

Statutes of the association

"Swiss Cave Diving"



(text of reference is in German)

Association "Swiss Cave Diving"

(Version: extraordinary GA as of 27 April 2014)

Name and Seat of the Association

Article 1

- a) Under the name "Swiss Cave Diving" an association according to art. 60 ff. of the Swiss Civil Code has existed since 01.04.2004. Swiss Cave diving may choose to be entered in the commercial register.
- b) The legal domicile of Swiss Cave Diving is located at the domicile of its President. The President must be domiciled in Switzerland.
- c) Swiss Cave Diving has no commercial objectives and is politically and religiously neutral.

Aims and Objectives

Article 2

The aims of the association are:

- a) Promotion of cave diving in general.
- b) Promotion and active operation of cave exploration below and above the water.
- c) Contact and cooperation with other organizations that are active in the wider community of caving, cave diving and cave protection.
- d) Organization of training courses for cave diving and caving with delivery of appropriate certifications. It can also use contracts or agreements (mutual agreements) on the mutual recognition of certification cards with others working in this area, be that organizations or businesses. Swiss Cave Diving in particular follows Best Practice in the area of cave diving-techniques and -education. Swiss Cave Diving develops and applies its own standards.
- e) Development of training aids
- f) Publication of research results, experience reports etc. in relevant publications.
- g) Protection and preservation of the cave environment in Switzerland and - within the framework of the means and resources - also abroad.

Affiliation to other organizations

Article 3

- a) Swiss Cave Diving as a whole or parts of it can affiliate, in appropriate form, to all recognized national or international associations, if it is useful to achieve the association's goals.
- b) A decision to do so requires a 2/3 majority at the Annual or Extraordinary General Assembly.
- c) The representative of the Association on General- or Delegate Assemblies of such other associations (depending on number of representation rights) is usually the President and/or other members of the board.

Membership

Article 4

- a) Swiss Cave Diving consists of active-, passive- and honorary members.
- b) Any legal or natural person, who previously was an active- or passive member of Swiss Cave Diving may become, on application at the General Assembly, an honorary member.

Admittance

Article 5

- a) Applications for admission to membership shall be submitted to the Board in writing. The Board decides in free cognition and final decision on temporary admission. If the admission was rejected by the Board, there is no obligation to disclose the reasons to the applicant. Objections may not be raised against the decision. A new member has to be provisionally registered with the Association at least three (3) months prior to the General Assembly. The General Assembly decides on the definitive acceptance of the membership, with at least 2/3 of the votes present. This decision cannot be challenged in court.
- b) Passive members are accepted at the request of the Board with at least a 2/3 majority of the votes present. The exception is former active members who are moving to passive membership.

Member with voting rights

Article 6

- a) Swiss Cave Diving Active Members: Natural persons who have reached 16 years of age, have obtained a Cave Diving Certificate of a recognized association or on the date of filing of the request for admission, are in the process of completing recognized cave diving training and also identify themselves with the objectives and purpose of the Association and actively participate in the associations community life.
Recognized organizations in principle are the organizations listed in Annex 1.
For other organizations, a review of the obtained training of the applicant would take place by using a standardized questionnaire, if so deemed necessary. Previous cave diving experience may be considered. Basically, however, only organizations are to be recognized, which in turn fully recognize our own certification (on equivalency principle). With juvenile persons, the consent of the holder of parental authority is also required.
- b) Passive Member: Natural persons who are close to cave diving, but are no longer active cave divers, as well as other legal persons who identify themselves with the goals of Swiss Cave Diving. Passive members are entitled to the same benefits as active members.
- c) Honorary Members: Active- or Passive Members, who have rendered outstanding services to Swiss Cave Diving. They shall be appointed at the request of the Board by the General Assembly. They have the status of an active member. They are exempt from the obligatory annual membership fee for Swiss Cave Diving.

Switch from active to passive membership status

Article 7

- a) The transfer from active to passive membership can only be requested prior to the Annual General Assembly and shall be dealt with under the agenda item "membership changes".
- b) The transfer is valid from this date on.

Withdrawals and Exclusions

Article 8

- a) Withdrawal from Swiss Cave Diving may be declared at any time in writing by a member in accordance with the statutory period of six (6) months from the end of the calendar year. The membership fee for the current Association year is to be paid anyway. The notice shall however be made at least thirty (30) days prior to the Annual General Assembly.

Statutes of Swiss Cave Diving

- b) The exclusion of a member may also be requested by any other member, if the member to be excluded inflicts on Swiss Cave Diving as a corporation or an individual member any material- or immaterial damage, or attempted to do so. Or has not paid, despite a reminder, the annual contribution. Any request for exclusion has to be made to the Board in writing, submitted at least thirty (30) days prior to the Annual General Assembly. The Board has to notify all members in writing at least one (1) week after receipt by the Board.
- c) Other reasons for exclusion are:
 - Degradation in terms of reputation of Swiss Cave Diving as a whole or of parts (eg by specialist groups) or by one of its members' be it through words or deeds.
 - The disclosure of user IDs and passwords to protected areas of the website of Swiss Cave Diving to non-members.
 - The transfer of not already otherwise made publicly available content from the protected website areas to non-members without the consent of the copyright owner.
- d) A final decision can only be taken by the General Assembly with a 2/3 majority of the votes present. Appeals against the decision of the General Assembly are not possible.
- e) All rights and obligations of a member (particularly the entitlement to the assets of the association) become void when withdrawing, due to expulsion or death. The membership fee for the current year is payable in all cases, except in the case of death.

Contribution Obligation of the Members

Article 9

1) For ordinary Swiss Cave Diving Members

- a) The *maximum* annual membership fee is CHF 50.-.
- b) The membership fee can be changed by the General Assembly, but not higher than defined in lit. a).
- c) Honorary members are relieved of the obligation to contribute the annual membership fee.

2) Swiss Cave Diving Members with additional memberships according to art. 3

- a) If Swiss Cave Diving is obliged to collect the fees of other organizations of which its members hold membership then the fees of the other organizations are collected together with the Swiss Cave Diving annual membership fee. The collected fees are then passed on to the relevant organization on a 1:1 basis. Debts in relation to other organizations will always remain the responsibility of the member concerned.
- b) Otherwise, it is the individual members' statutory obligation to pay the fees of other associations.

Bodies of the Association

Article 10

The Bodies of the Association are:

- a) The General Assembly (Membership Assembly)
- b) The Board
- c) The Expert Groups
- d) The Auditors

All activities of the bodies of the association and their members are voluntary. However the effective expenses are reimbursed.

Bodies of the Association: the General Assembly

Article 11

- a) The supreme body of the association is the General Assembly.

Statutes of Swiss Cave Diving

- b) The General Assembly is held annually in the 1st quarter. The exact date will be determined by the Board.
- c) An Extraordinary General Assembly shall be convened by the Board, if urgent and essential business requires it, or where a fifth of the affiliated members demand such an assembly.
- d) The General Assemblies shall be called by the Board. The notice shall be in writing and contain the agenda at least three (3) weeks in advance.
- e) The General Assembly is presided by the Board in the following order of priority: President - Vice President - Actuary - any other Board member.

Article 12

The competencies of the General Assembly include:

- a. Appointment of scrutineers
- b. Approval of the minutes of the last General Assembly
- c. Approval of the Financial Statement
- d. Approval of the Board
- e. Appointment of the following Board Members for the period of two (2) year (re-elections are possible):
 - President
 - Vice President
 - Actuary
 - Treasurer
- f. Appointment of two (2) Auditors and replacement Auditors (optional)
- g. Budget for the current fiscal year
- h. Definition of the membership fee for the next fiscal year
- i. Decisions on the affiliation of the association with other organizations as a whole
- j. Statues, or the revision thereof
- k. Membership applications
- l. Board applications
- m. Change of Membership (approval of membership or exclusions; appointment of Honorary Members, changes from active to passive memberships)
- n. Discussion of and supplements to the yearly activities programme
- o. Dissolution of the Association and use of the liquidation assets
- p. Any other decisions on business, which are required by law to be decided on by the General Assembly

Article 13

- a) The General Assembly may decide on applications from members only if they are submitted to the Board in writing twenty (20) days prior to General Assembly. Regarding applications received after this date, the General Assembly will decide at the beginning of the Assembly, whether these are to be dealt with.
- b) Minutes, approved by the president have to be published within three (3) months.

Article 14

- a) At the General Assembly, every present member with voting rights has one (1) vote. A deputy cannot be designated for a member who is absent.
- b) Members have to abstain from voting if the vote relates to an election or decision that concerns them personally, family members or close relatives.

Statutes of Swiss Cave Diving

- c) Resolutions are passed by a simple majority of the votes present. This does not include decisions on affiliations of the association to other organizations (be it in whole or in part), admissions, exclusions, as well as changes in the statutes. For the latter, a 2/3 majority is required.
The vote takes place by raising a hand, unless 1/5 of the members present request a secret vote.
Admissions of new active members take place in an open vote by raising a hand. If the admission of a new member is not appealed against, the vote can also be done by a clearly identifiable acclamation of multiple new members *in corpore*.
- d) In a tie, the head of the General Assembly has the casting vote (Assembly President).
- e) Decisions at a General Assembly are binding for all members.

Bodies of the Association: The Board

Article 15

- a) The Board consists of:
 - Members *with full* voting rights:
 1. the President
 2. the Vice President
 3. the Actuary
 4. the Treasurer
 5. the Leader of the permanent Expert Group „Education“
 6. the Leader of the permanent Expert Group „Research“
 - Members *without voting* rights:
 7. one or multiple Leaders of non permanent Expert Groups as assessors with advisory vote.
- b) The President and the Vice President must be active members of Swiss Cave Diving for at least two (2) years prior to their election.
- c) The other members of the Board must be active members of Swiss Cave Diving for at least one (1) year prior to their election.
- d) Expert Group Leaders are not elected by the General Assembly, but chosen from the members of the relevant Expert Group by the other group members.
- e) Accumulation of a maximum of two (2) Board positions is permissible, subject to other legal provisions.
- f) The Board shall meet at the order of the President or at the request of two (2) other Board members, as often as it is necessary for open business to be addressed.
- g) The Board has a quorum if at least half of its members are present. Written powers of representation are permitted.
- h) The Board is the preparatory and executive body of the association. It represents - either collectively or by individual members - the Association to third parties, in particular in relation to authorities and other organizations and arranges contacts between the affiliated and friendly organizations.
- i) For the General Assembly, the Board creates a proposal for the annual program of the association, which can be supplemented at the Assembly. An actual acceptance by the General Assembly does not occur.
- j) The Board manages the assets of the Association and has the resources available within the powers and budget given by the General Assembly.
- k) In its competence falls the implementation of decisions taken by the General Assembly and of all transactions whose execution is not reserved by law or by the statutes to the General Assembly itself.

Statutes of Swiss Cave Diving

- l) Any contractual obligation of one (1) year and any obligation of CHF 1'000 must be approved by the Board.

For legal business obligations of the Association to third parties the right of authorization is defined as follows:

- aa) the President with his single signature
 - bb) the Vice President in collective signature with a second Board member
 - cc) the Actuary in collective signature with a second Board member
 - dd) the Treasurer with his single signature (only in relation to financial issues)
- m) In a tie, the President has the casting vote.

Article 16

The Board may delegate some of its powers to the President, the Vice President or a selected Board member. It is also entitled to refer the treatment of specific questions to special Boards appointed by the president.

Article 17

- a) The President shall preside at the General Assembly and Board Assemblies. The President may delegate this task in particular cases also to other Board members
- b) The Vice-President shall represent the Association in the cases where the President is otherwise prevented from executing his duty. The Vice-President also takes on tasks that have been directly assigned by the President or by the Board.
- c) The Actuary is responsible for administrative tasks and the protocols.
- d) The treasurer shall keep accounts of the Association in accordance with the instructions of the Board, is responsible and accountable for the shop and for member administration.
- e) The Leader of the permanent Expert Group "Education" is responsible for all Cave Diving Courses individually or as a whole, offered by or in patronage with Swiss Cave Diving. The Leader coordinates and as required represents training requests to the Board. The Leader can take over operatively individual Projects of the Expert Group.
- f) The Leader of the permanent Expert Group "Research" is responsible for research- or similar supported projects which are carried out by members of Swiss Cave Diving, together or under its patronage. The Leader coordinates the activities and represents the interests of his area in the Board. The Leader is also the liaison with other organizations being active in caving research. He can take on operationally individual projects of his Expert Group.
- g) For the Leaders of other non permanent Expert Groups, the same activity description applies.
- h) The Leaders of the Expert Groups work under the supervision of the full Board, which they have to report to on the basis of its instructions and directives.

Bodies of the Association: Expert Groups (sections)

Article 18

- a) Individual members of Swiss Cave Diving with other special interests can form Expert Groups to execute their interests effectively. In addition, they can also join other federations or associations according to art. 3. This has no influence on their original membership of Swiss Cave Diving and the related rights and obligations.
- b) Members who wish to form such a Group, submit a request to the attention of the Board who has to decide with a 2/3 majority. The application shall list the purpose, objectives, activities and schedules, the means of realization as well as the leaders and participants.

- c) The Internal Bylaws (rules of procedure) of the expert groups is set out in Appendix 2 to these statutes.

Bodies of the Association: The Auditors

Article 19

- a) The General Assembly shall elect two (2) auditors or legal persons who control the accounting and at least once (1x) carry out random inspections annually.
- b) The auditors shall report to the Board and the General Assembly.
- c) The Auditors are elected alternating for two (2) years respectively.
- d) Re-election is possible.

Accounting (funding, resources)

Article 20

- a) The resources needed to carry out its tasks include the collection of membership fees, by obtaining grants, by conducting courses, through the sale of education materials and by voluntary contributions.
- b) For Liabilities of the Association only the Assets of the Association can be held liable. Personal liability of the Association's Members is explicitly excluded.
- c) The fiscal year is the calendar year.

Dissolution of the Association

Article 21

- a) The dissolution of the Association may be decided at the request of the complete Board by the General Assembly, if at least 2/3 of the present voting members vote in favour of such a request.
- b) In case of dissolution, the General Assembly decides on the disposal of the Associations Assets after meeting all outstanding debts and obligations.

Final Provisions

Article 22

- a) Unless otherwise provided for in these statutes, the provisions of Article 60 - 79 of the Swiss Civil Code (ZGB).shall apply.
- b) These statutes were adopted by the Extraordinary General Assembly on the 27 April 2014 in Im-mensee with the required 2/3 majority and come into force with immediate effect.

Rudolfstetten, 27 April 2014

The President: Beat Müller



The Actuary: Walter Gallmann



Remarks:

These statutes are passed on to the Registry of Commerce of the Kt. Aargau with the corresponding change request.

Appendix 1 to the Statutes of Swiss Cave Diving

Approved Training Organizations in Cave Diving Associations (art. 6, lit. a)

- CMAS.ch (only if SCD-Certifications – in return - are accepted, too)
- NACD (USA, International)
- NSS (USA, International)
- FMAS (Mexico)
- CDAA (Australien)
- IANTD (USA, International)

Status: 27. April 2014

Appendix 2 to the Statutes of Swiss Cave Diving

Internal Bylaws of the Expert Groups (art. 18)

- a) Expert groups for individual projects can be time-limited, made dependent on the achievement of objectives, or be permanent (eg. Education and Research).
- b) Every expert group has a leader. The leader's responsibilities are defined in art. 17.
- c) The leader of an expert group is elected by the members of this group from within the membership of the group (s. art. 15). The group leader will report to the Board. The leader of the permanent expert groups "Education" and "Research" have full voting rights on the Board. The other Group Leaders shall attend the Board meetings as observers in an advisory capacity.
- d) If such a group in accordance with art. 3 joins another association, they determine from their ranks as defined by the local statutes representation rights, a representative for the local General or Delegate Assembly. Without a mandate by the Board, they cannot be incorporated in these other associations and cannot make any commitments which legally or financially bind Swiss Cave Diving as an association. The delegates have a reporting obligation within a reasonable time to the Board.
- e) Under normal circumstances the members of an expert group decide on the dissolution of the group after completion of the project, after reaching the targets or by vote with a 2/3 majority of the group members. However, if a group has shown no activity for two (2) years, the Board may dissolve this group, with a 2/3 majority. If the activity of a group appears to damage, or damages the association (financial, reputation, etc.), the Board has the right to terminate this group by a simple majority with immediate effect.
- f) The means for achieving the goals of the expert groups must always be provided by the group itself. However, the Board may provide, at the request of a group leader, the resources from regular Association funds available for this purpose.

Status: 27 April 2014