

STATUTES (2010)

1. NAME, HEAD OFFICE, FISCAL YEAR

1.1 Under the name **Association Internationale pour le Développement de l'Apnée ("AIDA")** a federation (association) was founded in Paris on 11 December 1999, as defined in Article 60ff of the Swiss Civil Code.

1.2 The head office of AIDA International is in Lausanne, Switzerland.

1.3 The annual period starts January 1st and ends December 31st.

2. GOALS

2.1 AIDA International has the following goals:

- The development of freediving in all countries.
- The organization of international meetings and competitions.
- The standardization of regulations in regard to education, competitions and records.
- The assurance of cross-border communication between practicing members.
- The development of a system of reciprocity for various existing forms of education.
- The recognition and registration of records and achievements for the various disciplines of freediving.
- The development and enhancement of media presence nationally and internationally.
- The development of sponsorship opportunities for athletes, events and organizations.

2.2 AIDA International may undertake all necessary or reasonable steps to achieve these goals.

2.3 AIDA International may associate itself with other international organizations.

2.4 AIDA International shall operate as a not-for-profit organization.

3. LANGUAGE

The official language of AIDA shall be English. All AIDA documents, notices, correspondences and other communications shall be in English (except as may otherwise be required by Swiss law).

4. MEMBERS

4.1 Eligibility for Membership

To be eligible to be admitted as a Member of AIDA, an entity must be a national institution comprised of not less than 10 people. No country shall have more than one AIDA Member.

4.2 Existing Members

Existing Members of AIDA as of 1 January 2010 are those entities set forth in Exhibit A (Appendix 1, Aida Board and members 2010).

4.3 Admission of New Members

A national organization that desires to become a Member of AIDA must send written application to the Executive Board. A copy of such organization's statutes and a list of its members must be enclosed with the application. Such statutes must state a democratic process for all functions of the institution. The Executive Board will transmit a copy of such materials, along with a recommendation for or against membership, to the Assembly, which will then vote to approve or deny membership for such national organization.

4.4 Admission of Member for Country with an Existing Member

With respect to applications under Section 4.3, if there is currently an AIDA Member in such organization's country, the applying organization shall state the reasons why it believes it should become the AIDA Member for such country, including its number of participants, number of competitions organized under it (and number of participants in those competitions), and such other information as it deems relevant. The AIDA Executive Board

shall then request such information from the existing AIDA Member in such country. The AIDA Executive Board shall then distribute such information to the Assembly, along with a recommendation on which entity it believes would best represent AIDA in such country, and call for an Assembly vote on the matter. To be considered for Member status in the following calendar year, such application must be delivered to the Executive Board not later than 1 October, and the Executive Board shall schedule the Assembly vote for not later than 1 December (e.g. to be considered for Member status in 2021, an organization must deliver its application to the Executive Board not later than 1 October 2020).

4.5 Resignation of Membership

All Member resignations must be sent in writing (e.g. by email) to the Executive Board not later than 1 December, to take effect 31 December. Member fees for the year in progress remain due.

4.6 Termination of Membership

The Assembly may, by a vote of not less than two-thirds of AIDA Members, terminate any Member who's actions violate these Statutes, breach other rules or regulations of AIDA, or are damaging to the reputation or interests of AIDA. In the event of such termination, any membership fees that have already been paid will remain with AIDA.

5. OBSERVERS

The Assembly may, from time to time, permit a representative ("Observer") from a national organization that is not a Member to receive such communications from the Assembly and/or the Executive Board as such bodies determine in their discretion to provide to Observers generally. Such Observer shall not be responsible for Member fees, and shall not have any right to vote, may not participate in Assembly or Executive Board deliberations, and shall have no other right granted to Members.

6. EXECUTIVE BOARD; OFFICERS

6.1 Officers

AIDA shall have the following executives (each, an "Officer") responsible for the functions set forth below for each office. AIDA's Officers as of 1 January 2010 are set forth in Exhibit B (Appendix 1, Aida Board and members 2010), which exhibit includes (i) the email contact addressed for each officer, and (ii) the expiration date for each officer's current term of office.

6.1.1 President. The President shall be responsible for leading the Executive Board, representing the Executive Board at meetings of the Assembly, and leading meetings of the Executive Board and Assembly (though the President has no vote at the Assembly). The President shall also be the primary contact with outside organizations, except to the extent that such role is delegated to another person or persons by the Assembly, these Statutes, or the President. The President (or the Vice-President or Secretary, to whom the President may delegate such role) shall deliver periodic activity reports to the Members highlighting major matters with respect to AIDA; such reports shall be made not less than quarterly.

6.1.2 Vice-President. The Vice-President shall perform the responsibilities of the President when requested by the President.

6.1.3 Treasurer. The Treasurer shall be responsible for AIDA's financial matters, and shall provide such reporting to the Assembly and Executive Board as such entities may from time to time request, including but not limited to quarterly and annual reports.

6.1.4 Secretary. The Secretary shall be the official recipient of all notices to AIDA, its Assembly and Executive Board, and is responsible for communicating all notices to the Assembly and/or Executive Board, as applicable. The Secretary shall be responsible for maintaining all corporate records for AIDA, including minutes of all meetings of the Assembly and Executive Board, along with all actions and/or approvals of such entities.

6.1.5 Sport Officer. The Sport Officer shall be the primary contact at AIDA with respect to competitions, record attempts and doping tests, will respond to notices and/or requests for competitions and record attempts, and shall be responsible for maintaining the official calendar of international competitions and record attempts. The Sport Officer shall be responsible for maintaining up-to-date public lists of all world records, as well as ranking lists.

6.1.6 Technical Officer. The Technical Officer shall be the Officer primarily responsible for matters relating to competition rules and safety, and shall be the Chairman of the Technical Committee.

6.1.7 Education Officer. The Education Officer shall be the Officer primarily responsible for matters relating to AIDA's educational programs, including course materials and instructor and certification standards. The Education Officer shall be the Chairman of the Education Committee.

6.2 Election of Officers; Terms. Officers shall be elected annually, by an election not later than 1 December for the following year. In the event no candidate receives a majority of the votes cast, the two candidates receiving the most votes shall be put to the Assembly for a run-off vote not later than 15 December. Officer terms shall be for two years, and staggered so that approximately one-half of the Officers are elected each year. The following Officers' terms shall expire in even-numbered years (e.g. 31 December 2010): Vice-President, Sporting Officer, Secretary and Treasurer. The following Officers' terms shall expire in odd-numbered years (e.g. 31 December 2011): President, Education Officer and Technical Officer.

6.3 Removal of Officers. The Assembly may, by majority vote, remove any Officer for due cause; in the event of such removal, the Assembly may vote to appoint another person to such position for the remainder of the original term.

6.4 Executive Board. The Executive Board shall consist of the Officers listed in Section 6.1.

6.5 Official Statements and Appearances. While a person is an Officer of AIDA, all written statements or other releases by such person referring to AIDA, and all appearances by such person on behalf of AIDA, must be approved in advance (by email or in writing) by the Executive Board or the Assembly.

6.6 Additional Officers. In addition to the Officers listed in Section 6.1, AIDA shall have additional non-executive officers as set forth in this Section 6.6, which officers shall not have a vote on the Executive Board, but which shall be responsible for such functions as are set forth below or otherwise requested by the Executive Board. The officers listed in this Section 6.6 shall be nominated by the President, and each appointment is subject to approval by the Executive Board (which may remove any such officer). The current non-executive officers are listed in Exhibit B (Appendix 1, Aida Board and members 2010).

6.6.1 Medical & Science Officer. The Medical & Science Officer ("M/S Officer") shall be the officer primarily responsible for matters relating to AIDA's medical and science programs, including coordination with medical and scientific researchers. The M/S Officer shall be the Chairman of the Medical & Science Committee.

6.6.2 Media & PR Officer. The Media and PR Officer ("Media Officer") shall be responsible for communications matters for AIDA, and accordingly shall prepare statements/releases for review by the Executive Board or Assembly or subgroup of either (as appropriate), and shall also prepare such statements, releases and other materials as shall be requested by the Executive Board or Assembly.

6.6.3 Judge Responsible. The Judge Responsible shall be responsible for training, quality control, and other matters relating to AIDA judges.

6.6.4 Legal Officer. The Legal Officer shall be the person providing information to the Executive Board on legal issues, and managing such issues as requested by the Executive Board.

6.6.5 IT Officer. The IT Officer shall manage and perform such IT related matters as requested by the Executive Board and President.

7. REVENUE; AUTHORIZATION OF EXPENSES; AUDITORS

7.1 Revenue. AIDA may receive revenue from Members, instructors, students, judges, organizers, from donations, and from such other sources as may be determined by the Executive Board and/or the Assembly. Member fees shall be determined by the Assembly each year during the budget approval process, and unless otherwise determined by the Assembly shall be payable by 31 March of each year; for 2010, Member fees shall be € 150 (one hundred fifty Euros).

7.2 Authorization of Expenses. The following shall be required to bind AIDA to any obligation. For the purposes of this Section 7.2, the term “party” shall include relatives and affiliated parties (e.g. one payment of € 700 to a person and another payment of € 800 to a company owned or controlled by him would be treated as a payment of € 1500).

7.2.1 Expenditures up to € 1000 in aggregate to any party per calendar year: written approval by the President and one other Officer.

7.2.2 Expenditures over € 1000 up to € 5000 in aggregate to any party per calendar year: written approval by the President along with a resolution of the Executive Board approving such expense.

7.2.3 Expenditures over € 5000 in aggregate to any party per calendar year: written approval of by the President along with a resolution of the Assembly approving such expense.

7.3 Bookkeeping. AIDA’s financial books and records may be kept by the Treasurer, or upon the approval of the Executive Board or the Assembly, by a firm or person in Switzerland experienced in keeping the books of not-for-profit entities. If outsourced, the Treasurer shall review AIDA’s financial records at least monthly, and report to the Executive Board on a monthly basis. The Treasurer shall provide quarterly updates to AIDA’s financial statements to the Executive Board.

7.4 Auditors. The Assembly may choose to have internal persons act as auditors for AIDA, in which case it shall appoint two persons to act as auditors, each for a two-year term, with terms staggered so that one is appointed each year. The Assembly may choose to have an external firm, with experience auditing not-for-profit entities, act as auditor for AIDA. In either case, the auditor(s) shall follow best practices for auditing an entity of AIDA’s size and complexity, and provide periodic reports to the Executive Board and Assembly (not less than annually, and at any time as requested by the Assembly).

7.5 Reporting. The Executive Board shall propose to the Assembly a schedule for reporting to the Assembly, with respect to financial statements, audits and other matters. The Assembly may approve such schedule, or request changes prior to its approval.

7.6 Annual Budgets. The Committees shall deliver proposed plans and budgets to the Executive Board not later than October 1 of each year for the following year. The Assembly and Executive Board shall work together to finalize a budget not later than December 1 for the following year.

8. LIMITATIONS OF LIABILITY

No Member of AIDA shall be liable for any obligation of AIDA. In addition, no Member, Officer or any other AIDA participant shall be liable to AIDA or to any third party for its participation in AIDA beyond such obligations expressly set forth in these Statutes, except in the case of fraud or intentional misconduct. AIDA shall not be liable to any Member except as expressly agreed to in writing by AIDA; AIDA shall not be liable to any third party in connection with any obligation of any Member or any claim against such any Member.

9. ASSEMBLY

9.1 Assembly. The Assembly of Members (“Assembly”) shall have all powers of AIDA not delegated in these Statutes to the Executive Board, Officers or other persons. The Assembly shall be composed of one representative of each Member. The current list of Member representatives, and an alternate for each representative, is set forth in Exhibit A (Appendix 1, Aida Board and members 2010); a Member may change its representative upon written notice to AIDA; provided, however, that any notice received by AIDA less than 10 days prior to an Assembly vote shall not be effective for such vote.

9.2 Voting. Except as otherwise stated in these Statutes or required by law, any matter put to a vote of the Assembly shall be deemed approved if supported by the majority of Members voting. In the event of a tie, the matter shall be put to another vote.

9.3 Annual Vote. The Assembly shall have an annual vote during the last quarter of each year, at which time the Assembly shall vote upon Officers (and auditors, if any) to be elected for the next year, any change in Member fees

for the next year, and such other matters as are put to the Assembly by the Executive Board.

9.4 Special Votes. A special vote of the Assembly may be called for by the President along with one other Officer, by a majority of the Executive Board, or by the written request to AIDA of not less than twenty percent of Members.

9.5 Voting Procedures. In general, Assembly votes shall allow at least ten days for the Members to cast their votes. The Executive Board may call for an emergency vote when it believes warranted by the circumstances, which shall allow less time for the Assembly to vote; provided, however, that in the event of such emergency vote (i) there shall be at least two days for Members to cast their votes, and (ii) to be approved, a matter must receive approving votes from not less than fifty percent of Members. A Member may vote with no-vote/none-of-the-above response (i.e. responded, but did not choose an alternative).

9.6 Announcement of Vote Results. The President shall announce the results of each vote within five days of its completion.

9.7 Meeting of the Assembly. The Executive Board may call for an in-person meeting of the Assembly in conjunction with the annual world championships, or any other event where a large number of Member representatives are expected to be present; provided, however, that (i) quorum for such meeting shall be sixty percent of the Members, and (ii) only items listed on the agenda for such meeting may be brought to a vote. To call such a meeting, the Executive Board must provide not less than fifteen days prior written notice to the Assembly, including the proposed agenda for such meeting.

11. EXECUTIVE BOARD

11.1 Executive Board. The Executive Board shall consist of the Officers described in Section 6.1. The Executive Board shall be responsible for managing the day-to-day operations of AIDA, and shall also have such authority and responsibilities as are set forth in these Statutes.

11.2 Meetings; Notice; Quorum; Voting. Meetings of the Executive Board may be called by the President, or by any two other officers, upon 72 hours notice to all Officers, and may be in person, or by teleconference or video-conference; notices shall be provided by email to the notice address set forth for each Officer in Exhibit B (Appendix 1, Aida Board and members 2010). Quorum for any meeting shall be a majority of Officers. Decisions shall be by simple majority of those voting, unless otherwise required by these Statutes or Swiss law.

11.3 Email Vote; Written Consent. The President may request an email vote on any matter by providing 72 hours in which to vote; decisions shall be by simple majority of those voting, unless otherwise required by these Statutes or Swiss law. Any action of the Executive Board may also be taken by written action, if signed by all Officers.

11.4 Authority and Responsibility. In addition to any other authority or responsibility set forth in these Statutes or under Swiss law, the Executive Board shall undertake the following matters.

- (a) Preparing the annual plan and budget for review and approval by the Assembly;
- (b) Reviewing proposals from organizers for world championships, and making recommendations on such to the Assembly;
- (c) Preparing periodic reports to the Assembly regarding operational, financial, and other matters;
- (d) Providing such information as requested by AIDA's auditors;
- (e) Maintaining and updating AIDA's web site, rankings, competition and event rules.

12. COMMITTEES

12.1 Creation of Committees; Authority. The Assembly and Executive Board may create such committees as each determines are appropriate to undertaking functions of AIDA. With respect to formal decisions on substantive matters, each Committee shall make recommendations to the Executive Board, but the Executive Board shall have authority over whether to adopt such recommendations; provided, however, that with respect to major changes (e.g. major changes to rules or fees), the Executive Board shall put such matters to the Assembly for approval.

12.2 Existing Committees. The existing committees are those set forth in this Section 12, with the purposes, authorities and responsibilities set forth for each. The current chairman and members of each committee are set forth in Exhibit C (Appendix 1, Aida Board and members 2010), which may be amended by the Executive Board

from time to time. The Committee Chairman may nominate members for each committee, but the Executive Board shall have the authority to appoint members to such committees. In order to ensure that committee members have time to devote to their committees, no Officer shall be an official member of more than one such committee, though informal participation is on more than one is permitted.

12.3 Education Committee. The Education Committee shall maintain and update all course materials, requirements, forms and other documents relating to AIDA educational courses (other than those relating to judges, which shall be managed by the Head of Judges in coordination with the Sport Officer). The Education Committee shall refer proposed changes to AIDA's educational course structure, and fees relating to educational courses, to the Executive Board for approval. The Education Committee shall address any cases of potential material breaches of educational standards.

12.4 Technical Committee. The Technical Committee shall maintain and update all rules and technical and safety standards for AIDA (other than those relating to educational courses, which shall be managed by the Education Committee; the Technical Committee and Education Committee shall meet periodically to identify and resolve any inconsistencies in safety standards). The Technical Committee shall refer any cases of potential material breaches of AIDA rules or standards to the Disciplinary Committee.

12.5 Disciplinary Committee. The Disciplinary Committee shall operate under such guidelines as are approved for it by the Assembly (Appendix 3, Aida Disciplinary Commission Guideline 2010).

12.6 Medical and Science Committee. The Medical & Science Committee shall undertake such projects as are requested by the Executive Board and Assembly, and shall proposed an annual plan and potential projects to those entities for consideration and approval.

13. CONFLICT OF INTEREST

The Executive Board shall adopt a policy regarding conflicts of interest among its participants (including but not limited to judges), and shall post such policy on AIDA's website (Appendix 2, Aida Conflict Policy 2010).

14. MODIFICATIONS OF STATUTES

The Assembly may modify these Statutes upon a vote receiving the approval of not less than two-thirds of the Members.

15. DISSOLUTION OF THE ASSOCIATION

15.1 The dissolution of AIDA International may only be decided by special assembly consisting of at least 2/3 of the members having the right to vote, and by majority of 2/3 of the members present.

15.2 The dissolution of the association cannot be made by written correspondence.

15.3 In the event of dissolution, the assets of AIDA International will be transferred to a legal not-for-profit entity having similar goals.

16. NOTICES

16.1 Notices to AIDA. Notices to AIDA, its Assembly and/or its Executive Board shall be sent to AIDA's current Secretary, and the notice address set forth in Exhibit B.

16.2 Member Representatives. Notices to AIDA Member representatives shall be sent to the notice addresses set forth in Exhibit A.

16.3 Officers. Notices to any Officer shall be sent to the notice address set forth in Exhibit B.

16.4 Committees. Notices to any Committee shall be sent to the notice address for such Committee's chairman set forth in Exhibit B.

17. FINAL DISPOSITIONS

17.1 These Statutes were accepted by the founding assembly in Paris, the 11th of December, 1999, and were modified by the Assembly on 23 February 2002, 24 November 2003, 26 November 2005, and 7 May 2010. They are effective upon the most recent date written above.