

香港棒球總會有限公司
THE HONG KONG BASEBALL ASSOCIATION LIMITED

2021年周年會員大會
2021 Annual General Meeting

To cope with the statutory provisions of Companies Ordinance (Cap. 622) and further development of The Hong Kong Baseball Association Limited (HKBA), HKBA invited The Hong Kong Institute of Directors (HKIoD) to review the Articles of Association (AoA) and accept the recommendation to update the AoA. Accordingly, the Board of Directors proposed to amend the Articles of Association outline as below. Please refer to the attached "Articles of Association" for details.

1. To accept Virtual Meeting - Add the clause of Participation in Board Meetings

Clause 37. Subject to the articles, Directors participate in a Board Meeting, or part of a Board Meeting, when—

(a) such Board Meeting has been called and takes place in accordance with these articles, and

((b) the Directors can each communicate to the others any information or opinions they have on any particular item of the business of such Board Meeting.

Clause 38. In determining whether Directors are participating in a Board Meeting, it is irrelevant where any Director is or how they communicate with each other.

Clause 39. If all the Directors participating in a Board Meeting are not in the same place, they may decide that the Board Meeting is to be treated as taking place wherever any of them is. In avoidance of doubt, a Board Meeting may be held by means of electronic or other communication facilities (including, without limiting the generality of the foregoing, by telephone or video conferencing).

2. To add new terms in Part B definition

- ✧ *Add "Asian Federation" or "AF" means an Asian non-government organization administering one or more sport(s) at the region of Asia;*
- ✧ *Add "International Federation" or "IF" means an international non-government organization administering one or more sport(s) at the world level;*
- ✧ *Add "International Olympic Committee" or "IOC" shall mean the guardian of the Olympic Games and the leader of the Olympic Movement.*

A truly global organisation, it acts as a catalyst for collaboration between all Olympic stakeholders, including the athletes, the National Olympic Committees, the International Federations, Organising Committees for the Olympic Games, the Worldwide Olympic Partners and Olympic broadcast partners. It also collaborates

with public and private authorities including the United Nations and other international organisations.

The vision of the International Olympic Committee is to Build a Better World through Sport.

- ✧ *Add “National Olympic Committee” or “NOC” shall mean a national constituent of the Olympic Movement, an action carried out under the leadership of the IOC. The mission of the NOCs is to develop, promote and protect the Olympic Movement in their respective countries, in accordance with the Olympic Charter.*
- ✧ *Re-arrange the terms in alphabetical order*

3. General

Clause 4, suggest changing “signatories to Part A” to “subscribers of Part A”.

4. Disqualification of Directors

Clause 40, suggest adding the reason of (h) dies

5. New Objectives to be added

(t) To comply with the Code of Ethics, the rules of the IOC, NOC, IF and AF

(t1) To fight against the use in sports of substances and procedures prohibited by the IOC and IFs governing sports and to adopt and implement the World Anti-Doping Code, thereby ensuring that the Federation’s anti-doping policies and rules, membership and/or funding requirements and results management procedures conform with the World Anti-Doping Code and respect all the roles and responsibilities for National Olympic Committees that are listed within the World Anti-Doping Code;

(t2) To abide by the Code of Ethics, the rules of the NOC, IF and AF to which the Association is affiliated, these Articles and to assist in enforcing all decisions of the Association.

(u) To promote and develop the discipline of Baseball⁵ launched by the IF and select Hong Kong representatives to participate in international competitions.

(v) To promote and develop the discipline of E-Sports of the sports launched by the IF and select Hong Kong representatives to participate in international competitions.

(w) To raise the integrity awareness and enhance the governance of the Association according to the provisions of the Best Practice Reference for Governance of National Sports Associations established by the Independent Commission Against Corruption (ICAC).

28. 10. 2021