

(The following Articles of Association were adopted by The Hong Kong Baseball Association Limited at its Annual General Meeting held on 23rd day of October 2020 and superseded all previous Articles of Association adopted or amended by The Hong Kong Baseball Association Limited.)

See the proposed change in red.

THE COMPANIES ORDINANCE (CHAPTER 622)

Company Limited by Guarantee

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

Part A

1. The name of the Company is "THE HONG KONG BASEBALL ASSOCIATION LIMITED 香港棒球總會有限公司 " (hereinafter called "the Association").
2. The registered office of the Association will be situated in Hong Kong.
3. The objects for which the Association is established are:
 - (a1) To act as the national authority for Baseball and related sports activities in Hong Kong.
 - (a2) To promote and encourage widespread participation in Baseball and related sports activities in Hong Kong.
 - (a3) To nurture a successful squad of elite baseball players from the Hong Kong community.
 - (a4) To spot and foster the potential of young baseball players in Hong Kong.
 - (a5) To carry out studies and investigations and promote and organize seminars and conferences of technical and scientific nature for the improvement and development of Baseball throughout the Hong Kong community.

- (a6) To select teams and individuals from the Hong Kong community to represent Hong Kong in national and international baseball competitions.
- (a7) To develop and foster the proficiency in coaching, umpiring and associated technical aspects of Baseball in Hong Kong.
- (a8) To undertake any other activities related to the promotion of Baseball in Hong Kong.
- (b) To take all such steps as shall be deemed necessary or desirable.
- (c) To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal estate which may be deemed necessary or convenient for any of the purposes of the Association.
- (d) To construct, maintain and alter any houses; buildings, or works necessary or convenient for the purposes of the Association.
- (e) To sell, manage, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Association.
- (f) To hire and employ all classes of persons considered necessary for the purposes of the Association and to pay to them and to other persons in return for services rendered to the Association, salaries, wages, gratuities, and pensions.
- (g) To promote and hold either alone or jointly with any other society, club or person meetings, dinners, balls, concerts and other entertainments deemed to be necessary for the promotion of the Association's activities.
- (h) To subscribe for, become a member of and co-operate with any other association, whether incorporated or not, whose objects are altogether or in part similar to those of the Association.
- (i) To borrow or raise and give security for money by the issue of or upon bonds, debentures, debenture stock, bills of exchange, promissory notes or other obligations or securities of the Association, or by mortgage or charge upon all or any part of the property of the Association for the sole purpose of the attainment of the objects of the Association..

- (j) To establish and maintain libraries and to furnish the same with books, reviews, magazines, newspapers, film material and others which may be thought desirable for the promotion of the interests of the Association and its members.
- (k) To invest and deal with the money of the Association not immediately required, upon such securities and in such manner as may from time to time be determined.
- (l) To seek from and make representations to the Government for the tenure or lease of any land, property or building for the use of the Association towards the promotion of its objects and to enter into any arrangements with the Government or with any authority, supreme, municipal, local or otherwise that may be conducive to the Association's objects or any of them, and to obtain from the Government or any such authority any rights, privileges and concessions which the Association may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges, and concessions.
- (m) To admit any persons (whether eligible or not eligible for membership) to be associated or honorary members of the Association on such terms and to confer on them such rights and privileges as may seem expedient for the attainment of the objects of the Association.
- (n) To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint adventure, reciprocal concession or otherwise with any person, company or association carrying on or engaged in or about to carry on or engage in any business or transaction which the Association is authorised to carry on or engage in or any business or transaction which is capable of being conducted so as directly or indirectly to benefit the Association and to take or otherwise acquire and hold shares or stock in or securities of and to subsidise or otherwise assist any such company or association, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with, such shares or securities.
- (o) To purchase or hire or provide and maintain and to sell or otherwise dispose of all kinds of furniture, plate, linen, glass, books, papers, periodicals, stationery, billiard tables, cards, games, tools, implements, machines, utensils and other things required or which may be conveniently used in connection with the playing fields and grounds, clubhouses, bathing pavilions, and other premises of the Association by

persons frequenting the same, whether members of the Association or not.

- (p) To buy, prepare, make, supply, sell and deal in all kinds of jerseys, uniforms, boots, balls, clubs, pads, masks, gloves, nets, bats, shuttlecocks, helmets, protectors, and all apparatus used in connection with the games of association; and all kinds of liquors, provisions and refreshments, food and catering services, required or used by the members of the Association or other persons frequenting the grounds, or premises of the Association.
- (q) To promote, organize, finance and manage, either alone or jointly with any other associations, clubs or persons, tours or visits to places outside Hong Kong, of teams or individuals from the Hong Kong community to participate in competitions, contests, matches or exhibitions.
- (r) To promote, organize, invite, finance and manage either alone or jointly with any other associations, clubs, or persons, the visit to Hong Kong of teams or individuals outside Hong Kong to participate in competitions, contests, matches or exhibitions in Hong Kong upon such terms and conditions as may be determined.
- (s) To administer the funds of the Association for the sole purpose and objects of the Association and to regulate competitions, matches, and exhibitions, and to frame rules for the regulation thereof, and to take all necessary steps to enforce such rules when made.
- (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).
 - (x) To do all such other lawful things as are incidental or conducive to the attainment of the above objects.
4. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Articles of Association; and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit, to the members of the Association. PROVIDED that nothing herein shall prevent the payment, in good faith, of remuneration to any officer or servant of the Association, or to any member of the Association, in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding 15% per annum on money lent, or reasonable and proper rent for premises demised or let by any member to the Association; except as provided in the Articles, no member of the Board of Directors or governing body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefits in money or money's worth shall be given by the Association to any member of such Board of Directors or governing body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association.
5. The liability of the members is limited.
6. Every member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while he is a member, or within one year afterwards, for payment of the debts and liabilities of the Association contracted before he ceases to be a member and the costs, charges, and expenses of winding up, and for the adjustment of the rights of the

contributories among themselves such amount as may be required, not exceeding \$10.00.

7. If upon the winding-up of the Association there remains after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the members of the Association but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of the Article (Part A) hereof; such institution or institutions to be determined by the members of the Association before the time of dissolution, and in default thereof by such judge of the High Court of Hong Kong as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to such provision, then to some charitable object.
8. True accounts shall be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipts and expenditure take place, and of the property, credits, and liabilities of the Association; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being in force, shall be open to the inspection of the members. Once at least in every year, the accounts of the Association shall be examined, and the correctness of the balance sheet ascertained by one or more properly authorized Auditor or Auditors.

~ End of Part A ~

Part B

1. In these Articles, unless the context otherwise requires, the following expressions shall have the following meanings:--

"The Association" shall mean the "THE HONG KONG BASEBALL ASSOCIATION LIMITED 香港棒球總會有限公司";

“These Articles” shall mean these Articles of Association;

"The Ordinance" shall mean the Companies Ordinance (Chapter 622 of Laws of Hong Kong) as amended or supplemented from time to time;

"The Board" shall mean the Board of Directors of the Association from time to time;

“The Standing Board” shall mean the Standing Board of Directors of the Association from time to time;

"The Director" shall mean the member of the Board of Directors of the Association from time to time;

(Re-arranged the following terms in alphabetical order as recommended)

“a person” shall include an individual, a company, a body corporate (whether limited or unlimited), a club or a team or any other entity in any form;

“Annual General Meeting” shall mean the annual general meeting of members of the Association held in accordance with Article 14 (Part B) of these Articles and shall include the first general meeting of the Association;

"Asian Federation" or "AF" shall mean an Asian non-government organization administering one or several sport(s) at the region in Asia;

“Associate Member” shall mean any individual or club or team which is admitted to the membership in accordance with Article 6(a)(iii) of Part B of these Articles;

“Board Meeting” shall mean any meeting of the Board held in accordance with these Articles.

“Extraordinary General Meeting” shall mean any general meeting of members of the Association held in accordance with these Articles but shall exclude the Annual General Meeting;

“Full Member” shall mean any member of the Association which is entitled to vote at the General Meeting as described under Article 6(a)(ii) of Part B of these Articles;

“General Meeting” shall mean any general meeting of members of the Association held in accordance with these Articles (whether Extraordinary General Meeting or Annual General Meeting);

“Honorary Member” shall mean any individual who is admitted to the membership of the Association in accordance with Article 6(a)(i) of Part B of these Articles;

“including” shall mean “including but not limited to”;

"International Federation" or "IF" shall means an international non-government organization administering one or several sport(s) at world level;

“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.

"in writing" shall mean any mode of reproducing words in a visible form including hand-writing, photography, and printing;

“Membership Benefits” shall mean entitlements to receive publications and information released by the Association, to participate in any activities or competitions of the Association and to other privileges as determined by the Association from time to time;

“Membership Fee” shall mean any membership fee payable to the Association as determined by the Association from time to time;

“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.

“Officers” shall mean those officers of the Association as mentioned in Article 12 of Part B of these Articles;

“Ordinary Resolution” shall mean a resolution passed at a General Meeting by a majority of more than 50% of the votes cast by Full Members attending and voting at such General Meeting in person or by proxy;

“Special Resolution” shall mean a resolution passed at a General Meeting by not less than 75% of the votes cast by the Full Members attending and voting at such General Meeting in person or by proxy;

“Student Member” shall mean any student or any minor who is admitted to the membership of the Association in accordance with Article 6(a)(iv) of Part B of these Articles;

“Term” shall mean the period from an Annual General Meeting or any point of time thereafter to the next following Annual General Meeting;

and

Words importing the singular number shall include the plural and vice versa;
and

Words importing any one gender shall include the other genders.

General

2. For the purposes of registration, the number of members of the Association is unlimited.
3. The Association is established for the purposes expressed in Part A of these Articles.
4. The first members of the Association shall be the ~~signatories to~~ subscribers of Part A of these Articles and these presents.

Membership

5. (a) Any person who applies to become a Full Member, an Associate Member or a Student Member shall do so in writing by way of a prescribed application form as provided by the Association. Any application for the membership of a Full Member shall be proposed by at least one Full Member and seconded by at least another Full Member.

(b) All applications for the membership of the Association made pursuant to Articles 5(a) in Part B of these Articles shall be subject to the approval of the Association. The Association may refuse any such applications without giving any reasons.

(c) Any member of the Association may terminate its membership of the Association by giving written notice to the Association. The Board may at its absolute discretion terminate the membership of any member of the Association

(d) All members of the Association shall comply with these Articles and other regulations or rules of the Association.
6. (a) The members of the Association shall be divided into the following categories:
 - (i) Honorary Members: The Board may at its absolute discretion recommend and approve any individual be admitted to the membership of the Association as an Honorary Member. Honorary Members shall enjoy Membership Benefits and are not required to pay any Membership Fee. The membership of an Honorary Member shall last

the life of such Honorary Member until terminated by such Honorary Member or the Board according to these Articles.

- (ii) Full Members: Any individual at the age of 18 or above or any club lawfully organised may apply to become a Full Member in such manner as prescribed by these Articles. Each Full Member shall pay a one-off, upfront Membership Fee. Full Members shall enjoy Membership Benefits. Any Full member who is an individual shall be eligible to be appointed as a Director or an Officer or a coach or any team member or any other officers in any activities or competitions of the Association. Full Members shall be entitled to vote at the General Meetings.
 - (iii) Associate Members: Any individual at the age of 18 or above or any club or team may apply to become an Associate Member in such manner as prescribed by these Articles. Each Associate Member shall pay annual Membership Fee to renew the membership every year, otherwise, the membership shall be terminated automatically. Associate Members shall enjoy Membership Benefits.
 - (iv) Student Members: Any individual below the age of 18 or any student may apply to become a Student Member in such manner as prescribed by these Articles. Each Student Member shall pay annual Membership Fee to renew the membership every year, otherwise, the membership shall be terminated automatically. Student Members shall enjoy Membership Benefits.
7. The Board shall from time to time determine or revise the Membership Fees payable by different categories of members of the Association.
8. Any member of the Association who shall pay annual Membership Fee to renew its membership shall pay the annual Membership Fee of each annual membership within two weeks after the beginning of each such annual membership. Otherwise, the membership shall be terminated automatically but such membership shall be revived at the absolute discretion of the Board or upon payment of the required annual Membership Fee within the grace period as given by the Association.
9. Notwithstanding any provisions in these Articles, a member of the Association shall not be entitled to any Membership Benefits or other rights or benefits conferred by these Articles until and unless he has paid all sums of money due and payable by him to the Association and settled all the claims against him by the Association.

10. Any member of the Association who fails to pay any sums of money due from him to the Association by the deadline specified by the Association shall cease to be a member of the Association automatically but such membership could be revived at the absolute discretion of the Board.
11. The rights and privileges of a member of the Association as conferred by these Articles shall be personal to him, shall not be transferable by him or by operation of law, and shall cease upon his death or upon the termination of his membership.

Officers of the Association

12. The officers of the Association shall consist of the President, the Chairman and one or more Vice-Chairmen of the Board, the Secretary General, the Treasurer and other functional officers of the Association. The Board shall elect among themselves the President, Chairman and one or more Vice-Chairmen of the Board, the Secretary General and the Treasurer of the Association, and not necessarily from the Board, other functional officers of the Association. The Board shall determine and fix the powers, duties, and functions of the Officers. The Board shall hold a meeting on an agreed date by the elected directors no later than ten days after the election, following the Annual General Meeting at which the Board is elected, to appoint the Officers. The Board shall be entitled to remove the Officers. Each Officer shall hold office until the term of office of the Board appointing such Officer or until terminated by the next newly elected Board, whichever is the later. However, no Officer shall hold the same office for more than eight consecutive Terms, which shall run from the Annual General Meeting, first held after these Articles have become effective.

Honorary Presidents and Vice-Presidents

13. The Board may at its absolute discretion invite any individual to be the Honorary Presidents and the Honorary Vice-Presidents of the Association. The Honorary Presidents and the Honorary Vice-Presidents shall enjoy such benefits, rights, and privileges as determined by the Board from time to time. The number of Honorary Presidents and Honorary Vice-Presidents to be appointed and the respective terms of office of the Honorary Presidents and the Honorary Vice-Presidents shall be determined or varied from time to time by the Board at its absolute discretion.

Honorary Life Presidents

- 13A. The Board may at its absolute discretion invite any former President and Chairman of the Association who has served such role for at least six years in the Association to be the Honorary Life Presidents of the Association. The Honorary Life Presidents shall enjoy such benefits, rights, and privileges as determined by the Board from time to time. The number of Honorary Life Presidents to be appointed and the respective terms of office of the Honorary Life Presidents shall be determined or varied from time to time by the Board at its absolute discretion. The Honorary Life President, or where there is more than one, a simple majority of them shall have the right to approve or endorse the appointment of an individual elected by the Board as President and Chairman of the Association but shall not have a vote at any of its Board Meetings.
- 13B. The Honorary Life Presidents of the Association shall have the duty to oversee proper fund allocation of the Growing Together Baseball Sport Education Fund (the “**Fund**”) on behalf of the Association, who acts as trustee for the Fund.

General Meetings

14. The Association shall in each calendar year hold a General Meeting as its Annual General Meeting in addition to any other General Meetings in that calendar year. Notwithstanding the foregoing, the Association’s first Annual General Meeting shall be held within Nine months after the anniversary of its incorporation, or Three months after the end of the Accounting reference period of the Association, whichever is the later if the first Accounting reference period of the Association is more than 12 months, otherwise, the first Annual General Meeting and thereafter, each Annual General Meeting shall be held within Nine months from the end of accounting reference period of the Association (unless the otherwise permitted by the Ordinance). The Annual General Meeting shall be held at such time and place as determined by the Board.
15. All General Meetings other than the Annual General Meetings shall be Extraordinary General Meetings. Extraordinary General Meeting may be convened in the following manners:
- (a) by the Board at its absolute discretion; or

- (b) by an individual Director if there are insufficient Directors in Hong Kong to form a quorum at the meeting of the Board; or
- (c) by the Board on the requisition by Full Members holding in aggregate 5 percent, or more of the total voting rights of the Association at the General Meetings; or
- (d) by two Full Members if there are insufficient Directors in Hong Kong to form a quorum at the meeting of the Board; or
- (e) by other means as permitted under the Ordinance.

Notice of General Meetings

16. Extraordinary General Meetings called for the passing of a Special Resolution and Annual General Meetings shall be called by not less than 21 days' written notice. Extraordinary General Meetings not called for the passing of a Special Resolution shall be called by not less than 14 days' written notice unless otherwise agreed by Full Members holding in aggregate 95 percent, or more of the total voting rights of the Association. Annual General Meetings shall be called by less than 21 days' written notice if agreed by all Full Members. Extraordinary General Meetings called for a Special Resolution shall be called by less than 21 days' written notice and Extraordinary General if agreed by Full Members holding in aggregate 95 percent, or more of the total voting rights of the Association. Notice of an Annual General Meeting shall specify the fact that the meeting being called in such notice is an Annual General Meeting. Notice of a General Meeting shall:
- (a) be exclusive of the day on which it is served or deemed to be served and inclusive of the day on which it is given;
 - (b) specify the place, the day and the hour of the General Meeting, general nature of special business (as defined in Article 19 of Part B of these Articles) to be conducted at the General Meeting and the notice of the resolutions to be removed at the General Meeting;
 - (c) be given to all Full Members by mail, e-mail, fax, hand delivery to the addresses of the Full Members on the records of the Association or by posting on the website or notice board of the Association or in such other manner as prescribed by the Association; and

- (d) be deemed to be served on the date of being posted on the website or the notice board of the Association, the 2nd day after local mailing of such notice, the 7th day after overseas mailing of such notice or the date of faxing out or e-mailing out or delivering such notice.
17. Annual General Meetings shall consider ordinary and usual businesses which the annual general meetings of other companies incorporated under the Ordinance would consider or are required to consider at annual general meetings under the Ordinance. Other than that, an agenda of a General Meeting shall be determined by the person convening such Meeting. In addition, every Full Member may submit to the Secretary General of the Association any motion or proposal to be considered at any General Meeting. Such motion or proposal must be in writing, seconded by another five Full Members and received by the Secretary General of the Association at least twenty-eight days before the date of the General Meeting. Such motion or proposal shall then be included on the agenda of the General Meeting.
18. The accidental omission to give notice of a General Meeting to or the non-receipt of notice of a General Meeting by any Full Member shall not invalidate the proceedings or resolutions passed
19. All businesses that are transacted at Extraordinary General Meetings shall be deemed to be special businesses. All businesses that are transacted at Annual General Meetings, except for consideration of the accounts, balance sheet and the reports of the Board and the auditors, the election of Directors in the place of those retiring, and the appointment of and fixing of the remuneration of the auditors shall be deemed to special businesses. The Chairman of the Board and the Treasurer of the Association for the period to which the accounts and balance sheets of the Association to be considered at an Annual General Meeting relate shall be present at such Annual General Meeting.

Proceedings at General Meetings

20. No business shall be transacted at any General Meeting unless a quorum of Full Members is present at the time when the General Meeting proceeds to business and continues to be present until the conclusion of the General Meeting. Not less than 15 Full Members present in person or by proxy at a General Meeting shall be a quorum for such General Meeting.
21. If within half an hour from the time appointed for a General Meeting, a quorum is not present, such General Meeting, if convened upon the

requisition of members of the Association, shall be dissolved; in any other case, it shall stand adjourned to the same day in the next week at the same time and place, and if a quorum is not present within half an hour from the time appointed for such adjourned General Meeting, the Full Members present in person or by proxy at such adjourned General Meeting shall be a quorum.

22. The Chairman of the Board, and in his absence, a Vice-Chairman of the Board, shall preside as chairman at every General Meeting. If at any General Meeting, the Chairman or a Vice-Chairman is not present within 15 minutes after the time appointed for holding such General Meeting, any other Director shall preside, or if no other Director is present or willing to take the chair, the Full Members present in person or by proxy at such General Meeting shall choose one of their number to be chairman of such General Meeting.
23. At any General Meeting, a resolution put to the vote of the General Meeting shall be decided on a show of hands, unless a poll is demanded, before or on the declaration of the results of the show of hands, by at least two Full Members present in person or by proxy. The form of proxy shall be prescribed by the Association from time to time and be dispatched to the Full Members together with the notice of the General Meeting. Unless a poll is so demanded, a declaration by the chairman of the General Meeting that a resolution has, on a show of hands, been carried, or carried unanimously or by a particular majority, or lost, and an entry to that effect in the book of the proceedings of the Association, shall be conclusive evidence of that fact, without proof of the number of votes recorded in favour of or against that resolution. On a show of hands, every Full Member present in person or by proxy has only one vote irrespective of the number of voting rights it holds.
24. Each Full Member being an individual shall be entitled to one vote only at the General Meetings. Each Full Member being a club shall be entitled to two votes at the General Meetings. The voting right of a Full Member is an individual under the age of 18 shall not be exercised by the Full Member himself but shall be exercised by any of his guardian or parents who shall be at the age of 18 or above.
25. If a poll is duly demanded according to these Articles at any General Meeting, it shall be taken in such a manner as the chairman of such General Meeting shall direct, and the results of the poll shall be deemed to be the resolution of the General Meeting at which the poll was demanded.

26. In the case of an equality of votes for any Ordinary Resolution at any General Meetings, whether on a show of hands or on a poll, the chairman of such General Meeting shall be entitled to a second or casting vote.

The Board

27. The property and affairs of the Association shall be managed by the Board. The Board may do all acts and exercise all powers of the Association which are required to give effect to the objects of the Association described in Part A of these Articles of Association and which are not required under the law or these Articles to be done or exercised by the Association in General Meeting.
28. No Director, committee member or employee of the Association with executive or management decision making power or right of access or actual access to information relating to any executive or management decision of the Association, shall at the same time hold office as a director, committee member, employee or officer of any other baseball organization other than (i) any baseball organization of which the Association is a member, and (ii) any baseball organization which is a member or an affiliate of the Association.
29. The subscribers to Part A of these Articles of Association upon the incorporation of the Association or a simple majority of them shall determine the number of the first Directors and shall appoint the first Directors in writing. The first Directors shall hold office until the second Annual General Meeting.
30. Other than the first Directors, each Director shall hold office for two consecutive Terms. Each Director shall retire from office and be eligible for being re-elected as a Director at the Annual General Meeting upon expiry of two consecutive Terms. Any Officer or Director who reaches his or her age of 75 years' old shall retire from the Board no later than the date of the upcoming Annual General Meeting. Unless otherwise determined by the Association in General Meeting, the maximum number of Directors shall be twenty-one (21). Subject to the maximum number of Directors stipulated in these Articles, the Board shall determine or alter the number of Directors from time to time. The Association in Annual General Meeting shall appoint the Directors for the coming year by Ordinary Resolution. Each Director shall be entitled to nominate a candidate for being elected to be a Director but each such nomination shall be seconded by at least two other Full Members. No such nomination shall be accepted unless candidate's consent to act as a Director together with the written nomination by at least one Director

seconded by at least two other Full Members reaches the Secretary General of the Association not less than 6 weeks before the date of the Annual General Meeting at which election of Directors is to take place.

31. If any vacancy occurs in the Board by death, resignation or otherwise, it may be filled by a simple majority vote of the remaining Directors at any meeting of the Board called for such purpose.
32. The Board shall hold at least four regular Board Meetings every year. Any Director may at any time summon a Board Meeting on ad hoc basis. The date, time and place of the Board Meetings shall be determined by the Board. Reasonable notice of Board Meeting shall be given by the Secretary General to each Director by such means or in such manner as prescribed by the Board from time to time. A simple majority of the Board shall constitute a quorum for a Board Meeting.
33. The Board shall elect among themselves the President, the Chairman and, Vice-Chairmen of the Board, the Secretary General and the Treasurer of the Association and other functional officers of the Association, and shall determine and fix the powers, duties, and functions of such Officers so appointed. The individual elected as President and the Chairman of the Board shall be approved or endorsed by the Honorary Life President(s). All Directors and Officers shall provide their service to the Association on a free of charge basis but shall be reimbursed for any expenses reasonably incurred on behalf of the Association and with the approval of the Board.
34. The Board shall have the power to appoint a Standing Board and other Board Committees to delegate such powers of the Board to them as the Board shall deem appropriate. The composition, powers, rights, obligations, and proceedings of meetings of the Standing Board and other Board Committees shall be determined by the Board.
35. The Board may from time to time make, alter or repeal regulations or by-laws of the Association on the holding of matches, sending of representatives to overseas and the discipline and penalties of players. To the extent not inconsistent with these Articles and the law, such regulations and by-laws of the Association so made or altered or repealed by the Board shall be binding on all members of the Association and shall form part of these Articles.
36. The Board may adopt such rules and regulations for the conduct of its meetings and the management of the Association as it may deem proper.

Participation in Board Meetings

37. Subject to these 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.
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.
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).

Disqualification of Directors

40. The office of Director shall be vacated if the Director--
- (a) without the consent of the Association in General Meeting holds any other office of profit under the Association; or
 - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) becomes of unsound mind; or
 - (d) resigns his office by notice in writing to the Association; or
 - (e) shall for more than 6 months have been absent without permission of the Directors from meetings of the Board held during that period; or
 - (f) breaches Article 28 of Part B of these Articles; or

(g) is directly or indirectly interested in any contract (being a contract of significance in relation to the Association business) with the Association and, if his interest in the contract is material, fails to declare the nature of his interest in manner required by sections 536-538, & 542 of the Ordinance; or

(h) dies.

A Director shall not be counted in the quorum and shall not vote in respect of any contract in which he is interested or any matter arising therefrom, and if he does vote, his vote shall not be counted.

Finance and Accounts

41. The Board shall decide all financial matters of the Association.
42. All monies received by or on behalf of the Association shall be deposited in the bank account of the Association. The Board shall approve the opening of bank accounts of the Association and shall appoint the bank signatories of the bank accounts of the Association. Unless otherwise approved by the Board, all checks or electronic payment made by the Association shall be jointly signed or authorized by any two of the following Officers, the Chairman, the Treasurer or any other Officers of the Association authorized by the Board to do so.
43. The Board shall not permit the contribution of funds or property to individual teams of the Association but shall solicit the same or the common treasury of the local league of the Association.
44. The Board shall not permit the solicitation of funds by the Association in the name of Association unless all funds so raised are placed in the Association's treasury. The Board shall not permit the disbursement of Association's funds for purposes other than the conduct of the Association's activities.
45. The Board of Directors shall cause proper books of accounts to be kept with respect to:
 - (a) All sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place;

- (b) all sales and purchases of goods, lands and other things whatsoever by the Association; and
 - (c) the assets and liabilities of the Association.
46. The accounts of the Association for each financial year of the Association shall be audited by the auditors of the Association. The audited accounts of the Association shall be presented to the Annual General Meeting for adoption. Every such audited account shall be accompanied by proper reports of the Directors and the auditors of the Association. Copies of such audited accounts and reports together with any other documents required by law to be annexed thereto shall be sent to all Full Members not later than 21 days prior to the Annual General Meeting at which such audited accounts are to be considered for adoption.

Auditors of the Association

47. Auditors of the Association shall be appointed and renewed according to, and their duties shall be those specified under Sections 393 - 400, 402(2)(b)(i), 404, 405, 408, 411 - 413, 416(4), 417, 422, 424, 426 – 428, 515 of the Ordinance.

Amendments

48. These Articles may be amended, repealed or altered in whole or in part by Special Resolution in General Meeting.

The Seal

49. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Board and in the presence of the Chairman of the Board and of the Secretary General of the Association or any other person authorized by the Board for such purpose; that the Chairman of the Board and the Secretary General of the Association or such authorized person as aforesaid shall sign the instrument to which the seal of the Association is so affixed in their presence.

Secretary

50. The first Secretary of the Association shall be Inter-Con Secretarial Services Limited which may resign from this office upon giving notice to the Association of such intention and such resignation shall take effect upon the expiration of such notice or its earlier acceptance.

Winding Up

51. To the extent permitted by the law, the provisions of Article 7 of Part A of these Articles of Association relating to the winding up or dissolution of the Association shall have an effect and be observed.

~ End of Part B ~

19th November 2021