



## Palestinian Triathlon Federation

### CONSTITUTION

#### 1. Palestinian Triathlon Federation

The National Federation for the sport of Triathlon and its related Multisports founded and incorporated under the laws of Palestine. *Date of 10<sup>th</sup> January 2012* here in after referred to as Palestinian Triathlon Federation.

#### Article 2: VISION AND MISSION OF Palestine Triathlon Federation

1. **Vision:** The Federation should develop a Vision statement that clearly communicates its purpose e.g.: Palestine Triathlon Federation`s vision is to be the sole leader in developing triathlon from the grassroots to the Olympic level of participation as a fully affiliated member of the International Triathlon Union
2. **Mission:** The mission statement will clearly communicate how the federation will achieve its vision and fulfill its purpose e.g.:
  1. To promote and facilitate development of triathlon and its related Multisport through;
  2. To maintain sound and ethical governance in all areas of the federation;
  3. To develop a strategic sport development plan that is carefully crafted and reviewed and adjusted annually;
  4. To promote fair and safe competitions for youth, junior, u 23, elite and age group athletes;
  5. To promote gender equity for all members;
  6. To protect the environment

#### 2. INTERPRETATION: DEFINITIONS

1. In these Bye-Laws the following words and expressions shall, where not inconsistent with the context, have the following meanings respectively:
  1. **Act** means The Companies Act, IN THE JURISDICTION OF THE FEDERATION ;
  2. **Auditor** includes any qualified individual or partnership;



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3. **Aquathlon** means a sport event comprised of running, swimming and running;
4. **Company** means The NAME OF NATIONAL FEDERATION , a local company limited by guarantee incorporated in PLACE AND DATE;
5. **Cycling** includes cycling on all types of bicycles, on road and off-road conditions;
6. **Director shall** be deemed to include any Director;
7. **Duathlon** means a continuous event comprised of running cycling and running;
8. **Mailing** includes posting or forwarding by courier service or transmitting by cable telex, telecopier, facsimile or other such methods of transmitting written communications;
9. **Member** means the person registered in the Register of Members;
10. **'National Federation'(NF)** means the Palestinian National Triathlon Federation recognized by the Palestinian National Olympic Federation and National Sports Council of Palestine (the Sports Authority of Palestine).
11. **Multisport** means the triathlon related sports of aquathlon, duathlon, long distance triathlon, winter triathlon, indoor triathlon;
12. **Notice means** written notice unless otherwise specifically stated;
13. **Para triathlon** means triathlon participated in by athletes with a disability known as Para triathletes;
14. **Registered Office** means the address of Palestinian Triathlon Federation .;
15. **Secretary** includes temporary or assistant Secretary and any person appointed by the Board to perform any of the duties of the Secretary;
16. **These Bye-laws** means these Bye-laws in their present form or as from time to time amended.

### 3. INTERPRETATION: CONSTRUCTION

1. In these Bye-Laws, unless there is something in the subject or context inconsistent with such construction:-
  1. Words importing the plural number shall be deemed to include the singular number and words importing the singular number shall be deemed to include the plural number;



2. Words importing one gender shall be deemed to include the others;
3. Words or expressions contained in these Bye-Laws shall bear the same meaning as in the Act;
4. The word *may* shall be construed as permissive or optional;
5. The word *shall*, shall be construed as imperative or strict.

#### 4. OBJECTS OF THE COMPANY

1. The objects of the Company are, until amended in accordance with the Act:
  1. To function as the National Federation for Triathlon, in Palestine, and to represent Palestine internationally;
  2. To promote Triathlon, both competitive and non-competitive in Palestine;
  3. To encourage support of Triathlon programs by the public generally;
  4. to provide guidance, information and assistance to the affiliated triathlon NFs, zones and clubs in respect to these objects and in the development of programmes for competitive and non-competitive athletes in all Triathlon and Multisport disciplines including Para triathlon;
  5. To organize training courses for athletes in Triathlon and all Multisport disciplines including Para triathlon;
  6. to organize training courses for coaches, officials and administrators to national and international standards;
  7. to set criteria for the selection to the National team to represent Palestine internationally;
  8. to fix the date and venue for all National Championships and other events under the jurisdiction of the NF;
  9. to abide and adhere to the mandate and rules of the World Anti-Doping Agency and the National Body for Drug-Free Sport and to coordinate the programs and activities
  10. associated with achieving an environment free of illicit substance use, and licit substance abuse, and also to deter the use of performance enhancing drugs in sports;
  11. 5. 1.10 to promote gender equity in all areas of governance and endeavour to ensure 20% women representatives on the board and on all Federation s;
  12. to promote other multi-discipline endurance events and excluding the traditional decathlon, pentathlon, heptathlon, modern pentathlon and biathlon, which are part of existing National Federations.



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## 5. REGISTERED OFFICE

1. The Registered Office shall be at Gaza, in Palestine as the Board shall from time to time appoint.

## 6. MEMBERS

1. Members are comprised of Members, National Team Members, and Honorary Members. The **Members** of the Company are those entered in the Register of Members;
  1. The Board may approve applications for Membership in its discretion, and may refuse an application. The decision of the Board to refuse an application may be reviewed by the members at a Meeting convened for that purpose, and the action taken at that time shall be final and binding on all parties concerned.
  2. Membership shall be open to all persons over the age of 16 years interested in the objects of the Company.
  3. Membership is established by payment of the annual subscription, which is determined, from time to time, by the Board of Directors of the Company.
  4. Membership subscriptions are due and payable on 1 January each year or upon commencement of initial membership and shall expire on 31 December of that year.
2. **National Team Member:** A National Team Member means any person who qualifies to be a member of any National Team by competing in a National Federation sanctioned qualifying event and includes all athletes and support team members;
3. **Honorary Member:** Honorary membership may be granted by the Board of Directors to individuals who, in the opinion of the Board, have distinguished him/herself in the cause of the sport. Honorary members do not pay membership fees and do not have voting rights.

## 7. REGISTER OF MEMBERS

1. The Secretary shall establish and maintain the Register of Members at the Registered Office of the Company. Unless the Board otherwise determines, the Register of Members shall be open to inspection by any member without charge



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## 8. DIRECTORS:

1. The property and business of the Company shall be managed by a Board of Directors with a minimum of 4 table officers, 4 directors at large and one athlete representative of whom two-thirds shall constitute a quorum. The Directors shall be elected at a General Meeting that is properly called in accordance with these by-laws.
2. Directors must be individuals, at least 18 years of age, with power under law to contract;
3. To be eligible to serve on the Board of Directors, an individual must be a member in good standing with the Company. The following positions shall comprise the Board of Directors:
  1. President;
  2. Vice-President;
  3. Secretary-General;
  4. Treasurer;
  5. Four (4) Directors at Large;
  6. An Athlete Representative;
4. No officer may hold more than one position on the board at any time;
5. The President, Secretary-General, Vice-President and Treasurer shall be elected for a term of four years the term to expire on the date of the annual general;
6. An individual may only serve two consecutive terms in a particular officer position. An individual who has served two consecutive terms is not eligible for re-election to that position until the next election cycle has passed; however, the person is eligible for election to any other officer position or director position;
7. The Athlete Representative shall be elected by the registered athlete members;
8. Directors at Large shall be elected at the annual general meeting;
9. The immediate Past President shall be a non-voting Director on the Board.

## 9. VACATION OF OFFICE BY DIRECTORS The office of a director shall be automatically vacated:

1. If a director has resigned his office by delivering a written resignation to the Secretary-General of the Company;
  1. if the director is found by a court to be of unsound mind;
  2. If the director becomes bankrupt or suspends payment or compounds with his creditors;
  3. on death; or
  4. if at a special general meeting of Members, a resolution is passed by three-quarters of the Member present at the meeting that the director be removed from office;



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5. If a director does not produce on request, within a reasonable time, a current, accurate resume, showing employment and academic history, for verification by the Secretary General the director shall be suspended until the aforementioned resume is received and verified.

#### 10. DUTIES OF DIRECTORS

1. The President shall act as Chairman at all Meetings of the Members or of the Directors at which he is present. In their absence the Vice President, if present, shall be Chairman
2. and in the absence of all of them a Chairman shall be appointed or elected by those present at the Meeting;
3. The Secretary shall attend all Meetings of the Company and of the Directors and shall keep correct Minutes of such Meetings and enter the same in proper books provided for the purpose. The Secretary shall perform such other duties as are prescribed by the Act or these Bye-Laws or as may be prescribed by the Directors. The Secretary shall not receive remuneration;
4. The Vice President shall perform the duties of the President in his absence
5. The Treasurer shall keep accurate and transparent financial records and shall oversee all financial transactions associated with doing the business of the Company;
6. The Directors of the Company shall have such powers and perform such duties in the management, business and affairs of the Company as may be delegated to them from time to time.

#### 11. DIRECTORS INTERESTS

1. A Director who is any way, whether directly or indirectly, interested in a contract or proposed contract transaction or arrangement with the Company and has complied with the provisions of the Act and these Bye-laws with regard to disclosure of his interest shall be entitled to vote in respect of any contract, transaction or arrangement in which he is so interested and if he shall do so his vote shall be counted, and he shall be taken into account in ascertaining whether a quorum is present;



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2. A Director shall not vote in respect of any contract or arrangement in which he is interested and, if he shall do so, his vote shall not be counted nor shall he be counted in the quorum present at the Meeting; but these prohibitions may at any time, whether prospectively or retrospectively, be waived, suspended or released to any extent and either generally or in respect of any particular contract, arrangement or transaction, by the Company in General Meeting.

## 12. GENERAL POWERS OF DIRECTORS

1. Subject to the provisions of the Act and these Bye-laws and to any directions given by the Company by Resolution, the Board of Directors shall manage the business of the Company and may pay all expenses incurred in promoting and incorporating the Company and may exercise all the powers of the Company. These Bye-laws and a meeting of the Board at which a quorum is present shall be competent to exercise all the powers, authorities and discretions for the time being vested in or exercisable by the Board.
2. Subject to the provisions of the Act and these Bye-laws any two of the Directors acting jointly may on behalf of the Company enter into any written or oral contract or agreement; or
3. execute any deed document or instrument and the same shall be validly entered into or executed by the Company as the case may be and shall, subject to any rule of law, be binding on the Company;
4. The Directors may from time to time appoint a Managing Director or Chief Executive Officer of the Company who, subject to the control of the Board, shall in general supervise and administer all of the business and affairs of the Company;
5. Directors shall not be responsible for the negligence or default of any such person if employed in good faith;
6. The Directors may from time to time and at any time authorize any person to act on behalf of the Company for any specific purpose and in connection therewith to execute any agreement document or instrument on behalf of the Company;
7. The Directors may delegate any of their powers to a Federation consisting of two or more of the Directors together with such other persons as the Board may appoint, but every such Federation shall conform to such directions as the Directors shall impose on them;
8. The Directors may appoint, suspend or remove any manager, secretary, clerk, agent or servant of the Company and may fix their remuneration and determine their duties;



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9. The Directors will not be paid for their services to the Company but may be paid for all travel, hotel and other expenses properly incurred by them, in connection with the business of the Company or their duties as Directors generally.

### 13. GENERAL MEETINGS AND WRITTEN RESOLUTIONS

1. The Annual General Meeting of the Company shall be held in each year other than the year of incorporation at such time and place as the President or Secretary General or Vice President, them failing, the Directors shall appoint and notice of such Meeting shall be given by the Secretary in thirty (30) days before the Meeting takes place stating the date, place and time, at which the Meeting is to be held that the election of Directors will take place thereat, and as far as practicable, the other Agenda of the Meeting;
2. The Directors may convene a Special General Meeting of the Company whenever in their judgment such a Meeting is necessary, upon not less than fourteen (14) days notice in writing to each of the Members mailed to each Member at his registered address and such notice shall state the time, place and the general nature of the business to be considered at the Meeting.
3. A Meeting of the Company shall, notwithstanding that it is convened by shorter notice than that specified in these Bye-Laws, be deemed to have been properly convened if it is so agreed by all the Members entitled to attend and vote thereat in the case of an Annual General Meeting; and
4. No business shall be transacted at any meeting unless a quorum is present. In the case of Board of Directors, two thirds of the board must be present. In case of General and Special Meetings Five (5) persons entitled to vote upon the business to be transacted, each being a member shall form a quorum for the transaction of business and be entitled to vote throughout the Meeting. If within half an hour from the time appointed for the Meeting a quorum is not present, the Meeting shall stand adjourned to the same day one week later, at the same time and place or to such other day, time or place as the Directors may determine.
5. At any meeting of the Members, each fully paid member over the age of 16 years present in person shall be entitled to one vote.
6. At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands, and every Member present in person at such Meeting shall be entitled to one vote and shall cast such vote by raising his hand.
7. At any General Meeting of the Company a declaration by the Chairman that a question proposed for consideration has, on a show of hands, been carried, or carried unanimously,





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8. or by a particular majority, or lost, an entry to that effect in a book containing the Minutes of the proceedings of the Company shall, subject to the provisions of these Bye-Laws, be conclusive evidence of that fact without proof of the number of proportion of the votes recorded in favour of or against such question.
9. Notwithstanding the provisions of these Bye-Laws, at any General Meeting of the Company it shall be lawful, in respect of any question proposed for the consideration of the members (whether before or on the declaration of the result of a show of hands as provided for in these Bye-Laws, for a poll to be demanded by any of the following persons:
  1. the Chairman of such Meeting; or
  2. at least one Member present in person; or
  3. any Member or Members present in person; or
  4. A poll demanded in accordance with the provision of these Bye-laws, for the purpose of electing a Chairman or on a question of adjournment, shall be taken forthwith and a poll demanded on any other question shall be taken in such manner and at such time and place as the Chairman may direct and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
10. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the Meeting at which such show of hands takes place, or at which such poll is demanded, shall be entitled to a second or casting vote.
11. Where a vote is taken by poll each Member entitled to vote shall be furnished with a ballot paper on which he shall record his vote in such manner as shall be determined at the Meeting having regard to the nature of the question on which the vote is taken and each ballot paper shall be signed or initialed or otherwise marked so as to identify the voter. At the conclusion of the poll the ballot papers shall be examined by a Federation of not less than five Members appointed for the purpose and the result of the poll shall be declared by the Chairman.
12. In the case of joint holders the vote of the senior who tenders a vote, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members.
13. A corporation which is a Member may by resolution of its Directors authorize such person as it thinks fit to act as its representative at any Meeting of the Members of the Company and the person so authorized shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member.



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**14. MINUTES**

1. The Directors shall cause minutes to be made and books kept for the purpose of recording –
2. the names of the Directors and other persons (if any) present at each meeting of Directors and of any Federation ;
3. of all proceedings at meetings of the Company, of the holders of any class of shares in the Company, and of Federation s;
4. of all proceedings of managers (if any).

**15. SEAL OF THE COMPANY**

1. The Seal shall consist of a circular metal device with the name of the Company around the outer margin thereof and the Egypt and year of incorporation across the centre thereof. Should the Seal not have been received at the Registered Office in such form at the date of adoption of this Bye-law then, pending such receipt any document requiring to be sealed with the Seal shall be sealed by affixing a red wafer seal to the document with the name of the Company, and the Egypt and year of incorporation type written across the centre thereof.
2. The Board shall provide for the custody of every Seal. A Seal shall only be used by authority of the Board or of a Federation constituted by the Board. Subject to these Bye-laws, any instrument to which a Seal is affixed shall be signed by two Directors or the Secretary and one Director, or by any two persons whether or not Directors or the Secretary, who have been authorized either generally or specifically to attest to the use of a Seal; provided that the Secretary or Director may affix a Seal attested with his signature only to authenticate copies of these Bye-laws, the minutes of any meeting or any other documents requiring authentication.

**16. ACCOUNTING RECORDS**

1. The Board shall cause to be kept accounting records sufficient to give a true and fair view of the state of the Company's affairs and to show and explain its transactions, in accordance with the Act.
2. The records of account shall be kept at the Registered Office or at such other place or places as the Board thinks fit, and shall at all times be open to inspection by the Directors: No Member (other than a Director of the Company) shall have any right to inspect any accounting record or book or document of the Company except as conferred by law or authorized by the Board.



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3. A copy of each balance sheet and statement of income and expenditure, including every document required by law to be annexed thereto, which is to be laid before the company in general meeting, together with a copy of the auditor's report, shall be sent to each person entitled thereto in accordance with the requirements of the Act.

**17. AUDIT**

1. Save and to the extent that an audit is waived in the manner permitted by the Companies Acts, auditors shall be appointed and their duties regulated in accordance with the Companies Acts, any other applicable law and such requirements not inconsistent with the Act as the Board may from time to time determine.

**18. SERVICE OF NOTICES AND OTHER DOCUMENTS**

1. Any notice of a general meeting of the Company shall be deemed to be duly given to a Member if it is sent to him by cable, telex, telecopier or other mode of representing or reproducing words in a legible and non-transitory form at his address as appearing in the Register or any other address given by him to the Company for this purpose. Any such notice shall be deemed to have been served twenty-four hours after its dispatch.
2. Any notice or other document delivered, sent or given to a member in any manner permitted by these Bye-laws shall, notwithstanding that such Member is then dead or bankrupt or that
3. any other event has occurred, and whether or not the Company has notice of the death or bankruptcy or other event, be deemed to have been duly served or delivered in respect of any share registered in the name of such Member unless his name shall, at the time of the service or delivery of the notice or document, have been removed from the Register.

**19. WINDING UP**

1. The Company shall be wound up only in accordance with the provision of the Act and the Company shall distribute its surplus only in accordance with the Company's Memorandum of Association.

**20. INDEMNITY**

1. The Directors, Auditors, Secretary and other Officers for the time being of the Company and the Liquidator or Trustees (if any) for the time being acting in relation to any of the affairs of the Company and every one of them, and each of their heirs, executors and administrators, shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their heirs, executors or administrators, shall or may incur or sustain by or



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by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, in their respective offices or trusts, except such (if any) as they shall incur or sustain by or through their own willful neglect or default respectively and none of them shall be answerable for the acts, receipts, neglects or defaults of the other or others of them or for joining in any receipts for the sake of conformity, or for any bankers or other persons with whom any moneys or effects belonging to the Company shall or may be lodged or deposited for safe custody, or for insufficiency or deficiency of any security upon which any monies of or belonging to the Company shall be placed out on or invested, or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trust, or in relation

1. thereto, unless the same shall happen by or through their own willful neglect or default respectively.
2. Each Member agrees to waive any claim or right of action he might have, whether individually or by or in the right of the Company, against any Director on account of any action taken by such Director, or the failure of such Director to take any action in the performance of his duties with or for the Company provided, however, that such waiver shall not apply to any claim of rights of action arising out of the gross negligence, willful misconduct or fraud of such Director or to recover any gain, personal profit or advantage to which such Director is not legally entitled.

## 21. ALTERATION OF BYE-LAWS

1. No Bye-law shall be rescinded, altered or amended and no new Bye-Law shall be made until the same has been approved by a resolution of the Directors and confirmed by a resolution of the Members.

### BY-LAWS OF

#### The Palestine Triathlon Federation

I, Mohammed AbuTair , being the subscriber to the Memorandum of Association of the Palestinian Triathlon Federation (Company), hereby subscribe to the above-written byelaws pursuant to section of the Company Act on January 10<sup>th</sup> 2012, for and on behalf of the Members of the Palestinian Triathlon Federation (Company), following their approval and adoption at the Statutory General Meeting of the Members.

Name **Mohammed Ahmed AbuTair**  
Dated this **day of . January 10 th , 2012**



APPENDIX 1

THE TRIATHLON CLUB BY-LAWS

It is a good idea to insert a Vision and Mission statement to help guide and direct the club to operate with a fine set of fair and ethical values

1. MEMBERSHIP

1. Any person may become a member upon payment of the fee.
2. The membership fee shall be determined periodically by the members at the Annual General Meeting.
3. For the purposes of fees, there are two types of memberships, individual or family. Each individual included in a family membership is considered a member of the society.
4. The membership year is from January 1 to December 31.
5. Any member wishing to withdraw from membership may do so upon a notice in writing to the Secretary.
6. Any member in arrears for fees shall be automatically suspended at the expiration of three months from the end of such year and shall not be entitled to membership privileges until reinstated.
7. Any member, upon a two-thirds vote of all members of the society in good standing, may be expelled from membership for any cause which the society may deem reasonable.

2. EXECUTIVE FEDERATION

1. The officers so elected at the Annual General Meeting, specifically the President, Vice-President, Secretary and Treasurer, shall form an Executive Federation and shall serve until their successors are elected and installed. Any vacancy occurring during the year shall be filled at the next general meeting, provided it is stated in the notice calling the meeting.
2. At any general meeting, any member of the executive can be removed by a vote of 50% plus one of the members in good standing.
3. Any member in good standing shall be eligible to stand for any office in the society.
4. The Executive Federation shall, subject to the by-laws or directions given it by majority vote at any meeting properly called, have full control and management of the affairs of the society.



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5. Meetings of the Executive Federation shall be held as often as may be required, but at least once every three months, and shall be called by the President.
  6. A special meeting may be called by any two members of the Executive Federation provided they request the President in writing to call such meeting, and state the business to be brought before the meeting.
  7. Meetings of the Executive Federation shall be called by three days' notice by telephone.
  8. Notice shall be provided to the membership when an executive meeting is called.
  9. Any three members of the Executive Federation shall constitute a quorum.
  10. Meetings may be held without notice if a quorum of the Executive Federation is present, provided, however that any business transactions shall be ratified at the next regularly called meeting of the Executive Federation ; otherwise they shall be null and void.
  11. Meeting notes of all Executive Federation meetings will be made available to the membership within 15 days of the meeting.
  12. Executive Federation meetings will be held for the purpose of discussing society business and shall be open to members should they wish to attend. If the Executive Federation require a portion of the meeting to be in-camera, notification of same shall be provided in the Notice of Meeting and the reason shall be stated. A report to the membership with regards to the outcome of the discussion shall be provided to the membership.
  13. The Membership shall have the opportunity to address the decision to go in-camera at the Executive Meeting or the next general meeting.
  14. General membership attending Executive Federation meetings shall have the opportunity to present issues to the Executive but will not have voting rights or decision making ability.
3. PRESIDENT
1. The President shall:
    1. When present, presides at all meetings of the society and of the Executive Federation .
    2. Be ex-officio a member of all Federation s.
    3. Prepare and distribute the agenda of all meetings.
    4. Act as a public face of the society in the community when necessary.
    5. Have cheque signing authority.



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4. VICE-PRESIDENT

1. The Vice-President shall:

1. In the absence of the President, perform the duties and exercise the powers of the President.
2. Perform such other duties as shall from time to time be imposed upon him by the Executive Federation .

5. SECRETARY

1. The Secretary shall:

1. Record the minutes of all meetings.
2. Have custody of the corporate seal of the Society.
3. Have charge of all the correspondence of the society subject to the approval of the Executive Federation .
4. Maintain society records including but not limited to all the members of the society and their addresses, meeting minutes, society bylaws and the minute book.

6. TREASURER

1. The Treasurer shall:

1. Be accountable for funds of the Society.
2. Present a full detailed account of the receipts and disbursements to the Executive Federation whenever requested.
3. Review financial statements from events and incorporate them in to the society financial statements.
4. Maintain and present financial statements for all meetings of the society.
5. Prepare for submission to the Annual General Meeting, a statement duly audited, of the financial position of the society and submit a copy of same to the Secretary for the records of the Executive Federation .
6. Have cheque signing authority.
7. Maintain not for profit Society status with annual reporting to proper Government authorities.

7. EVENTS

1. From time to time events are held either for athletic, social or fund raising activities. All events shall be approved by the Executive Federation



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2. Event organizers shall be members in good standing and approved by the Executive Federation .
3. Event organizers shall have the following responsibilities:
  1. Preparation of a budget for presentation to the membership at a general meeting prior to any monetary decisions being made.
  2. Selection of the event Federation .
  3. Liaison with the governing body (where applicable).
  4. Non financial decisions regarding the overall operation of the event will be at the discretion of the event organizer.
  5. Report on plan, progress and results to the Executive Federation as request and to the membership at general meetings.
8. AUDITING
  1. The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by two members of the society elected for that purpose at the Annual General Meeting.
  2. A complete and proper statement of the standing of the books for the previous year shall be submitted by the auditors at the Annual General Meeting of the society.
  3. The fiscal year of the society shall end on December 31.
  4. The books and records of the society may be inspected by any member of the society at the annual meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of them. Each member of the Executive Federation shall at all times have access to such books and records.
9. MEETINGS
  1. Annual General Meeting (AGM)
    1. This society shall hold an annual meeting in the month of November each year. Notice of the meeting shall be given to all members 30 days in advance of the meeting date.
    2. At this meeting there shall be elected a President, Vice-President, Secretary and Treasurer, presentation of the budget for activities which will take place over the course of the year and presentation of a financial statement setting out income, expenses, assets and liabilities, audited and signed by the society's auditor





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2. A general meeting will be held in the month of May each year and will be for the purpose of voting on funding for events that will need approval prior to the next AGM.
  3. General meetings of the society will be held a minimum of two times per year and shall be open to members and guests.
  4. Meetings of the society may be called at any time by the Secretary upon the instructions of the President or Executive Federation . Notice of the meeting shall be given to all members 14 days in advance of the meeting date.
  5. At any time a special meeting shall be called by the President or Secretary within 45 days of the receipt by him/her of a petition signed by one-third of the members in good standing, setting forth the reasons for calling such meeting. Notice of the meeting shall be given to all members 30 days in advance of the meeting date.
  6. A special general meeting may be called by the by the President or Secretary at the request of the Executive Federation . Notice of the special general meeting shall be given to all members 30 days in advance of the meeting date.
10. QUORUM
1. One third of the members in good standing shall constitute a quorum at any meeting.
  2. If no quorum is established at a meeting, any votes will be postponed until 15 minutes after the beginning of the meeting to allow the membership to arrive. After 15 minutes the membership present at the vote will be considered a quorum, provided there is at least 3 out 4 of the Executive Federation in attendance.
11. VOTING
1. Any member in good standing, 18 years of age or older, shall have the right to vote at any meeting of the society.
  2. Voting must be made in person and not by proxy.
12. REMUNERATION
1. No officers of the society shall receive remuneration for their duties as officers of the society or as event organizers.
13. SPENDING
1. The Executive Federation shall approve any spending by the society of \$500 or less. Any expenditure directly approved by the Executive Federation shall be



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noted in the Treasurer's report and be presented to the membership at the next general meeting.

2. Any spending over \$500 must be approved by the membership by vote.
  3. Budgets for all society events shall be approved by the Executive Federation .
  4. All event budgets can be reviewed by society members by special request to the Executive Federation
  5. Decisions regarding hiring individuals or companies for services rendered to the club must be approved by the Executive Federation .
  6. In order to receive reimbursement, society members must present an expense claim along with verification for the amount spent (invoice, receipt etc.) to the Treasurer
  7. The society will maintain a \$5000 contingency fund in the bank account.
  8. No spending that results in a bank balance below the contingency amount can be approved unless it is deemed necessary for the survival of the society and is approved by a majority vote of 20% plus one of the membership.
14. BY-LAWS
1. The By-Laws may be rescinded, altered or added to by an "Extraordinary Resolution" passed by a majority of not less than three-fourths of the members entitled to vote who are present at a general meeting. 30 days notice specifying the intention to propose the rescinding is required.



### APPENDIX 3

#### APPEAL PROCEDURE BY-LAW

##### 1. PURPOSE

1. The purpose of this appeals by-law is to enable disputes with members and participants to be dealt with fairly, expeditiously and affordably, within the National Federation, without recourse to external legal procedures

##### 2. DEFINITIONS

1. These terms will have these meanings in this by-law:
  1. Days - will mean total days, irrespective of weekends or holidays;
  2. Member - refers to all categories of members in the Triathlon, as well as to all individuals engaged in activities with or employed by the Triathlon, including, but not limited to, athletes, coaches, officials, volunteers, directors, officers, team managers, team captains, medical and paramedical personnel, administrators and employees (including contract personnel);
  3. Appellant - refers to the Member appealing a decision; and
  4. Respondent - refers to the body whose decision is being appealed.

##### 3. SCOPE OF APPEAL

1. Any Member of National Federation who is affected by a decision of the Board of Directors, of any Federation of the Board of Directors, or of any body or individual who has been delegated authority to make decisions on behalf of the Board of Directors, will have the right to appeal that decision, provided there are sufficient grounds for the appeal as set out in Section 5.1 of this by-law.
2. This by-law will not apply to decisions relating to:
  1. Matters of employment;
  2. Infractions for doping offences, which are dealt with pursuant to the relevant national doping control agency regulations;
  3. The competition rules of triathlon and all Multisport which are not subject to appeal;
  4. Discipline matters arising during events sanctioned by entities other than National Federation, which are dealt with pursuant to the by-laws of these other entities; and;
  5. Any decisions made under Sections 4.2 and 6.2 of this by-law.

##### 4. TIMING OF APPEAL

1. Members who wish to appeal a decision will have 21 days from the date on which they received notice of the decision, to submit in writing notice of the intention to appeal, grounds for the appeal and a summary of the evidence that



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supports these grounds, to the Chair of the Appeal Federation (hereafter referred to as "Official").

2. Any party wishing to initiate an appeal beyond the 21 day period must provide a written request stating reasons for an exemption to the requirement of Section 4.1. The decision .
3. Allow, or not allow an appeal outside the 21 day period will be at the sole discretion of the Official, and may not be appealed.
5. **GROUND FOR APPEAL**
  1. Not every decision may be appealed. Decisions may only be appealed, and appeals may be heard, on procedural grounds. Procedural grounds are strictly limited to the Respondent:
    1. Making a decision for which it did not have authority or jurisdiction as set out in National Federation governing documents;
    2. Failing to follow procedures as laid out in the bylaws or approved by-laws of National Federation; or
    3. Making a decision that was influenced by bias.
6. **SCREENING OF APPEAL**
  1. Within 14 days of receiving the notice and grounds of an appeal, the Official will determine whether there are appropriate grounds for the appeal to proceed as set out in Section 5.1. In the absence of the Official, a designate will perform this function;
  2. If the appeal is denied on the basis of insufficient grounds, the Appellant will be notified of this decision in writing, giving reasons. This decision is at the discretion of the Official, or designate, and may not be appealed.
7. **APPEALS PANEL**
  1. If the Official, or designate, is satisfied that there are sufficient grounds for an appeal, with 21 days of having received the original notice of appeal the Official will establish an Appeals Panel (thereafter referred to as the "Panel") as follows:
    1. The Panel will be comprised of three individuals who will have no significant relationship with the affected parties, will have had no involvement with the decision being appealed, and will be free from any other actual or perceived bias or conflict; and
    2. The Official may designate one of the Panel members to serve as chairperson of the Panel. In the event the Official does not designate a Chairperson, the members of the Panel will select from themselves a Chairperson.
8. **PRELIMINARY CONFERENCE**
  1. The Panel may determine that the circumstances of the appeal warrant a preliminary conference. The matters that may be considered at a preliminary conference include:



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1. Format of the appeal (hearing by documentary evidence, oral hearing or a combination of both);
  2. Timelines for exchange of documents;
  3. Clarification of issues in dispute;
  4. Clarification of evidence to be presented to the Panel; order and procedure of hearing;
  5. Location of hearing, where the hearing is an oral hearing;
  6. Identification of witnesses; and
  7. Any other procedural matter that may assist in expediting the appeal proceedings.
2. The Panel may delegate to its Chairperson the authority to deal with these preliminary matters on behalf of the Panel.
9. PROCEDURE FOR THE HEARING
1. Where the Panel has determined that the appeal will be held by way of oral hearing, the Panel will govern the hearing by such procedures as it deems appropriate, provided that:
    1. The hearing will be held within 60 days of the Panel's appointment;
    2. The Appellant and Respondent will be given 10 days written notice of the date, time and place of the hearing;
    3. A quorum will be all three Panel members. Decisions will be by majority vote, where the Chairperson carries a vote;
    4. 9.1.4 If the decision of the Panel may affect another party to the extent that the other party would have recourse to an appeal in their own right under this by-law, that party will become a party to the appeal in question will bound by its outcome;
    5. Any of the parties may be accompanied by a representative or advisor, including legal counsel; and
    6. The Panel may direct that any other person participate in the appeal.
  2. The Panel may conduct the appeal by means of a telephone conference.
10. PROCEDURE FOR DOCUMENTARY APPEAL
1. Where the Panel has determined that the appeal will be held by way of documentary submissions, it will govern the appeal by such procedures as it deems appropriate provided that:
    1. All parties are given a reasonable opportunity to provide written submissions to the Panel, to review written submissions of the other parties, and to provide written rebuttal and argument; and The applicable principles and timelines set out in Section 8. 2 are respected.



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## 11. APPEAL DECISION

1. Within 14 days of concluding the appeal, the Panel will issue its written decision, with reasons. In making its decision, the Panel will have no greater authority than that of the original decision-maker. The Panel may decide:
  1. To reject the appeal and confirm the decision being appealed; or
  2. To uphold the appeal and refer the matter back to the initial decision-maker for a new decision; or
  3. To uphold the appeal and vary the decision but only where it is found that an error occurred and such an error cannot be corrected by the original decision-maker for reason of lack of clear procedure, lack of time, or lack of neutrality;
  4. To determine how costs of the appeal, excluding legal fees and legal disbursements of any of the parties, will be allocated, if at all; and
  5. To return the appeal fee.
2. A copy of this decision will be provided to each of the parties and to the Official within 14 days;
3. In extraordinary circumstances, the Panel may issue a verbal decision or a summary written decision, with reasons to follow, provided the written decision with reasons is rendered within the timelines specified in Section 11.2.

## 12. TIMELINES

1. If the circumstances of the dispute are such that this by-law will not allow a timely appeal, or if the circumstances of the disputes are such the appeal cannot be concluded within the timelines dictated in this by-law, the Panel may direct that these timelines be revised.

## 13. LOCATION

1. The appeal will take place in the location designated by the Official, unless the Panel decides the appeal is to be held by way of telephone conference, or unless, at the specific request of a party, a different location is mandated by the Panel as a preliminary matter.

## 14. FINAL AND BINDING DECISION

1. The decision of the Panel will be final and binding on the parties and on all members of National Federation, subject only to an appeal through formal legal proceedings;
2. The appeal fee as determined annually by the Board of Directors of the National Federation shall accompany an appeal. The said fee must be received within the 21 days as set out in Section 4.1.

To be Adopted:

Date: \_\_\_\_\_

Name: \_\_\_\_\_

Signature: \_\_\_\_\_



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APPENDIX 4

ATHLETE REPRESENTATIVE SELECTION PROCESS

1. The Athlete Representative shall be elected for a two year term
2. The election of the Athlete Representative shall take place within sixty days of the Annual General Meeting.
3. The Board of Directors shall, within seven (7) days of the Annual General Meeting, determine the constituency of athletes eligible to vote for the Athlete Representative.
4. The Athlete Representative shall be a current member of the Olympic Distance elite national team or shall have been a member of the Olympic Distance elite national team or have represented Canada at a ITU World Championships, Major Games (Commonwealth Games, Pan American Games or Olympic Games), within the immediately preceding four (4) years prior to his/her election.
5. The nominations and election process for the Athlete Representative in the year of election shall be determined by the Board of Directors and published within twenty-one (21) days of the Annual General Meeting of that year.
6. The duties of the Athlete representative are:
  1. to represent the elite athletes to the Board of Directors, the Executive Federation and to serve on the High Performance Federation of the federation;
  2. to be the elite athletes' representative for Triathlon at the National Olympic Federation , and such other organizations as is deemed appropriate in the circumstances,
  3. Such other duties as may be assigned from time to time
  - 4.



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## APPENDIX 5

## BOARD OF DIRECTORS CODE OF CONDUCT

1. A Code of Conduct applies to all National Federation Board Members.
2. Board Members shall be made aware of the Code of Conduct and their obligations upon becoming a board member.
2. **THE states:**
  1. Board Members shall conduct themselves in a professional and ethical manner at all times.
  2. Board Members shall behave in a responsible, respectful, and courteous manner towards other board members, staff, coaches, staff, officials, volunteers.
  3. Board Members shall not commit any act which would be considered an offense under the laws of the palestine (insofar as they can reasonably be expected to be aware of those laws).
  4. Board Members shall conduct themselves in a manner consistent with commitment to excellence in governance.
3. **CONTRAVENTION OF THE CODE OF CONDUCT:** may result in any one or more of the following sanctions:
  1. written reprimand;
  2. suspension from the board;
  3. expulsion from the board;
4. **CONCERNS AND COMPLAINTS**
  1. If a board member has a concern or complaint relating to a member of the National Federation staff or fellow board member, the board member or board member's representative shall utilize the process set out in below to resolve the issue.
  2. The board member shall contact the President for assistance with the resolution of the problem within thirty days after the issue arose. The board member shall complete and file Form A (or equivalent written explanation of the issue) The President or designate shall endeavor to resolve the issue to the satisfaction of the board member within 30 days of being contacted.
  3. In the event that the President or designate fails to assist the board member with the resolution of the problem within 30 days of receiving notice the board member may contact one of the following Officers of the Board of Directors directly for assistance with the resolution of the problem: Secretary General or Vice President. The board member shall complete and file Form A (or equivalent written explanation of the issue) with the Officer. The Officer shall endeavour to resolve the issue to the satisfaction of the board member within 30 days of being contacted.
  4. In the event that the problem cannot be resolved to the satisfaction of the board member, the Board of Directors shall be requested to assist in the resolution of the issue. The Board of Directors may request that the President appoint a





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Federation of three disinterested members from among the Board of Directors, on an ad hoc basis, to make a decision or otherwise resolve the issue. The Federation shall have the same powers as a discipline Federation .

5. In developing its recommendations the ad hoc Federation shall:
  1. allow the board member the opportunity to supply any additional material he/she considers relevant, within 30 days;
  2. forward the board member's submission to interested (that is, affected) parties and allow them 30 days to respond;
  3. allow the board member a further 15 days to respond to the information received from the interested parties.
6. The Federation may hear oral submissions through a telephone conference all or, if practical, in person.
7. The Federation shall either report the resolution of the matter or report its decision to the President and notify the parties involved.
8. Where the ad hoc Federation determines that sanctions are appropriate, the party sanctioned has the right to the appeal process.
9. The time periods may be abridged by mutual consent.



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FORMA

NOTIFICATION OF CONCERN/COMPLAINT

TO: International Triathlon Union

FROM: Palestinian Triathlon Federation

Name : Mohammed Ahmed AbuTair

address Gaza ,Palestine

phone : 00970599469544

fax : 0097082879191

DETAILS OF CONCERN OR COMPLAINT:

Please provide date, names, and positions of individuals involved, and description of the circumstances leading to the concern or complaint. Provide names of witnesses, if any.

RELIEF SOUGHT:

Please indicate the relief you are seeking, that is, what do you consider appropriate to resolve your concern or complaint.

SIGNATURE:

DATE: 16 Feb 2023

