a conflict of interest with the Board, membership of a WT committee or with the Company must declare.
- 6.4 The business or other interests of a partner or any family member must also be declared where that interest may be a conflict with the Companies interests.
- 6.5 A register of interest will be kept current. Directors, Sub-Committee and Working Group members of Welsh Triathlon must advise the Chair of any additions or alterations as soon as is practical. Details will remain confidential.
- 6.6 Any interest in matters to be discussed at a meeting of the Board of Directors, Sub-Committee or Working Group of the Company should be declared as soon as possible and practicable after the beginning of the meeting.

## **7. Representation- Wales and Great Britain**

Welsh Triathlon is committed to supporting the delivery of the British World Class strategy where it is mutually beneficial and aligns with Welsh performance funding requirements as outlined by our funding partners.

- 7.1 The eligibility for selection to represent Wales and/or Great Britain varies dependent on the competition.
- 7.2 Eligibility to represent Great Britain is set by British Triathlon and athletes wishing to be considered for selection should refer to the relevant British Triathlon Selection Policies.
- 7.3 Eligibility to represent Wales in the Commonwealth Games is set by Commonwealth Games Wales (CGW) and athletes wishing to be considered for selection should refer to the relevant Commonwealth Games Selection policies.
- 7.4 Athletes changing nationality are required to comply with the current World Triathlon regulations, or the CGW eligibility to represent Wales whichever is appropriate.

Any appeal made by an athlete about Welsh Triathlon eligibility rules or nomination/selection processes shall be considered by the Board or in line with the applicable Selection Policy and Appeals Process related to that policy. The decision of the Board and/or panel shall be final.

Any appeal made by an athlete about non-selection or determining eligibility will be considered in line with the regulations set by the determining body, for example, Commonwealth Games Wales (CGW), Commonwealth Games Federation (CGF), World Triathlon, British Triathlon Federation (BTF), Welsh Triathlon.

## **8. Welsh Triathlon Performance and Pathway Programmes**

8.1 All Welsh Triathlon Performance and Pathway programmes require selected athletes to be a member of Welsh Triathlon.

8.2 An athlete will be eligible for selection for the Welsh Triathlon Performance Programme [WTPP] &/or the Welsh Development Academy (WDA) if they satisfy the following conditions:

8.2.1 They meet the relevant eligibility criteria for the next Commonwealth Games event AND

8.2.2 They meet the minimum age requirements of the relevant programme

8.3 Selection for all Welsh Triathlon Performance and Pathway programmes will be made in line with the relevant Welsh Triathlon Selection Policies and any appeals will be dealt with in line with the applicable Appeals Process.

## **9. Equality and Discrimination**

Welsh Triathlon is fully committed to the principles of the equality of opportunity and is responsible for ensuring that no job applicant, employee, volunteer, child, young person, competitor or official receives less favourable treatment on the grounds of age, gender, colour, disability, ethnicity, race, parental or marital status, nationality, religious belief, political persuasion, social background, or sexual preference. The full equality policy is available on Welsh Triathlon's website.

## **10. Anti-doping**

Welsh Triathlon accepts as its own rules, the UK Anti-Doping Rules as amended from time to time, which support the requirements of the World Anti-Doping Code within the UK.

## **11. Conflicts of Interest, Hospitality and Gifts**

Welsh Triathlon is committed to maintaining the highest standards of corporate governance and conducts its business openly and transparently setting Fraud policies and a process for registering business interests which shall be regularly reviewed by the Directors.

## **12. Codes of Conduct**



Welsh Triathlon is responsible for setting and maintaining the standards of behaviour within the sport and for ensuring that codes of conduct are in place. There are clear expectations in terms of standards of behaviour that apply throughout the organisation. All members, athletes, coaches and volunteers are responsible for being aware of and abiding by the Welsh Triathlon rules, regulations and codes.

### **13. Complaints and Disciplinary Matters**

13.1 Welsh Triathlon maintains a full complement of complaints and disciplinary regulations which clearly show the processes to be followed relating to any type of complaint. This power and jurisdiction shall be in respect of and relation to:

13.1.1 Welsh Triathlon Directors, Officers, and employees

13.1.2 Clubs affiliated to Welsh Triathlon.

13.1.3 Individual members and Officers

13.1.4 Committees and committee members acting on behalf of Welsh Triathlon.

13.1.5 Coaches and Officials

13.1.6 Volunteers acting on behalf of Welsh Triathlon.

13.2 Any matter relating to an employee shall be dealt with using the respective policies in place at the time.

13.3 For the avoidance of doubt, all matters relating to safeguarding young people or adults at risk shall be managed through safeguarding and adults at risk policies and processes which may be different from the disciplinary and complaints policies in force at any time.

### **14. Safeguarding**

Welsh Triathlon is committed to creating and maintaining a safe and positive environment for all young people and adults involved in our organisation and accepts its responsibility to help safeguard their welfare and protect them from poor practice, abuse and bullying.

All reasonable steps are taken to ensure that all individuals who come into contact with young people and adults at risk in Welsh Triathlon, whether in a paid or unpaid capacity, are suitable and appropriate. Full details of policies, guidelines, forms, requirements and contact details for all safeguarding matters are available on the website but include Welsh Triathlon's Safeguarding and Child Protection Policy and Safeguarding Adults at Risk Policy.

### **15. Recognition and Reward**

15.1 Welsh Triathlon recognises the importance of volunteers and will facilitate several recognition opportunities which can be seen in detail on Welsh Triathlon's website. These include:

15.1.1 Welsh Triathlon Awards, an annual opportunity that encompasses several nomination categories, including but not

limited to, players, officials, coaches, and volunteers; decided by an awards panel.

- 15.1.2 **Gold Pin Life Membership** - may be awarded to a person who has made a significant contribution and/or provided exceptional service to Triathlon in Wales over many years; decided by the Board of Directors.

## **16. Staffing**

The role of the staff team is to deliver the operational objectives of the Welsh Triathlon strategy as set by the Directors. The Chief Executive Officer is responsible for the operational delivery of the organisation's strategy and leadership of the staffing team. The staffing structure and areas of individual responsibility will be regularly reviewed in line with agreed HR policies.

## **17. Links with Other Organisations**

- 17.1 Welsh Triathlon may work with any organisation in the pursuit of the delivery of the organisation's vision, aims and goals, these organisations may include but shall not be limited to:

**17.1.1 World Triathlon**

**17.1.2 European Triathlon Union**

**17.1.3 British Triathlon Federation**

**17.1.4 Triathlon Scotland**

**17.1.5 Triathlon England**

**17.1.6 Triathlon Ireland**

**17.1.7 Sport Wales** Welsh Triathlon works closely with Sport Wales who are the appointed government agency responsible for the development of sport in Wales and distribution of Welsh Government funding. Sport Wales is a significant funding partner to Welsh Triathlon and operates to deliver relevant government policy and agenda.

**17.1.8 Welsh Sports Association** - acts as an independent body to support and represent the National Governing Bodies (NGBs) of sport and physical recreation in Wales.

**17.1.9 Commonwealth Games Council for Wales** - is the national body entrusted to select and send a team of world-class athletes to compete for Wales at the Commonwealth Games and Commonwealth Youth Games.

## **18. Amendments to the Byelaws**

The Directors are required to review the byelaws at least every two years, or sooner when necessary, to ensure the proper conduct and management of the Company.

The Directors shall adopt such means as they deem sufficient to bring to the notice of members any changes to the byelaws. In addition, those present at the Annual General Meeting shall have the power to alter or repeal the byelaws and to make

additions thereto provided, nevertheless, that no bye law shall be inconsistent with, or shall affect or repeal anything contained in the Articles of the Company.

## **19. Dissolution**

The Company may only be wound up by Special Resolution of the Members at an Annual General Meeting. If the Company is wound up or dissolved and there is any property remaining after all its debts are settled, this will be given to British Triathlon (or any subsequent successor) or if this is not possible then to some other institution or institutions that support Triathlon provided that the receiving institution(s) also prohibits the distribution of income and property among its members in the same way as the Company. The institution(s) will be decided by the Members at or before the time of dissolution.

## **20. Matters Not Covered**

In the event of any question or matter arising which is not provided for in these byelaws, or relating to the interpretation or any conflict or error herein such question or matter shall be dealt with by the Directors. If a situation should arise whereby a question or dispute cannot be resolved using any of the means available to the Directors they may refer the matter to Sport Resolutions UK (or any subsequent successor).

## **21. Gifts**

Directors, Staff and Committee members should treat with extreme caution any offer of gifts, favours or hospitality that is made or offered personally. Working lunches and other social occasions may be a proper way of doing business, provided no extravagance is involved. Nor can there be any hard and fast rules about acceptance of tokens of goodwill on special occasions. But the affected person is personally responsible for all such decisions and for avoiding the risk of damage to public confidence in WT. All receipt or offer of gifts should be reported to the Chair.

## **22. GDPR**

Welsh Triathlon takes the responsibility of collecting and processing personal data seriously and is working to adhere to the Data Protection Rules in line with GDPR 2018.

**For further information about any aspect of the Welsh Triathlon Byelaws please contact:**

**Welsh Triathlon Limited  
Sport Wales National Centre  
Sophia Gardens  
Cardiff  
CF11 9SW**

**0300 300 3128**

[admin@welshtriathlon.org](mailto:admin@welshtriathlon.org)

## APPENDICES

Table 1: Board Structure

Role	Name
Chariman	Martin Kitchener
Director of Governance	Llŷr Roberts
Director of Performance	Greg Garner
Director of Business and Commerce	Luke Organ
Director of Finance	Iwan Roberts
Director of Communications	Parul Patel
Director of Children and Young People	Claire Lane
Director of Safeguarding and Child Protection	Bethan Mitchell
Director of External Affairs	Kate Evans
Director of Age Groups	James Leavesley

Table 2: methods of purchasing membership

Online	Through the Welsh Triathlon or British Triathlon website
Event sign up	Via a member of staff at an event
Telephone	By phoning membership services

Table 3: Membership pricing

Membership Package	Membership price	Club Discount Price
Supporter	£15.00	-
Essential	£26.50	-
Core Student	£28.50	-
Core Adult	£57.00	£46.00
Ultimate Student	£51.00	-
Ultimate Adult	£79.50	£68.50
Coaching Packages		
Core Coach	£57.00	£46.00
Ultimate Coach	£91.00	£85.00

Table 4: Club Affiliation categories

Club Category	Definition
Community	Organised on an amateur, not for profit basis, a Community Club is open and inclusive to all with a voluntary committee of three or more unrelated persons that hold regular meetings to manage the club.
Single Discipline	A club that is predominantly dedicated to another sport (normally swimming, cycling or athletics) with a specific triathlon section.
Closed	A club that is restricted to a specific group of people and therefore cannot fit into the other categories. This

	is typically, but not limited to, groups defined by work or location such as a university, HM Armed Forces, or workplace clubs.
Commercial	Any club formed, with or without a committee, that offers a racing, coaching or retail service on a commercial basis.

Table 5: Club Affiliation structure

Club Category	Price <150	Price 150-299	Price >300
Community	£155.00	£255.00	£305.00
Single Discipline	£155.00	£255.00	£305.00
Closed	£155.00	£255.00	£305.00
Commercial*	£355	-	-

\*Commercial club cost of affiliation is £355 regardless of the number of members