

2021.429 / MMH-cw

**ADOPTION ARTICLES OF ASSOCIATION**

This nineteenth day of December -----  
two thousand and twenty-two, appeared before me, *mr.* Casperène  
Mayrène Angelique Helmeyer, civil-law notary in Aruba: -----

1. Mr. **Randolph Anthony Arends**, teacher, born in Aruba on the eleventh day of November nineteen hundred and sixty-five (11-11-1965), holder of an Aruban ID card with number CA0532690, valid till the seventh day of June two thousand and twenty-three (07-06-2023), married in community of goods to Mrs. Beatriz Mercedes Henriquez Mesa, living in Aruba, Savaneta 231-A; -----
2. Mrs. **Esther Casandra Croes**, midwife, born in The Hague (the Netherlands) on the twenty-eighth day of July nineteen hundred and sixty-six (28-07-1966), holder of a Dutch passport with number NVFC9FDH7, valid till the sixth day of January two thousand and twenty-seven (06-01-2027), married with a prenuptial agreement to Mr. Orlando Hermanus Hoevertsz, living in Aruba, Turibana 64; --
3. Mrs. **Charissa Julisa Croes**, teacher, born in Aruba on the first day of May nineteen hundred and eighty, (01-05-1980), holder of a Dutch passport with number NWP55FDK8, valid till the twelfth day of April two thousand and twenty-seven (12-04-2027), married with a prenuptial agreement to Mr. Juan Marlon Kock, living in Aruba, Cochinilla 1. -----

**Preface** -----

- The persons appearing declared: -----
- that since the ninth day of September nineteen hundred and sixty-nine (09-09-1969) the association without legal status "**ARUBAANSE ZWEMBOND**", domiciled in Aruba, was founded, and which obtained its legal status on the sixteenth day of March nineteen hundred and seventy-one (16-03-1971), currently entered in the Trade register of the Chamber of Commerce and Industry of Aruba under file number H52285.0, with its office in Savaneta 231-A in Aruba; -----
  - that in a general members' meeting held on the fifteenth day of October two thousand and twenty (15-10-2022) of the association "**ARUBAANSE ZWEMBOND**", was taken a valid decision to once more adopt the Articles of Association by notarial decree; -----
  - that in the meeting was also decided that they, the persons appearing, were appointed to do the necessary thereto; -----
  - that (an excerpt of) the minutes of this meeting will be attached to this deed; -----
  - that the Articles of Association in its entirety read as follows: ----

**Name and Domicile** -----

**Article 1** -----

1. The association is named: -----  
"**ARUBA AQUATICS FEDERATION**", in short "**A.A.F.**". -----

In dealings with foreign countries, it may also use the name: "Federacion Acuatica de Aruba" or "Federacion Acuatico Aruba". -----

2. The A.A.F. shall have its registered office in Aruba. -----

3. The A.A.F. shall be affiliated with the Comité Olimpico Arubano ("COA"), hereinafter in these bylaws to be referred to as: "COA". The A.A.F. recognizes, accepts, applies in any form whatsoever the current "Constitution, Rules and Regulations" of the Comité Olimpico Arubano (COA), the Fina rules and regulations as described hereafter, as well as all the future changes therein. ----- This applies in particular to the anti-doping rules, rules of match fixing, the (possible) dispute settlement, and the relations with representatives of athletes. -----

**Duration and financial year** -----

**Article 2** -----

1. The association was founded on the ninth day of September nineteen hundred and sixty-nine (0-9-09-1969) and was established for an indefinite period of time. -----

2. The financial year of the A.A.F. (association year) begins on the first day of August and ends on the thirty-first day of July of the following year. -----

**Object** -----

**Article 3** -----

1. The object of the A.A.F. shall be: ----- the practice and promotion of aquatic sports in the broadest sense of the word and in all its different aspects. -----

- 2. The A.A.F. shall endeavor to achieve her object by *inter alia*: -----
  - a. promoting the formation of aquatic sports associations; -----
  - b. organizing regular training sessions; -----
  - c. holding examinations to obtain swimming certificates; -----
  - d. holding and organizing competitions and demonstrations; -----
  - e. participating in competitions, organized by other aquatic sports federations, as well as competitions/races organized and/or approved by the Fédération Internationale de Natation ("FINA") *casu quo* "World Aquatics"; -----
  - f. employing top athletes as ambassadors for the sport as well as elevating the sport and (top)athletes to Olympic level; -----
  - g. creating National Championships; -----
  - h. advertising for and marketing aquatic sports, in the broadest sense; -----
  - i. spreading knowledge of matters relating to aquatic sports by means of publications, lectures, congresses, seminars, and training courses; -----
  - j. maintaining relations with both local and international organizations active in the same or related areas; -----
  - k. collecting funds in order to achieve the object; -----
  - l. doing all that could be necessary, useful or desirable for the benefit of the members or the A.A.F.; -----
  - m. any other lawful means at the disposal of the party to achieve its object. -----

**Swimming certificates** -----



**Article 4** -----  
 The A.A.F., as the supreme body in the field of aquatic sports, shall be authorized to issue swimming certificates recognized by the Aruban Government. -----

The recognition by the Aruban Government shall be reflected on the certificate, with a text. -----

As a sign of recognition, the swimming certificates shall be signed by the A.A.F. and by the Minister charged with Sporting Affairs, or an official to be designated by him. -----

**Financial resources** -----

**Article 5** -----

1. The financial resources of the A.A.F. can consist of *inter alia*: ---
  - a. membership fees from ordinary and individual members; -----
  - b. contributions of sponsors; -----
  - c. subsidies, donations and gifts; -----
  - d. sponsor money; -----
  - e. inheritance acquisitions; -----
  - f. the income from activities that support the objective of the A.A.F.; -----
  - g. proceeds from the sale of materials and publications; -----
  - h. possible other revenue and all other legal sources of income. ---

**Membership – application and admission** -----

**Article 6** -----

1. The A.A.F. has: -----
  - a. ordinary members; -----
  - b. sponsors; -----
  - c. honorary members; -----
  - d. individual members. -----
 Both natural persons and legal entities can be members. -----
2. Ordinary members are associations that practice aquatic sport(s) and that have submitted a written application to the Board and have been accepted as such. -----  
 A member legal entity shall have itself represented in the general meeting by the Chairman of the Board or by another natural person designated by the Board. -----
3. Honorary members shall be those who have been appointed as such in the manner set forth in Article 7. -----
4. In special cases and subject to the conditions set forth in the following paragraphs, individual membership may be granted by the Board to a natural person. -----
5. An individual member shall be a natural person who practices an aquatic sport and is not a member of an association referred to in the second paragraph and who has submitted a written application to the Board and has been accepted as such. The applicant shall be notified in writing of the decision of the Board. -----
6. The Board shall inform the members' meeting of the application received as referred to in the preceding paragraph and shall give it the opportunity to express its opinion on it before coming to a decision. -----
7. An individual membership shall always be of a temporary nature

and shall be granted for a period not exceeding one (1) calendar month, taking effect as of the time of receipt of the notification referred to in the fifth paragraph, second sentence. -----

From individual membership no voting rights can be derived in a general members' meeting. -----

- 8. Sponsors are those who financially support the A.A.F. and have been accepted as such by the Board. -----
- 9. The secretary of the A.A.F. will meticulously keep a member register. -----
- 10. Further rules and regulations regarding membership can be included in the bylaws. -----
- 11. The members shall abide by the provisions of these Articles of Association, as well as by the provisions of possible regulations. -

**Article 7 ----- Honorary members**

- 1. On the recommendation of the Board of the A.A.F., persons may be appointed honorary members. -----
- 2. Only those who have made an exceptional contribution to the A.A.F. and/or swimming in general shall be eligible for being appointed as such. -----
- 3. The appointment shall be made by the general members' meeting by a majority of at least 2/3 of the valid votes. -----
- 4. Honorary members shall be exempt from paying membership fees.
- 5. Honorary members shall be given the opportunity to attend members' meetings. They shall have the right to speak but not the right to vote. -----

**General rights and obligations members -----**

**Article 8 -----**

- 1. A.A.F. members are obligated: -----
  - a. to abide by the Articles, regulations and resolutions of the bodies and committees of national and international institutions to which the A.A.F. is affiliated; -----
  - b. not to infringe the interests of the A.A.F. and/or the aquatic sport in general; -----
  - c. to always and without reservations fully accept the applicability of the regulations in the field of unwanted behavior, doping, and match fixing; -----
  - d. to accept the sanctions that are imposed on them pursuant to a regulation, when these sanctions become final, and to accept that these sanctions could be a ground for disqualification from the membership; -----
  - e. to abide by the regulations and resolutions of a judicial committee; -----
  - f. to accept and to abide by all other obligations that the A.A.F. commits to in name or on behalf of the members or which result from the membership of the A.A.F. -----
- 2. It is prohibited to use banned stimulants (doping) or have them used. Members are obligated to fully cooperate with doping checks and anti-doping related activities. -----
- 3. A.A.F. members are obligated to accept the anti-doping provisions of the World Anti-Doping Code and the Anti-Doping regulations of



the Comité Olimpico Arubano, as they currently read or at some point in time will read in amended form, and to abide by the resulting obligations and to - if so required - cooperate with the implementation of those provisions. -----

- 4. The Comité Olimpico Arubano is the only body in Aruba for anti-doping related activities, under which is understood the carrying out of doping tests (both in competition and outside of competition), the administration of the doping test results, the procedures for granting exemption for therapeutic use of banned substances (the "Therapeutic Use Exemption" procedure) and activities in the field of information. -----

The A.A.F. recognizes the jurisdiction of the Comité Olimpico Arubano in said fields. -----

- 5. The Comité Olimpico Arubano has developed and formally adopted anti-doping regulations, which regulate the anti-doping activities. These anti-doping regulations automatically apply for the A.A.F., her athletes, and other persons involved. -----
- 6. A.A.F. members mutually refrain from any form of sexual conduct or sexual approach, as well as (verbal) violence, racist comments, and such, in verbal, non-verbal or physical sense, intentional or unintentional, which the member who is undergoing it experiences as unwanted or forced. -----
- 7. If the national anti-doping rules are contrary to the doping rules of the respective international organization(s), the latter rules prevail.

**Article 9 ----- Membership fee**

- 1. Members owe the A.A.F. a monthly membership fee, which shall be paid at the beginning of the trimester. -----  
All membership fees for the current year shall be paid in full before the end of November of the current year in order to exercise the voting right for the following year. -----
- 2. The monthly membership fee for the members shall be laid down in the Bylaws, as well as the minimum contribution for sponsors. ----
- 3. After termination of the membership during the association year the membership fee will not be reimbursed. -----
- 4. The one who becomes member during the association year shall pay the membership fee over the proportionate period. -----
- 5. If the membership fee is not paid (on time) the Board may take appropriate measures against a member who is in default. -----

**Article 10 ----- Suspension**

The Board is authorized to suspend a member for a period of three (3) months at the most if the member repeatedly acts in breach of his membership obligations or by acts or conduct has severely infringed the interest of the Association. -----

The Board must inform the member in writing and stating the reasons of the decision. -----

During the period in which the member is suspended, the rights attached to the membership cannot be exercised. -----

The suspended member has access to the meeting in which the decision on suspension is addressed and is entitled to address it. -----

The membership obligations will undiminished stay in force. -----

**Article 11 ----- Termination of membership**

1. Membership shall end: -----
  - a. by the death of a member. If a legal entity is member of the A.A.F. the membership ends when it ceases to exist, or if the Board of the A.A.F. has cancelled the membership after a resolution to dissolution of the legal entity concerned; -----
  - b. by cancellation by the member; -----
  - c. by cancellation by the A.A.F.; and -----
  - d. by disqualification. -----
2.
  - a. Cancellation of the membership by the member can only take place at the end of an association year, with adherence of a notice period of four (4) weeks. It is done in writing. The secretary is obligated to confirm receipt in writing within eight (8) days. If the cancellation has not taken place in time or in writing, the membership will continue till the end of the next year, unless the Board decides otherwise. -----
  - b. After cancellation the membership ends effective immediately however: -----
    - if from the member cannot reasonably be required that the membership continues; -----
    - with cancellation within one (1) month after the decision has become known or has been notified to the member whereby the rights of the members are restricted or their obligations are burdened, unless it concerns a change of financial rights and obligations; -----
    - with cancellation within one (1) month after the member has been or was informed of a resolution concerning conversion of the A.A.F. into another legal form or concerning fusion or division. -----
3.
  - a. Cancellation of the membership by the member can only take place at the end of an association year, with adherence of a notice period of four (4) weeks. The cancellation is done in writing and stating the reasons. The provision at the end of paragraph 2.a applies mutatis mutandis. -----
  - b. Cancellation by the A.A.F. can take place effective immediately:
    - if the member does not fulfill his obligations towards the A.A.F.; -----
    - if the member has ceased to fulfill the membership requirements stipulated by the Articles of Association; -----
    - if reasonably it cannot be required from the A.A.F. to continue the membership. -----
4. Disqualification may only be pronounced when a member acts in breach of the Articles of Association, regulations, or resolutions of the association, and if the member unreasonably prejudices the association. -----  
The disqualification is imposed by the Board, which promptly notifies the member of the decision in writing, stating the reasons.
5. The person concerned may lodge an appeal with the general meeting against the decision of termination or disqualification from membership, within one month after receipt of the notification of



the decision. -----  
During the period of appeal and pending the appeal, the member shall be suspended. -----

Before deciding on the termination or disqualification by the association, the Board shall give the member concerned the opportunity to answer for it. -----

- 6. If the membership ends during an association year, regardless of the cause, the contribution owed for the year in question remains due. -----

**Bodies** -----

**Article 12** -----

The A.A.F. recognizes the following bodies: -----

- a. the Board, which is charged with the management and administers the funds and possessions of the A.A.F., and provides the bylaws and the resolutions of the general meeting, with due observance of the provisions in paragraphs 15 and 16 of Article 13; -----
- b. the General members' meeting, consisting of the representatives of ordinary members, individual members, and honorary members; -----
- c. committees set up by the Board to perform specific duties. -----

**Board** -----

**Article 13** -----

- 1. The Board shall consist of an uneven number of at least five (5) and at most nine (9) natural persons, elected by the general members' meeting from: -----

- a. adult representatives of ordinary members, or; -----
- b. persons who have distinguished themselves or wish to make to do so in contributing to the aquatic sports in general. -----

- 2. If the number of Board members has decreased to below the minimum, the Board remains authorized for as long as there are least two Board members remain in office. -----

The general members' meeting shall fill the vacancy/vacancies within three (3) months. -----

- 3. a. In the event of absence or incapacity to act of a board member, the management of the Association shall be vested in the remaining board members. -----

- b. In the event of absence or incapacity to act of all board members, the management of the Association shall be temporarily vested in a person appointed thereto by the general members' meeting. The general members' meeting is entitled to in the event of absence or incapacity to act of one (1) or more, but not all, board members, designate one person as referred to in the former sentence, who will then be charged with the management. -----

- 4. Board members shall be nominated by the Board of the A.A.F. or an ordinary member. -----

- 5. The written nomination of candidates shall be in the possession of the Board of the A.A.F. fourteen (14) days before the general members' meeting. -----

6. The Board will choose from its midst a secretary, treasurer, and a chairperson, who together form the executive board. -----  
The executive board shall be charged with managing the day-to-day activities of the A.A.F. -----
7. A board member may be suspended or dismissed at any time by the general meeting. For such a resolution a majority is required of at least two-thirds (2/3) of the votes validly cast at a Meeting in which at least two-thirds (2/3) of the members are present or represented. If a suspension is not followed by dismissal within three (3) months, the suspension ends. -----  
The suspended board member is given the opportunity to answer for himself in the General members' meeting. -----
8. Dismissal happens by written secret ballot. The board member concerned is excluded from this vote. -----
9. The board members are entitled to resign, provided that this is done in writing by giving notice of at least three (3) months. -----
10. If the board resigns early, the entire board will jointly appoint an interim board member on whom a decision must be made in the next general members' meeting. -----
11. The Board shall be elected in the year of the Olympic Summer Games for a period of four (4) association years, and a board member shall be immediately eligible for re-election for a maximum of two (2) terms in the same position. -----
12. If a member of the Board is elected in the interim, he or she shall resign at the same time as the other the board members. -----
13. The chairperson shall be elected by the general members' meeting.
14. The other board members are elected as such by the general members' meeting, after which the positions are mutually divided.
15. The Board is authorized to enter into agreements to acquire, alienate, or encumber registered property, and to enter into agreements by which the association binds itself as guarantor or several co-debtor, strives for a third person or binds itself as collateral for the debt of a third person, only after getting approval of the general meeting, authorized to enter into agreements to acquire, alienate, or encumber registered property, and to enter into agreements by which the association binds itself as guarantor or several co-debtor, strives for a third person or binds itself as collateral for the debt of a third person [*note translator: in the original text this part seems to have been unnecessarily repeated*] and/or legal transactions of which the interest in money's worth amounts to one hundred thousand Aruban Florins (Afls. 100,000.00). -----  
The Association can invoke the absence of the approval of the Meeting can be invoked against third parties. -----
16. The Board needs the approval of the general members' meeting to enter into loans and to rent or rent out registered property. -----  
The association can invoke the absence of the approval against third parties. -----
17. The restrictions as referred to in paragraphs 15 and 16 also apply for the power of representation. -----



- 18. If the vote is tied in a board meeting, the chairman has the decisive vote. -----

**Representation** -----

**Article 14** -----

- 1. The Board shall represent the association in and out of court. -----
- 2. The power of representation shall also be vested in two (2) members of the executive committee acting jointly, on the understanding that the treasurer shall also be individually authorized to enter into commitments up to a maximum amount provided for in the Bylaws. In the event of absence or incapacity to act of one of them, the association is represented by the other together with another board member. -----
- 3. The provisions in the former paragraphs of this Article do not affect the provisions in paragraphs 15 through 17 of the former Article. -

**Annual General Meeting/Audit Committee** -----

**Article 15** -----

- 1. The general meeting will be held at least once (1) a year (Annual Meeting) and this within eight (8) months after the end of the association year, unless this term is extended by the general members' meeting. -----  
 In this general members' meeting, the Board will in any case give its annual report on the state of affairs in the association and the management. It will provide the assembly with the balance sheet and the state of income and expenditure with an explanatory note on these documents for approval. These documents will hereinafter jointly be called: "financial statements". -----  
 The financial statements shall be signed by the board members; if the signature of one or more board members is missing, this will be recorded, stating the reasons. After this period has expired, any member may demand at law that the Executive Committee jointly fulfil these obligations. -----  
 In this general members' meeting also: -----
  - the membership fees are adopted; -----
  - new board members are appointed; -----
  - the minutes of the last meeting are approved; and/or -----
  - those topics will be addressed which were mentioned in the agenda included in the convocation for the meeting. -----
- 2. If regarding the accuracy of the statements referred to in the former paragraph no expert statement as referred to in Article 2:121 paragraph 1 of the Civil Code of Aruba is presented to the general members' meeting, the general members' meeting shall, annually, appoint a committee of at least two (2) members, who may not be part of the Board. -----
- 3. The commission to the committee can at any time be recalled by the general members' meeting, but only by appointing another committee. -----
- 4. The general members' meeting shall adopt the financial statements. After the proposal for adoption of the financial statements has been discussed, the general members' meeting shall be proposed to grant discharge to the board members for their administration in the

- respective association year, if concerning that administration it appears from the financial statements that this administration was made public to the general members' meeting. -----
5. The Board is obligated to keep the previous books, documents, and other data carriers for ten (10) years. -----

**The general members' meeting** -----

**Article 16 ----- Convocation**

1. The general members' meeting shall be held in Aruba. -----
2. Besides the annual meeting as referred to in Article 15, the Board shall convene general meetings as often as is generally deemed desirable or is obligated thereto based on the law. -----
3. Upon written request of at least one-tenth (1/10) part of the members entitles to vote, the Board is obligated to convene a general members' meeting, to be held within four (4) weeks after the request was made. -----  
If the request was not honored within fourteen (14) days, the requesters can convene the general members' meeting themselves in the manner described in paragraph 4 or by means of an advertisement in at least one (1) popular local newspaper. The requesters can charge persons other than board members with chairing the meeting and taking the minutes. -----
4. The convocation for the general members' meeting shall be given in writing, by means of letters, emails or any other text transmitting (electronic) means of communication, to those entitled to vote with a notice period of at least fourteen (14) days, not counting the day of the convocation and of the meeting. With the convocation the topics to be addressed shall be included. -----

**Article 17 ----- Decision-making**

1. a. Only not suspended members, the sponsors and also those who were invited thereto by the Board and/or the general members' meeting are admitted to the general members' meeting. -----  
Article 6 paragraph 2 last sentence also applies. -----  
Every member is entitled to have his vote cast by another member authorized thereto in writing. -----  
No one, however, can act as proxy for more than one (1) other member. A suspended member is only admitted to the general members' meeting in which a resolution on suspension is addressed and is only entitled to speak on that topic. -----
- b. The voting right can only be exercised by members who have paid their member fees, on the grounds and methods as referred to in Article 9 paragraph 1 of these Articles of Association. ----
- c. A member does not have voting rights on affairs that concern him, his partner, his spouse, or relatives in the straight line. ---
- d. Resolutions may only be passed if a majority of the members are present or represented at the Meeting. If this is not complied with, a second meeting may be convened after seven (7) days but no later than thirty (30) days; in this second meeting, regardless of the number of present or represented members resolutions may be passed on topics of the first meeting, unless the Articles of Association dictate otherwise. -----



- 2. All proposals are decided on by absolute majority of votes, to the extent that the law or the Articles of Association not dictate otherwise. If the votes are tied the proposal is rejected. -----
- 3. The voting method is regulated in the Bylaws. -----
- 4. A unanimous written resolution of all members, even if outside a meeting, has, provided it was passed with prior knowledge of the Board, similar force as a resolution of the general meeting. Such a resolution will be recorded by the secretary in the minutes book, while it will be mentioned in the next general meeting. This resolution may also be passed in writing. -----

**Article 18 ----- Control / Minutes**

- 1. The chairman of the Board controls the meetings. In his absence or incapacity to act one of the other board members will act as chairman of the meeting. If no board members are present, the meeting itself will provide for the control of the meeting. -----  
If at the meeting topics are addressed that concern the chairman in person, the Board may designate a technical chairman. -----
- 2. Of the transactions that took place in the general meeting minutes will be made by the secretary or a member of the association designated thereto by the chairman, which will be included in the agenda for and adopted in the next general meeting, and for this purpose signed by the chairman and the secretary of that meeting.

**Bylaw(s), (Athletes)Committees and Experts -----**

**Article 19 -----**

- 1. The general meeting may adopt and amend Bylaws, in which topics are regulated which these Articles of Association does not or only partially provides for. -----
- 2. The Bylaws may not be against the law, also where it does not include mandatory law, or these Articles of Association. -----  
The Bylaws shall be adopted by the general members' meeting by a simple majority of the votes. -----

**Article 20 -----**

- 1. The Board may set up committees to perform specific duties, among which an Athletes Committee, and shall appoint the members of these committees. -----
- 2. The Board may receive non-binding nominations for this from the members. -----
- 3. The committees shall consist of at least three (3) and at most nine (9) members. -----
- 4. The members of the committee shall elect a chairperson from among their number. -----
- 5. The chairperson shall report periodically to the Board on the duties performed by the committee. -----
- 6. The committees shall be appointed with a specific mandate. -----
- 7. The rules concerning the performance of these committees shall be laid down in the Bylaws. -----
- 8. The members of the committee may be suspended or dismissed at any time by written and substantiated decision of the Board. -----

**Article 21 -----**

- 1. The A.A.F. has an Athletes Committee consisting of at least three

- (3) and at most nine (9) members. Members of the Athletes Committee shall be elected by athletes. -----
2. As member of the Athletes Committee only those athletes can make themselves available who have participated in international competitions and who are part of the A.A.F. selection. -----
  3. Members of the Athletes Committee leave their post no later than at the end of their third term of two (2) years. -----
  4. The members of the Athletes Committee elect a chairman from their midst, who in his own right forms part of the day-to-day management of the A.A.F. -----
  5. The members of the Athletes Committee have access to the General Assemblies of Members and may speak there, but they have no voting rights. -----
  6. The method of appointment of the members of the Athletes Committee and the method of election of the Athletes Committee, including the candidacy, as well as their mandate and work method are further regulated in the Bylaws. -----

The A.A.F. recognizes the athletes as her fundamental reason for being and gives them the opportunity to, through the Athletes Committee, as referred to in Article [note translator: the article number is missing in the original text] of these Articles of Association, actively and directly participate and contribute to the development and strengthening of the A.A.F. -----

#### Article 22 -----

1. The A.A.F. may have itself assisted and advised in its work by experts. -----
2. Experts may be given the opportunity to attend and participate in members' meetings, on the understanding that they shall not have the right to vote. -----
3. The method in which experts are appointed, their duties and other powers shall be regulated in the Bylaws. -----

#### Compliance with the FINA (Fédération Internationale de Natation) *casu quo* "World Aquatics" rules -----

#### Article 23 -----

1. The Constitution and the rules of the A.A.F. may not conflict with the FINA Constitution (including but not limited to the FINA Constitution, FINA General Rules, FINA Code of Ethics, FINA Bylaws, FINA Technical Rules, FINA Facilities Rules, FINA Medical Rules and FINA Anti-Doping Control Rules, which may be amended and/or updated by FINA from time to time). In the event of any inconsistency, the FINA Rules shall prevail (FINA Rule C 7.3). -----
2. The A.A.F. is obligated to act in accordance with the decisions of the FINA Congress and the FINA Bureau (FINA Rule C 8.2.2). ---
3. The A.A.F. is obligated to ensure that its own members comply with the FINA Rules, directives, and decisions of the FINA authorities. In case of a conflict, the FINA Rules shall prevail (FINA Rule C 8.2.9). -----
4. For the A.A.F., FINA shall be the only recognized body in the world that governs aquatic sports internationally (FINA Rule C 7.5). ----



- 5. The A.A.F. is obligated to manage its affairs independently and not influenced by third parties. Emphasis on the autonomy of the A.A.F. regarding external interferences in its management (FINA C 8.2.6).
- 6. The A.A.F. shall seek the approval of the FINA Bureau for any change of its name and/or Constitution before such changes become effective (FINA C 7.4). -----
- 7. The A.A.F. is obligated to inform FINA of the date and location of the elections and to provide the minutes of its general members' meeting to FINA no later than sixty (60) days after the closure of the sitting (FINA C 8.2.8). -----
- 8. The A.A.F. shall comply with the FINA Anti-Doping Rules and shall make the out-of-competition doping control by FINA possible. The A.A.F. is deemed [*note translator: the sentence in the original text is grammatically incorrect*] that all FINA Rules, including Anti-Doping Rules, are included in and directly apply to and are approved and followed by athletes, support staff, coaches, physicians, trainers, managers, officials, medical or paramedical staff, team leaders and club and A.A.F. representatives under the jurisdiction of the A.A.F. (FINA C 8.2.4 & D 14.1). -----

**Amendment of the Articles of Association** -----

**Article 24** -----

- 1. The Articles of Association of the A.A.F. may only be amended by a resolution of a general members' meeting, convened for this purpose stating that amendments to the Articles of Association will be proposed at that meeting. The period to convene such a meeting must be at least fourteen (14) days. -----
- 2. Those who convene the general meeting to discuss a proposal to amend the Articles of Association shall at least fourteen (14) days before the meeting make a copy of that proposal, containing the verbatim text of the proposed change(s), available at a convenient location for the members until after the day on which the meeting takes place. -----
- 3. A resolution to amend the Articles of Association shall require a majority of least two-thirds (2/3) of the votes at a general members' meeting at which at least two-thirds (2/3) of the voting members of the A.A.F. are present or represented. -----
- 4. If there is no quorum, then a resolution on an amendment of the Articles of Association can be passed regardless of the number of members present or represented at a next meeting to be held at least fourteen (14) days but no more than thirty (30) days after the previous meeting, provided that it is adopted by a majority of at least two-thirds (2/3) of the votes. -----

**Article 25** -----

The provision in Article 24 does not apply if at a general meeting all voting members are present or represented and the resolution to mend the Articles of Association is passed unanimously. -----

**Article 26** -----

The amendment of the Articles of Association does not take effect until after a notarial deed is drawn up thereof. Any board member is authorized to have the notarial deed passed. Moreover, the general members' meeting

can authorize one (1) or more persons to have the notarial deed pass. ----

**Dissolution and liquidation** -----

**Article 27** -----

1. The A.A.F. shall be dissolved by a resolution of the general members' meeting, passed by at least two-thirds (2/3) of the votes at a meeting at which at least two-thirds (2/3) of the voting members of the A.A.F. are present or represented. -----  
Moreover the A.A.F shall be dissolved if the general members' meeting is of the opinion that the object of the A.A.F. cannot or can no longer sufficiently be achieved, and in the other events mentioned in the law. Furthermore, the provisions of Article 24 and 25 of these Articles of Association shall apply mutatis mutandis. -
2. If in the resolution to dissolution no liquidators were designated, the liquidation shall be effected by the Board in accordance with the legal provisions. -----
3. The liquidation shall be effected with due observance of the provisions in the Civil Code of Aruba. -----
4. Any possible credit balance shall be for purposes to be determined by the General members' meeting, which are most in accordance with the spirit of the object of the A.A.F. the liquidators shall transfer the credit balance thereto. -----
5. After the dissolution the A.A.F. remains to exist for as long as necessary for the liquidation of her assets. During the liquidation the provisions of the Articles of Association and the rules and regulations remain in force to the extent as possible. In documents and announcements issued by the A.A.F. she must add to her name: in liquidation. -----
6. The liquidation ends by the time when no further assets are known to the liquidator. -----
7. The books, documents, and other data carriers of the A.A.F. must be kept by a natural person or legal entity to be designated by the A.A.F. for ten (10) years after the liquidation. -----

**General / Final provisions** -----

**Article 28** -----

1. The General members' meeting has all the powers that have not been assigned by law or by the Articles of Association to other organs. -----
2. With a written expression, in these Articles of Association is equated a statement made via writ, telegram, telex, telefax, email or other text transmitting means of communication. -----

In conclusion, the persons appearing declared: -----  
 - to understand the nature, content, and scope of the deed and to accept the consequences resulting from it and to not be allowed to act against the law and/or public order. -----

The persons appearing are known to me, civil-law notary. -----  
 In witness whereof this deed was drawn up in one original copy and executed in Aruba on the day first written above. -----

The persons appearing declared to have taken note of the content of this deed. Before passing the deed, I, civil-law-notary, have communicated the business content of this deed to the persons appearing, explained it, and -



when necessary – pointed out the consequences. -----  
The persons appearing declared to agree to a limited reading of this deed.  
Subsequently, immediately upon limited reading, this deed was signed by  
the persons appearing, and afterwards by me, civil-law notary, at sixteen  
hours and thirty-five minutes.

ISSUED FOR COPY!

[was signed]

[stamp: *mr.* C.M.A. Helmeyer, Civil-law-notary in Aruba]

**Translated from Dutch to English  
by *drs.* Annemieke C. van Vliet  
Sworn translator Dutch/English  
Aruba, February 14, 2023**

