

ASSOCIATION LTU AQUATICS
ARTICLES OF ASSOCIATION

I. GENERAL PROVISIONS

- 1.1. The Association LTU Aquatics (hereinafter – the “**Association**”) is a non-profit public limited legal entity operating on the basis of membership in the territory of the Republic of Lithuania, uniting the clubs, educational establishments, city and district sports federations registered in the Republic of Lithuania that promote and develop the sports disciplines of swimming, diving, artistic swimming, open water swimming, and masters swimming, having the aim to coordinate the activities of the members and associate members of the Association, represent and protect the interests of the members and associate members of the Association, and fulfil other public interests.
- 1.2. Name of the Association – Association LTU Aquatics.
- 1.3. Legal form of the Association – association. The Association has the status of beneficiary.
- 1.4. The Association pursues its activities in accordance with the Constitution of the Republic of Lithuania, the Law on Associations of the Republic of Lithuania, the Civil Code of the Republic of Lithuania, the Articles of Association herein (hereinafter – the **Articles**), and other laws and regulations of the Republic of Lithuania.
- 1.5. The Association recognizes the Olympic Charter and is a member of the World Aquatics (hereinafter – the “**World Aquatics**”) and the European Swimming League (LEN, Ligue Européenne De Natation) (hereinafter – the “**LEN**”). The Association recognizes the World Aquatics as the sole and exclusive world governing body for the swimming sports. The Association pursues its activities in accordance with the World Aquatics Constitution and regulations and recognizes the primacy thereof. The Association recognizes the right of the World Aquatics to conduct out-of-competition doping control.
- 1.6. The Association has been established for an indefinite period.
- 1.7. The fiscal year of the Association is the calendar year.
- 1.8. The registered office of the Association can be changed by the decision of the Executive Committee.
- 1.9. Intervening into the activities and internal affairs of the Association shall be prohibited for the state and municipal authorities and officers in the cases and as provided for under the laws, for any political parties and political organizations, other organizations and individuals.

II. AIMS, OBJECTIVES, AND AREAS OF THE ASSOCIATION ACTIVITIES

- 2.1. The basic aims of activity of the Association are:
 - 2.1.1. to coordinate activities of the Association members and associate members, represent and protect the interests of the Association members and associate members in the Republic of Lithuania and abroad, and create favourable conditions for the activities of the Association members and associate members in the development of mutual and international relations with the organizations promoting the disciplines of swimming, diving, artistic swimming, open water swimming, and masters swimming;

- 2.1.2. to prepare and implement the strategic activity plan of the Association;
- 2.1.3. to prepare and implement the development programs for the disciplines for the purpose of contributing to the implementation of the National Sports Development Strategy of the Republic of Lithuania;
- 2.1.4. to perform duties as the exclusive member of the World Aquatics and LEN in the Republic of Lithuania and exercise the rights granted to the Association in the pursuit of the aims of development of the disciplines of swimming, diving, artistic swimming, open water swimming, and master swimming in Lithuania;
- 2.1.5. to perform accounting of the professional and amateur swimmers under the sports disciplines under clause 1.1 herein in Lithuania and coordination of these persons;
- 2.1.6. to perform administration of the Association membership and system of licensing of the persons participating in the activities of the sports disciplines under clause 1.1 herein, collection of the membership and/or licensing fee;
- 2.1.7. to perform coordination of the sporting activities of the Lithuanian swimming organizations;
- 2.1.8. to allocate and pay scholarship to the swimmers, coaches and/or other swimming specialists.
- 2.2. For the purposes of implementation of the aims under clause 2.1 herein, the Association:
 - 2.2.1. represents the interests of its members and associate members and protects their rights at the state and municipal authorities of the Republic of Lithuania, non-governmental organizations, courts, and arbitral institutions of the Republic of Lithuania in the cases provided for by the laws and the Articles;
 - 2.2.2. represents the swimming, diving, artistic swimming, and open water swimming disciplines at the National Olympic Committee of Lithuania, World Aquatics, LEN, and other international organizations;
 - 2.2.3. ensures preparation of the Lithuanian national teams and their participation in the Olympic Games, World and European Championships, and other international sports competitions;
 - 2.2.4. disposes of the Association funds for the purpose of implementation of its aims;
 - 2.2.5. collects, aggregates, and analyses information about activities of the Association members and association members and develops recommendations for the development of the activity; performs accounting of the sports disciplines under the Association guidance, collects and accumulates information on the development thereof;
 - 2.2.6. promotes and spreads information about the activities of the Association, its members, and associate members in the Republic of Lithuania and abroad by using the name, symbols, logos, and trademarks of the Association; the members and associate members are eligible to use the symbols of the Association upon the respective consent of the Association only;
 - 2.2.7. organizes conferences, meetings, workshops, joint events of the Association members and associate members, and other events intended to pursue the aims of the Association;
 - 2.2.8. implements programs and projects with the municipalities, the National Olympic Committee of Lithuania, authority(ies) of the Republic of Lithuania that develop(s) and implement(s) the physical fitness and sports-related policies in the Republic of Lithuania, and other public and private organizations in Lithuania and abroad;

- 2.2.9. develops the schedule of sports competitions, organizes and controls compliance of all the Association members and associate members with the schedule;
- 2.2.10. organizes national championships, competitions, and other sports events, sports training camps for the national teams;
- 2.2.11. promotes learning to swim and safe conduct near water;
- 2.2.12. supports and provides other incentives to the representatives of the sports disciplines under the Association guidance in accordance with the laws;
- 2.2.13. disseminates the information about its activities, promotes the Association aims and objectives by using various methods;
- 2.2.14. maintains liaison with international organizations the activity and aims of which are not in conflict with the Constitution and other laws of the Republic of Lithuania;
- 2.2.15. handles the registration documents of the athletes representing foreign clubs and foreigners coming to the Lithuanian clubs, in accordance with the requirements established by the World Aquatics and LEN;
- 2.2.16. promotes knowledge exchange (sharing) with swimming federations abroad;
- 2.2.17. pays the World Aquatics and LEN member fee in accordance with the established procedure.
- 2.3. The Association is eligible to carry out the following economic commercial activities listed in the classification of economic activities as provided for by the laws.
- 2.4. For the implementation of the activities provided in the Articles herein, the Association can:
 - 2.4.1. hold bank accounts;
 - 2.4.2. purchase or otherwise acquire, manage, use, and dispose of the assets as provided for by the laws, other regulations of the Republic of Lithuania, and the Articles herein;
 - 2.4.3. enter into agreements/contracts and assume obligations;
 - 2.4.4. provide paid services and establish the prices thereof;
 - 2.4.5. give and receive charity and sponsorship as provided for by the laws of the Republic of Lithuania;
 - 2.4.6. establish branch offices and agencies;
 - 2.4.7. establish or participate in the establishment of other limited liability legal entities and become a participant of the legal entities as provided for by the laws of the Republic of Lithuania;
 - 2.4.8. use funds for the implementation of the aims laid down in the Article herein.
- 2.5. The Association may acquire and possess only the civil rights and duties that are not in conflict with the aims of its activity established in the laws of the Republic of Lithuania and the Articles herein.

III. ASSETS AND SOURCES OF REVENUE OF THE ASSOCIATION. REQUIREMENTS ON PAYMENT OF INITIAL CONTRIBUTION AND MEMBERSHIP FEES

- 3.1. The Association may hold ownership of any movable and immovable property, including, but not limited to monetary funds, under the property right, unless provided for otherwise by the laws and regulations of the Republic of Lithuania.
- 3.2. Sources of revenue of the Association are as follows:

- 3.2.1. initial contributions of members and associate members, membership and associate membership annual or other fees, and earmarked contributions;
- 3.2.2. ring-fenced funds and assets of the state and/or municipalities, funds, and assets dedicated to the funding of the physical fitness and sports programs conducted by the Association, funds, and assets dedicated to the funding of elite sports programs;
- 3.2.3. support to natural persons and/or legal entities of the Republic of Lithuania or other countries, funds, and assets transferred at no cost;
- 3.2.4. assets inherited by the Association under a will or on other grounds;
- 3.2.5. interest paid by credit institutions for the Association funds held in the accounts therein;
- 3.2.6. other lawfully acquired funds.
- 3.3. Any assets of the Association, including monetary funds, shall be used for the pursuit of the aims provided for in the Articles herein, acquisition and operation of long-term assets and inventory, and organization of activities of the Association and its bodies.
- 3.4. The value, payment procedure, and time limits for payment of the initial contributions of members and associate members and annual membership and associate membership fees are established by the individual decision of the Association Conference (hereinafter – the “**Conference**”). The annual membership and associate membership fee shall be paid no later than by 1 March of the current year.

IV. MEMBERS OF THE ASSOCIATION, THEIR RIGHTS AND DUTIES, MEMBER ADMISSION, WITHDRAWAL, AND EXPULSION

- 4.1. The Association has two (2) types of membership: members and associate members. The Association members and associate members may be legal entities – formal and informal education establishments, city or district sports federations, associations, clubs registered in the Republic of Lithuania and promoting and developing swimming, diving, artistic swimming, open water swimming, and masters swimming according to the criteria established by the Executive Committee, and recognizing the Association Articles, World Aquatics Constitution, by-laws, rules, and regulations. For the purpose of clarity, an entity may be either a member or an associate member of the Association.
- 4.2. Membership in the Association shall not be available to the following legal entities:
 - 4.2.1. legal entities established and conducting the activities under clause 4.1 herein for less than 1 (one) year; or
 - 4.2.2. legal entities that have failed to submit the financial accountability documents to the Register of Legal Entities for 2 (two) or more years;
 - 4.2.3. legal entities that are the subject of bankruptcy, restructuring, or insolvency proceedings; or
 - 4.2.4. legal entities with any participant, member or member of governing body or head who has been recognized as guilty to the commitment of an act of offense;
 - 4.2.5. legal entities with any participant or member of governing body or head being an existing member or associate member of the Association, or a participant, member of governing body or head of a member or associate member of the Association, or legal entities otherwise controlled by members or associate members of the Association, save for public legal entities the sole participant of which is the state or a municipality.

- 4.3. A legal entity shall be admitted as the member or associate member of the Association only after their candidacy is approved by at least 2/3 (two-thirds) of the votes of the Executive Committee. A legal entity applying for the Association membership or associate membership shall submit the application that states the motivated arguments behind the request to be accepted as a member or associate member, current and planned activities, purpose of joining, and shall also submit the following documents:
- 4.3.1. copy of the effective Articles of Association of the legal entity applying for membership or associate membership of the Association;
 - 4.3.2. copy of the document certifying the fact of payment of the initial contribution of the member or associate member of the Association;
 - 4.3.3. copy of the document certifying the fact of registration of the legal entity applying for membership or associate membership with the Register of Legal Entities or an extended excerpt from the Register of Legal Entities;
 - 4.3.4. the list of officials of the legal entity applying for membership or associate membership who have power of signature and are duly authorized to represent the entity in relations with the third parties and of the members of the governing bodies;
 - 4.3.5. the list of members of the legal entity applying for membership or associate membership;
 - 4.3.6. the pledge of the legal entity applying for membership or associate membership to participate in and organize any competitions only upon prior agreement of the Association Executive Committee;
 - 4.3.7. copy of the decision to apply for the Association membership or associate membership adopted by the competent body of the legal entity applying for membership or associate membership;
 - 4.3.8. written letters of endorsement by 3 (three) members or associate members of the Association endorsing the candidate as an Association member or associate member.
- 4.4. Rights of the Association members:
- 4.4.1. to participate in the Conference with the right of a casting vote;
 - 4.4.2. to participate in the governance, elect, be elected to the governing bodies of the Association;
 - 4.4.3. to apply to the Association Executive Committee in writing and, according to its regulation, propose to include the relevant issues into the agenda of the Conference or session;
 - 4.4.4. to use the services provided by the Association;
 - 4.4.5. to use the information accumulated by the Association and symbols thereof in accordance as established by the Conference and without prejudice to the laws and other regulations of the Republic of Lithuania;
 - 4.4.6. to become familiar with the Association documents, including the list of the Association members and associate members, and obtain all information held by the Association about its activity as provided for herein;
 - 4.4.7. to participate in the preparation and execution of the Association activity programs, projects, and events;
 - 4.4.8. to withdraw from the Association at any time. In this case, the initial membership or associate membership contributions and membership or associate membership fees or any funds and assets transferred to the Association otherwise shall not be subject to refund;
 - 4.4.9. other rights provided for by the laws and regulations of the Republic of Lithuania and the Articles herein.

- 4.5. The associate members shall possess all the rights and duties of an Association member as established herein, save for the right to vote at the Conference (including the cases where governance bodies of the Association are elected), i.e. the associate members participate at the Conference without the voting right. The associate members may be the candidates for and may be elected into the governance bodies of the Association.
- 4.6. Membership or associate membership in the Association shall not preclude its members and associate members' rights and duties in engagement in independent activities.
- 4.7. Duties of the Association members and associate members:
 - 4.7.1. to comply with the Articles;
 - 4.7.2. to comply with the World Aquatics Constitution, by-laws, rules and regulations and enforce the decisions adopted by the World Aquatics, disciplinary bodies thereof, World Anti-Doping Agency (WADA), and Court of Arbitration for Sport (CAS);
 - 4.7.3. to enforce the decisions adopted by the Conference and Executive Committee;
 - 4.7.4. to pay the membership and associate membership fee in a timely manner;
 - 4.7.5. to notify on any change of the registered office address or other details in writing. In case of failure to notify on any change, the notifications shall be sent to the most recent address specified to the Association and shall be deemed to have been duly delivered;
 - 4.7.6. to maintain loyalty to the Association, refrain from any actions that may cause damage to the Association, World Aquatics and/or to their reputation, and not express own opinion on behalf of the Association, unless separate consent has been granted by the Executive Committee; not engage in any activities that may cause damage to the Association, its reputation and prestige of the sports disciplines under the Association guidance;
 - 4.7.7. to submit annual activity report under the procedure established by the Executive Committee;
 - 4.7.8. to keep commercial (industrial) and other secrets and confidential information of the Association, its members, and associate members, and not disclose any of such information to any third parties.
- 4.8. Legal entities shall be admitted as members or associate members to the Association by the decision of the Executive Committee. A legal entity seeking the membership or associate membership in the Association shall submit the written application and the copies of documents of their incorporation certified according to the laws as well as other documents and information under clause 4.3 herein, to the Executive Committee.
- 4.9. A legal entity seeking the membership or associate membership in the Association shall comply with the following eligibility criteria:
 - 4.9.1. the candidate's activity shall comply with the aims of the Association activity and its (candidate's) participation shall be significant to the Association activities;
 - 4.9.2. admission of the candidate shall not affect the Association integrity, capacity to duly represent all members and associate members' interests, and shall not otherwise cause damage to the Association activity and/or governance;
 - 4.9.3. the candidate shall have experience in the organization of sports events on the local, regional, national or international level and submit evidence of such activity;
 - 4.9.4. the candidate shall have written letters of endorsement by 3 (three) members or associate members of the Association endorsing the candidate as an Association member or associate member.

- 4.10. The application submitted by the candidate shall be considered at the nearest session of the Executive Committee. The Executive Committee may request the legal entity to submit additional documents and data on the activity of the legal entity. The candidate for the Association membership or associate membership shall be notified about the decision by the Executive Committee in writing, including by email.
- 4.11. In case where a member of the Association wishes to become an associate member or vice versa (change the type of membership in the Association), the legal entity shall submit the motivated request to the Executive Committee. The request shall be considered at the closest session of the Executive Committee. The Executive Committee may request the legal entity to submit additional documents and data on the activities of the legal entity. The legal entity shall be notified of the decision of the Executive Committee regarding the change of the type of membership of the legal entity that has submitted the respective request in the Association, in writing, including email.
- 4.12. Whereas the Association seeks to comply with the requirements of the Law on Physical Culture and Sport and other legal acts of the Republic of Lithuania (including, but not limited to the requirements established to an umbrella national non-governmental organisation provided for under the Law on Development of Non-Governmental Organisations of the Republic of Lithuania) (hereinafter – the **Requirements**):
- 4.12.1. it is sought that as many as possible legal entities meeting the requirements applicable to a non-governmental organisation as established in the Law on Development of Non-Governmental Organisations of the Republic of Lithuania are members of the Association;
- 4.12.2. in the consideration of the membership or associated membership applications of the candidates, as well as the requests of existing members or associate members of the Association to change the type of membership in the Association (i.e. to change membership into associate membership or vice versa), the Executive Committee is entitled to adopt the decisions that provide compliance of the Association with the Requirements, i.e. in case admission of the candidate as the member or associate member of the Association is likely to render non-compliance with the Requirements, the candidate applications or requests of existing members and/or associate members of the Association to change the type of membership in the Association may be rejected. In case the candidate's application for membership or associate membership in the Association indicates that the candidate applies specifically for membership or associate membership in the Association, but the application cannot be satisfied due to above reasons, the Executive Committee may decide to propose and propose another type of membership (membership or associate membership respectively) in the Association;
- 4.12.3. the Executive Committee has the right to decide to propose and propose changing the type of membership (i.e. to change membership into associate membership or vice versa) in the Association to existing members and/or associate members in the Association. If the member or associate member of the Association respectively agrees in writing to the proposal of the Executive Committee, the type of membership of the member or associate member shall be changed respectively at the decision of the Executive Committee.
- 4.13. In any case, decisions on candidates' membership or associate membership in the Association as well as the change of type of membership of existing members and/or associate members in the Association shall be adopted by the Executive Committee by at least 2/3 of voices.
- 4.14. The Association membership and/or associate membership may be suspended for a period of up to 3 (three) years by the decision of the Executive Committee. The membership and/or associate membership suspension period shall be determined by the Executive Committee taking into

account the reasons and other circumstances of the suspension. In the membership and/or associate membership suspension period, the Association member or associate member respectively is not entitled to enforce the rights of an Association member or associate member respectively.

- 4.15. Membership and/or associate membership in the Association may be suspended in the following cases:
 - 4.15.1. at the request of the Association member or associate member;
 - 4.15.2. failure by the Association member or associate member to participate in the Association activity (for sports-related or other reasons);
 - 4.15.3. failure by the Association member or associate member to pay the annual membership or associate membership fee of the Association;
 - 4.15.4. other significant reasons that do not constitute the grounds for expulsion of the member or associate member from the Association on the grounds of and as provided for by the Articles herein;
 - 4.15.5. suspicion of committing a criminal offense brought against the member or associate member, member of the governing body or head of the member or associate member, as provided for by the laws;
- 4.16. the Association membership and/or associate membership shall be renewed by the decision of the Executive Committee after the circumstances causing the suspension to cease to exist or upon expiry of the suspension period; however, only based on the separate written request of the member or associate member whose membership had been suspended. In case of failure to submit the request, the membership or associate membership suspension shall resume until submission of the request and decision of the Executive Committee or expulsion of the member or associate member from the Association.
- 4.17. Grounds for termination of the Association membership and/or associate membership:
 - 4.17.1. voluntary withdrawal from the Association;
 - 4.17.2. termination of the Association activity;
 - 4.17.3. expulsion from the Association in the following cases of violation by the member or associate member;
 - a) infringement of the laws and other regulations of the Republic of Lithuania and the Articles herein by the member;
 - b) damage to the reputation of the Association, discreditation of the name of the Association;
 - c) preventing the Association from pursuing its aims;
 - d) systematic, i.e. two or more subsequent, events of improper, undue, or incomplete payment of the membership or associate membership fee respectively or a part thereof;
 - e) suspension of the Association membership or associate membership has lasted for more than 3 years;
 - f) failure to comply with the requirements applicable to the Association members and associated members as provided for by the Articles, or activity exercised is incompatible with participation in the Association activity or is in conflict with the Association interests;

- g) the member or associate is the subject of any bankruptcy, restructuration, or insolvency proceedings under the court resolution;
 - h) the member or associate member and/or its member, member of its governing bodies, and/or head has been found guilty for the commitment of a criminal offense;
 - i) absence from 2 (two) subsequent Conferences.
- 4.18. Decision on the expulsion of the member and/or associate member from the Association shall be adopted by the Executive Committee. The member or associate member shall be deemed to have been expelled from the Association and loses the rights and duties of an Association member or associate member respectively as of the moment of adoption of the decision by the Executive Committee. In the event that the expelled member or associate member objects to the decision on expulsion, it shall be entitled to submit the written request to the Executive Committee within 10 (ten) days from the day of adoption of the decision, requesting the Association to convene the Conference. In this event, the Executive Committee shall convene the Conference immediately as provided for by the Articles herein. In case the Association member or associate member has requested the Association to convene the Conference, the decision of the Executive Committee on the expulsion shall be suspended. The Conference is entitled to approve the member or associate member's expulsion or restore its membership or associate membership in the Association respectively.
- 4.19. The Executive Committee shall review the Association member and associate member list and verify compliance of the Association members and associate members with the requirements provided for and with the duties established in the Articles herein every calendar year, but no less than 1 (one) month before the ordinary Conference. In the event that a member or associate member has been found to not comply with the duties established in the Articles herein and/or with the requirements provided for in the Articles herein, the Executive Committee shall be entitled to suspend the membership of the respective member or associate member or expel the respective member or associate membership respectively as provided for in the Articles herein.
- 4.20. Termination of membership does not relieve the Association member and/or associate member from payment of the membership or associate membership fee respectively and other duties in relation to the Association for the period before the termination of membership.

V. GOVERNANCE OF THE ASSOCIATION

- 5.1. The Association shall assume the civil rights and duties and shall exercise them through the Association governing bodies formed and acting in accordance with the procedure provided for in the Articles herein.
- 5.2. The Association bodies are:
- 5.2.1. The Conference, which has all the rights of the general meeting of members.
 - 5.2.2. The Executive Committee, which is a collegial body of the Association governance.
 - 5.2.3. The President is a single-person body of the Association governance.
 - 5.2.4. The Disciplinary and Ethics Commission of the Association is a legal disciplinary body.
- 5.3. The Association may form councils and commissions, which are not the governing bodies, including the Elite Sports Commission, and other commissions; their number and composition shall be established by the Executive Committee. These commissions shall be approved by the

Executive Committee at the first session of its term of office. The Commissions shall operate in accordance with the rules of procedure approved by the Executive Committee.

VI. CONFERENCE

- 6.1. The Conference is the supreme body of the Association, which deals with the essential issues of the Association.
- 6.2. The Conference:
 - 6.2.1. amends the Articles of the Association;
 - 6.2.2. elects the President for the four-year term of office; elects the first vice-president or vice-presidents at the President's proposal;
 - 6.2.3. elects the members of the Executive Committee;
 - 6.2.4. has the power to dismiss persons from the elected offices;
 - 6.2.5. approves the annual activity plan of the Association;
 - 6.2.6. approves the annual financial accountability and independent auditor's report for the respective period and elects the auditors or audit company;
 - 6.2.7. approves the budget for the following period;
 - 6.2.8. establishes the value and payment procedure for the initial membership or associate membership contribution and membership or associate membership fee of the Association;
 - 6.2.9. adopts the decision on reorganization or termination (reorganization or winding up) of the Association;
 - 6.2.10. adopts the decision on the establishment of other legal entities or becoming a participant of other legal entities;
 - 6.2.11. establishes the types and amounts of transactions that the President of the Association may enter into only with the prior consent of the Executive Committee;
 - 6.2.12. deals with other issues within the competence of the Conference as provided by the laws, other regulations of the Republic of Lithuania, and the Articles herein.
- 6.3. The Conference shall not be entitled to delegate any issues within the competence of the Conference to other Association bodies.
- 6.4. The Conferences may be ordinary, reporting-electoral, and extraordinary. The ordinary conferences shall be convened by the Executive Committee on the annual basis and no later than 3 (three) months from the end of the reporting fiscal year. The reporting-electoral conferences shall be convened every four years after the Summer Olympic Games. The extraordinary Conference shall be convened if requested by at least 1/3 of all Association participants (members and associated members of the Association), the President, by the decision of the Executive Committee, or as provided for under clause 4.18 of the Articles herein. The initiators of the extraordinary conference shall submit the application to the Association specifying the reasons for the convention of the Conference, draft agenda, and proposals on the date and place of the session. In case the proposed agenda issues cannot be solved otherwise, the Executive Committee shall convene the Conference within 15 days from the submission of the application.
- 6.5. The date and place of the Conference shall be determined by the Executive Committee as provided for in the Articles herein.

- 6.6. The Secretary-General shall notify the Association members and associate members on the place, date, time, and agenda of the Conference in writing at least 15 (fifteen) days prior to the Conference date. In case of a member or associate member's written request, the Secretary-General shall provide the Association member or associate member with all the materials related to the Conference agenda and the decisions projected at the Conference. The notifications shall be submitted to the Association members and associate members as provided for under clause 15.1 in the Articles herein. In case the Association members and/or associate members have any remarks and/or proposals on the planned agenda or draft solutions of the ordinary Conference, they shall submit the remarks and/or proposals to the Secretariat of the Association in writing at least 10 days prior to the date of Conference.
- 6.7. The vote counting commission shall be elected at the Conference.
- 6.8. The Conference may adopt decisions if the participation quorum of 1/2 (half) of the Association members is present (this number shall not include the number of associate members, because associate members are entitled to participate at the Conference without the voting right). The representatives of the Association members and associate members intending to participate in the Conference shall present documented evidence of their delegation or election. The decisions shall be adopted by the simple majority of votes of the members participating at the Conference and holding the voting right. The decisions under clauses 6.2.1 and 6.2.9 of the Articles herein shall be adopted by the majority of at least 2/3 (two-thirds) of the votes of the members participating in the session and holding the voting right.
- 6.9. Election of the President and other elective members is conducted by secret ballot unless only one candidate has been proposed for the President's office. In this case, an open ballot may be used for the election if the Conference approves.
- 6.10. Each Association member has one vote at the Conference. The Association members may be represented only by the members of governing bodies specified in the respective incorporation documents of the respective members. Associate members have the right to participate and participate at the Conference without the voting right.
- 6.11. If the quorum is not present at the Conference, the Conference shall be reconvened as provided for by the Articles herein within at least 15 (fifteen) days and no later than 30 (thirty) days with the right to adopt decisions in relation to the issues of the agenda of the failed Conference irrespective of the number of the participating members holding the voting right.
- 6.12. The members and associate members participating in the Conference (procurators thereof) shall be registered by signing on the registration list. The list shall be signed by the Chairperson and Secretary of the Conference.
- 6.13. The minutes of the Conference shall be signed by the Chairperson and Secretary of the Conference within 7 (seven) working days.

VII. EXECUTIVE COMMITTEE

- 7.1. The number of the Executive Committee members shall be established by the Conference, but shall be at least 5 members: the Association President, first Vice-president, Vice-president, and other members elected for the 4 (four)-year term of office. Members of the Executive Committee shall not be employees of the Association Secretariat, save for the Secretary-General. A person cannot be elected as a member of the Executive Committee and/or Vice-president for more than

2 (two) subsequent office terms. If individual members of the Executive Committee are elected, they shall be elected until the expiry of the current office term of the Executive Committee.

- 7.2. A member of the Executive Committee may resign before the end of the office term by submitting the written request to the Executive Committee at least 14 (fourteen) days in advance. In case a member of the Executive Committee is incapable of complying or properly complying with the duties, the Conference shall be entitled to suspend his authority on the President's proposal and propose to replace him with another person.
- 7.3. The Executive Committee starts its activities with the decision of the Conference approving the composition of the Executive Committee and pursues them until the approval of other composition of the Executive Committee, but no longer than until the ordinary Conference taking place in the final year of the office term.
- 7.4. The Executive Committee performs the following functions:
 - 7.4.1. approves the rules of procedure of the Executive Committee;
 - 7.4.2. adopts decisions on the establishment of the Association branch offices and agencies or termination of their activities, approves the statutes of such subdivisions;
 - 7.4.3. approves the chairman of the Elite Sports commission and heads of other commissions, who coordinate particular areas of the Association activities;
 - 7.4.4. approves the Secretary-General whose candidature is proposed by the President;
 - 7.4.5. approves the structure and list of job titles of the Association Secretariat drafted by the Secretary-General and job descriptions of the Association employees;
 - 7.4.6. approves the procedure of salary estimation and incentives of the Association staff drafted by the Secretary-General;
 - 7.4.7. adopts decisions to convene the Association Conference, drafts and approves its agenda;
 - 7.4.8. enforces the Association strategic activity plan, programs approved by and decisions adopted by the Conference, organizes the planned events, administers the funds intended for implementation of the activity program, and performs other assignments of the Conference;
 - 7.4.9. adopts decisions on the use of funds from the start of calendar year to the ordinary Conference, i.e. during the period before the approval of the budget for the coming period by the Conference. In the adoption of decisions on the use of funds, the Executive Committee shall be guided by the respective average monthly expenses in the budget of the past period.
 - 7.4.10. considers and approves the sports and other events calendar plan, its amendment and plans of other measures;
 - 7.4.11. approves the composition of the Lithuanian national teams and their coaches, approves training programs of the Lithuanian national teams, and, on the proposal of the Elite Sports Commission, approves the composition of delegations for the international competitions;
 - 7.4.12. decides on the admission of new members and associate members, change of the type of membership in the Association, suspension of membership or expulsion of members as provided for in the Articles herein;
 - 7.4.13. submits proposal to the Conference on the recall of the President and Vice-president(s) from the office;
 - 7.4.14. submits draft annual financial accountability of the Association and the independent auditor's conclusion to the Conference;

- 7.4.15. deals with other governance and operational issues of the Association within the limits of its competence;
- 7.4.16. determines the information that shall be deemed a commercial (industrial) secret of the Association;
- 7.4.17. organizes and assures the financial audit of the Association;
- 7.4.18. approves the draft strategic plan of the Association and supervises the implementation thereof;
- 7.4.19. approves the Association code of ethics, disciplinary, anti-doping rules, rules on the safety of the coordinated discipline competitions, prohibition of manipulations in sports, prevention of spectator violence during the competitions, and establishes liability for violation of these rules;
- 7.4.20. organizes voluntary activity in accordance with the Law on Volunteering of the Republic of Lithuania;
- 7.4.21. decides on the provision of the security of performance of the Association obligations (e.g., pledge of assets, etc.);
- 7.4.22. establishes the salaries of the President and Secretary General;
- 7.4.23. performs other functions assigned to the competence of the Executive Committee by the laws of the Republic of Lithuania, other regulations, and the Articles herein.
- 7.5. The right of initiative to convene the session of the Executive Committee belongs to 1/3 (one-third) of the Executive Committee members and the President. The Secretary-General shall notify the members of the Executive Committee on the convened session in writing, at least 7 (seven) days prior to the prospective date of the session. The sessions of the Executive Committee shall be convened at least 4 times a year. Minutes shall be taken during the sessions. The Secretary-General is entitled to participate in the sessions of the Executive Committee without the right to vote, unless the Secretary-General is also a member of the Executive Committee, or unless decided otherwise by the Executive Committee.
- 7.6. The Executive Committee may adopt decisions if more than ½ (half) of the members of the Executive Committee are present at the session. Each member of the Executive Committee has one vote. The decisions are adopted by the simple majority of votes of the Executive Committee members participating in the session. In case of equal distribution of votes, the vote of the Association President shall be the decisive voice. If, in the event of equal distribution of votes, the President is not present in the adoption of the decision, the casting vote shall be given to the Chairperson of the session.
- 7.7. The sessions of the Executive Committee shall be organised by the electronic means of communication, providing the possibility for the members of the Executive Committee to participate and vote at the sessions of the Executive Committee using the electronic means of communication. The procedure of participation and voting by the electronic means of communication is established in the rules of procedure of the Executive Committee.
- 7.8. The sessions of the Executive Committee are chaired by the President; by the President and, in case of absence or inability to carry out the duties for other reasons – by the first Vice-president.

VIII. PRESIDENT

- 8.1. The President is a single-person governing body of the Association elected for the 4 (four)-year term of office. A person cannot be elected as the President for more than 2 (two) subsequent office terms. The President is elected for the four-year term of office by the Conference. The 4-

year period is calculated from the end of the Summer Olympic Games organized by the International Olympic Committee (IOC) to the end of the next Summer Olympic Games (end of the Olympic cycle), i.e. elections of the President are conducted in the same year as the Summer Olympic Games conducted by the IOC. In this case, the Association reporting-electoral conference may be convened upon the end of the Summer Olympic Games, i.e. upon the end of the Olympic cycle. This clause of the Articles shall also be applied to the President elected and performing the functions during any Olympic cycle.

8.2. The President:

- 8.2.1. directs the Association activities;
 - 8.2.2. chairs the sessions of the Executive Committee and coordinates its activities; establishes the areas of activity and duties allocated to the members of the Executive Committee;
 - 8.2.3. issues authority to the Vice-presidents, the Secretary-General, other members of the Executive Committee, and members of the commissions to perform the functions allocated to their respective competence;
 - 8.2.4. signs the decisions of the Executive Committee and monitors the implementation thereof, unless the Executive Committee has authorized another member of the Executive Committee to sign the certain decision of the Executive Committee;
 - 8.2.5. enters into and signs the transactions, agreements/contracts with the natural persons and/or legal entities on behalf of the Association;
 - 8.2.6. represents the Association in the courts, arbitral institutions, state and municipal authorities, international organizations (World Aquatics, LEN, and others), and relations with other legal entities and natural persons;
 - 8.2.7. hires and dismisses the employees, concludes the employment contracts with them;
 - 8.2.8. imposes disciplinary penalties, and incentives to the employees;
 - 8.2.9. drafts and submits the annual report on the Association activities to the Association;
 - 8.2.10. coordinates the drafting of the strategic plan of the Association and assures the implementation thereof;
 - 8.2.11. is responsible for the formation of the annual financial accountability of the Association and submission thereof to the Executive Committee and the Conference;
 - 8.2.12. performs other functions applicable to the President as provided for in the laws of the Republic of Lithuania, other regulations, and the Articles of the Association.
- 8.3. The President may have deputies who are the first Vice-president and vice-president. The individuals are approved for the offices of the first Vice-president and vice-president at the Conference at the proposal of the President. The President, the Vice-presidents, and the members of the Executive Committee may be remunerated for their activities.
- 8.4. The President may be recalled under the decision of the Conference, if the Conference decides that the President has failed to comply with the Articles herein, has neglected the Association interests, or has intentionally compromised them, or confidence has been lost in the President.
- 8.5. In case of the President's resignation or illness, or in case of the President's incapacity to perform the duties for any other reasons, the President's duties shall be temporarily performed by the first Vice-president. In case of the President's death, recognition of the President as legally incapable

under the procedure provided for by the laws of the Republic of Lithuania, President's resignation or recall from the office under the decision of the Conference under clause 8.4 of the Articles, the Executive Committee shall convene the Conference for the election of a new President for the remaining part of the office term within 10 calendar days.

IX. SECRETARY-GENERAL

- 9.1. The Secretary-General directs the activities of the Association Secretariat.
- 9.2. Upon the President's proposal, the Secretary-General shall be appointed and his/her salary shall be determined by the Executive Committee. The competition for the Secretary-General position may be held. The employment contract with the Secretary-General shall be signed by the President. The employment contract with the Secretary-General shall be concluded for the term of office of the Executive Committee.
- 9.3. In the performance of activities of the Secretary-General, the Secretary-General shall comply with the laws of the Republic of Lithuania and other regulations, the Articles herein, staff regulations approved by the Executive Committee, and decisions of the Conference and Executive Committee.
- 9.4. The Secretary-General performs the following functions:
 - 9.4.1. enforces the decisions of the Conference, the President, and the Executive Committee, organizes and directs the activities of the Secretariat, and handles current administrative affairs of the Association;
 - 9.4.2. acts on behalf of the Association in all and any state institutions and authorities, represents the Association in the courts and arbitrary institutions, and in relations with the third (either private or public) parties in accordance with the authorization issued by the President;
 - 9.4.3. prepares the program of the Association activities, annual calendar of the sports competitions, rules and regulations of the sports competitions;
 - 9.4.4. prepares the list of job titles and rules of procedure of the staff of the Association Secretariat and submits them for the consideration of the Executive Committee;
 - 9.4.5. prepares the procedure for salary estimation and incentives to the Association employees and submits it for the consideration of the Executive Committee;
 - 9.4.6. submits the report on the Association activities to the Executive Committee at least once per quarter;
 - 9.4.7. is responsible for the notification of the Association members and associate members on the place, date, time, and agenda of the convened Conference in accordance with the data provided to the Secretary-General by the Executive Committee; notification on the place, date, time, and agenda of the session of the Executive Committee in accordance with the data provided to the Secretary-General by the President.

X. CONTROL OF FINANCIAL PERFORMANCE

- 10.1. In case the Association employs the chief financial officer (CFO) (the accountant), he/she shall not be related by blood or marriage to any members of the governing bodies, heads of the Association; a legal entity may perform the CFO functions on the contract basis.

- 10.2. The control of the financial performance of the Association is performed by an independent auditor elected by the Conference as provided for by the Articles herein and the laws of the Republic of Lithuania. The auditor audits the financial statements of the Association and submits his/her report to the Conference in accordance with the laws and other regulations of the Republic of Lithuania and the documents governing the professional activity.
- 10.3. The Secretary-General of the Association shall present the requested financial and accounting documents to the auditors.
- 10.4. The report on activities of the Association shall include all the mandatory information in accordance with the Law on Associations of the Republic of Lithuania.
- 10.5. The report on the Association activities and set of annual financial statements shall be submitted to the Register of Legal entities and published on the official website of the Association as provided for by the Law on Associations of the Republic of Lithuania.

XI. DISCIPLINARY AND ETHICS COMMISSION OF THE ASSOCIATION

- 11.1. The Disciplinary and Ethics Commission of the Association is the legal disciplinary body of the Federation.
- 11.2. The Disciplinary and Ethics Commission of the Association consists of 3 (three) members elected for 2 (two)-year office term by the Executive Committee. An elected member of the Disciplinary and Ethics Commission of the Association may serve as the member of this Commission for an unlimited number of office terms.
- 11.3. The Disciplinary and Ethics Commission of the Association may impose sanctions provided for in the Disciplinary and Ethics Code of the Association.
- 11.5. The Disciplinary and Ethics Commission of the Association deals with all the disputes and disagreements rising among the Association members and associate members and the Association related to the Association Articles, rules, resolutions and decisions of the Association bodies under the preliminary out-of-court procedure. The rules of preliminary out-of-court dispute resolutions shall be determined by the Executive Committee.

XII. ESTABLISHMENT AND WINDING UP OF BRANCH OFFICES AND AGENCIES

- 12.1. The Association shall be entitled to establish branch offices and agencies in the Republic of Lithuania and other countries. The branch offices and agencies established by the Association shall not be legal entities. The Association shall be liable for the obligations of the branch offices, and the branch offices shall be liable for the obligations of the Association.
- 12.2. The decision on the establishment of a branch office or entity or termination of the activities thereof shall be adopted by the Executive Committee.
- 12.3. The Association branch offices and agencies shall operate in accordance with the statutes of the respective Association branch office approved by the Executive Committee; the statutes of the branch office shall comply with the requirements provided for in the laws and other regulations of the Republic of Lithuania.
- 12.4. The activities of the Association branch office or agency shall be organized and conducted by the Director who shall become entitled to represent the branch office or agency in relations with the third parties only upon the registration of the respective Association subdivision. The right

to appoint and recall the Director of the branch office or agency shall be reserved to the Association President.

12.5. The Association may have an unlimited number of branch offices and agencies.

XIII. ASSETS AND FUNDS OF THE ASSOCIATION

13.1. The Association may, by property right, own buildings, vehicles, facilities, and other assets necessary for the activities provided for in the Articles herein and acquired using the following sources of funds:

13.1.1 initial membership and associate membership contributions and current membership and associate membership fees;

13.1.2 ring-fenced funds of the state and municipality, funds intended for the implementation of the physical fitness and sports programs, funds of the elite sports programs;

13.1.3 funds and assets transferred at no cost, support and charity by the natural persons and legal entities;

13.1.4 inheritance by will or on other legal grounds granted to the Association;

13.1.5 interests paid by the credit institutions for the funds held therein;

13.1.6 other lawfully acquired funds.

13.2. The assets (including the monetary funds) acquired as support, charity, or any assets acquired otherwise at no cost shall be used by the Association as provided for in the Law on Associations of the Republic of Lithuania and the Articles herein.

XIV. PRESENTATION OF DOCUMENTS AND OTHER INFORMATION ON THE ASSOCIATION ACTIVITIES TO THE MEMBERS

14.1. In case of a written request by any member or associate member of the Association, the Secretary-General shall, within 7 (seven) working days from the receipt of the request, provide the member or associate member with the opportunity to become familiar with and/or provide copies of the following documents: the Articles of Association of the Association, the annual financial accountability reports, the reports on activities of the Association, decisions of the Conference, decisions of the Executive Committee, the Association member and associate member lists, etc. that shall be public in accordance with the laws and other regulations of the Republic of Lithuania, unless any of such documents contain a commercial (industrial) secret of the Association.

XV. NOTIFICATION PROCEDURE

15.1. The notifications on the convened Conference and other Association notifications provided for in the Articles herein shall be sent to each Association member and associate member by email, fax, or registered letter, or delivered against signature. The notification on the convened Conference shall include its agenda, place, and date of the session.

15.2. The Secretary-General shall be responsible for the timely dispatch of the notifications.

15.3. Any public notifications related to the Association activities shall be published in the public notice publication of Public Enterprise Centre of Registers and/or on the Association website <https://www.ltuswimming.com>. Where alternative notification methods are allowed by the laws and other regulations of the Republic of Lithuania and the Articles herein, the Executive Committee shall be entitled to decide on the specific notification method.

XVI. AMENDMENT OF THE ARTICLES OF ASSOCIATION

- 16.1. Amendment of the Association Articles of Association may be initiated by the persons holding the right to convene the Conference.
- 16.2. The Articles of Association may be amended only by the decision of the Conference adopted by the majority of votes at least 2/3 (two-thirds) of the Association members participating in the Conference and holding the voting right.
- 16.3. Upon the adoption of the decision to amend the Articles by the Conference, full text of the amended Articles shall be written down and signed by the person authorized by the Conference.
- 16.4. The amended Articles shall come into effect and can be relied upon only after the registration of the amended Articles as provided for by the laws of the Republic of Lithuania.

XVII. REORGANISATION AND WINDING UP OF THE ASSOCIATION

- 17.1. The issues of reorganization or winding up of the Association shall be decided by the Conference by the majority of votes at least 2/3 (two-thirds) of the Association members participating in the Conference and holding the voting right. The reorganization or winding up of the Association shall be performed in accordance with and on the basis of the Law on Associations of the Republic of Lithuania and the Civil Code of the Republic of Lithuania.

XVIII. OTHER PROVISIONS

- 18.1. The requirements on the number of terms of office of the President and Vice-presidents under clause 8.1 of the Articles herein shall become effective as of the first electoral Conference taking place upon the entry into force and registration of the Articles herein.

The Articles of Associations were approved at the extraordinary Conference of the Association LTU Aquatics on [28/05/2024].

The Articles of Associations were signed in 3 (three) original copies in Vilnius on [28/05/2024].