

## Triathlon Industry Association –Terms of Membership

### Introduction

1. The name of the Association shall be "Triathlon Industry Association" (referred to in this document as "TIA" or "Association").
2. TIA was incorporated on 15 November 2011 as a not-for-profit, private company with no share capital limited by guarantee.

### Mission statement

3. TIA has the following mission statement:

"The Triathlon Industry Association provides a service to all triathlon industry businesses by: helping to establish a favourable operating environment; providing a forum for discussion on non-competitive issues; and by providing market information to assist all businesses in their continued growth."

### Objectives

4. TIA shall have the following objectives
  - i. To be a central representative body to put forward the views of the triathlon industry to media, Government departments and agencies, Parliament, the European Commission and Parliament, and other relevant organisations
  - ii. To be a research and statistical centre, to aggregate and publish statistics, and to provide analysis on triathlon and other relevant market information
  - iii. To provide networking and business development opportunities for all members via an annual Trade Event and through an online community of industry events and initiatives
  - iv. To provide a forum for the exchange of non-competitive information
  - v. To secure discounts for its members with a diverse range of business service providers, such as hotels, insurance, car hire, etc
  - vi. To establish a technical centre providing commentary, guidance and advice on legal and other regulatory developments of relevance to the triathlon industry
  - vii. To promote the triathlon industry

### Conduct

5. All TIA member companies shall at all times abide by EU and UK competition law to ensure that there is no prevention, restriction or distortion of competition within the triathlon marketplace. TIA members must also ensure full compliance with UK laws on anti-bribery and anti-corruption.

### Members Board

6. The affairs of TIA shall be directed by a Members Board comprising up to 17 (seventeen) directors elected by ballot, as set out in TIA's Articles of Association, with the aim of achieving representation across all areas of the triathlon industry: swim/bike/run brands, retail, coaching, events, nutrition, media etc.
7. Each board member shall serve for an initial one year term and each member shall have one vote. All decisions by the Members' Board shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote

### Membership

8. As set out in Article 14 of the TIA Articles of Association, 'Companies, organisations or individuals that manufacture, distribute or supply, swim/bike/run/multisport related products, equipment or services, and are thus active in the triathlon industry shall be eligible to apply for membership' of the Triathlon Industry Association.

### Affiliate

9. The Association shall, at its discretion, admit as an Affiliate of TIA any organisation that does not manufacture, sell or distribute triathlon related products or services, but which is otherwise

interested in the business of triathlon. Affiliates shall be entitled to receive most information prepared under the auspices of TIA, and otherwise be entitled to participate in the affairs of the Association, but will not be entitled to a vote.

#### **Finances**

10. The financial year of TIA shall in the first instance be the year ended 30 November. In time this may be the calendar year, as may be changed by resolution of the Association and its Members Board.
11. The subscription scale for members and associates shall be set by the Association following approval of the Members Board.
  - a. In 2011, this shall be a flat fee of £350 per each member company, with up to 5 representatives of the company given access to the Association website and forum. Any member company wishing to have more than 5 representatives on the TIA website and forum would pay an additional £50 per extra representative.
  - b. Thereafter, the member and associate subscription rates shall be reviewed for 2012 and beyond.

#### **Meetings**

12. The Association shall hold an Annual General Meeting (AGM) not later than four months after the end of each financial year.
13. At least 10 members of TIA, or the Members Board, may at any time request a general meeting of the Association. In convening such a meeting, not less than 21 days' notice shall be given to members.
14. Any three members of the Members' Board may request that the Company Secretary summons a meeting of the Members' Board at any time.

#### **Publicity**

15. TIA shall publish an annual report on its activities and a list of subscribing members. Both these documents will be published on the TIA website with the membership list being always up to date.
16. The Association shall publish white paper documents to raise the profile of the triathlon industry with media, social networks, etc. These documents would include market research findings and observations on general industry trends and issues.

#### **Committees and Panels**

17. The Members Board may establish and maintain sub-committees and project groups, and may delegate matters to them to advise and assist it.
18. The Members Board may appoint a Commercial Committee to action sales, marketing, research and other initiatives and a Technical Panel for technical issues pertaining to the triathlon industry.

#### **Director General and Secretariat**

19. In due course, the Members Board may seek to appoint a Director General who shall be responsible to it for the management of the Association and who shall also be the principal representative of the Association and the principal policy adviser to the Members Board.
20. The Director General may be assisted by a Secretariat with responsibility for day to day business, communication to members, etc.

#### **Revision of the Constitution**

21. This Terms of Membership document may be amended by the Association, provided that at least 75% of the members of TIA vote in favour of all amendments of which prior notice has been given.

**Transitional arrangements**

22. The following transitional arrangements shall apply:

- a. An initial organising group of David Townsend of TCR Shows, Paul Shanley of Tri247.com and Gary Roethenbaugh of triathlonbusiness.com/MultiSport Research shall (without remuneration) coordinate, manage and establish the Association ahead of the formation of the Members Board. Legal Advisor Simon Page shall also be on hand for support and guidance with any legal issues.
- b. All subscriptions and other funds generated by TIA shall be held for the benefit of all members. All funds shall therefore be held in a separate designated bank account for the Association at all times.