



ARTICLES OF ASSOCIATION

Note : This is the **final version** of the Articles of Association prepared incorporating the amendments made by the WBSC Interim Executive Board and to be ratified at the WBSC General Meeting / Congress on 10 May 2014

WBSC ARTICLES OF ASSOCIATION

Adopted 2013

Revised and adopted 2014

ARTICLE 1. NAME AND FOUNDING PURPOSE

- 1.1 The name of this organization shall be the World Baseball Softball Confederation, and hereinafter may sometimes be referred to as “WBSC” or the “Confederation.” WBSC is and shall remain a not-for-profit entity, organized as an Association according to the provisions of Swiss Civil Code, Part One, Title Two, Chapter Two.
- 1.2 WBSC has been formed by the International Baseball and Softball Federations (IBAF and ISF) to provide a unified voice and governance for all disciplines of Baseball and Softball (the “sports”) throughout the world. ISF and IBAF each recognizes and adheres to the Confederation Articles of Association. The WBSC will supersede the authority of ISF and IBAF to govern those sports internationally and will replace the ISF and the IBAF on the list of IFs for core sports as found in the IOC By-Law to Rule 45, ¶ 2.1.2.

ARTICLE 2. LOCATION

- 2.1 The world headquarters of WBSC shall be located in Switzerland. The city may be selected by the WBSC General Meeting (the “General Meeting”).

ARTICLE 3. DISCRIMINATION

- 3.1 WBSC shall not allow any discrimination against National Federations or individuals (competitors, officials, umpires, delegates, and the like) on the grounds of race, national origin, sex, color, religion, sexual orientation, ancestry, disability, or political affiliation.

ARTICLE 4. OBJECTIVES

- 4.1. The Objectives of this Confederation shall be as follows:
 - (a) To encourage the development of all types of Baseball and Softball throughout all nations;
 - (b) To fully comply with the Olympic Charter;
 - (c) To promote clean sport, fight against doping through prevention and education and adhere to the World Anti-doping Code (WADC);

- (d) To promote and encourage the development of international relations;
- (e) To adopt, approve, administer, revise, and enforce uniform rules and regulations governing competitions in Baseball and Softball;
- (f) To organize Olympic Competitions;
- (g) To ensure that other competitions are sanctioned under, and comply with, these Articles of Association and any relevant Codes of the Baseball and Softball Divisions (as defined below at Article 11.1), and are open to eligible National Federations;
- (h) To decide any dispute that may arise between, among or involving member National Federations that is referred to WBSC by an interested party, and to provide for the uniform recognition and application of disciplinary actions;
- (i) To establish, organize and administer training, qualification and development programs for players, administrators, coaches, managers, umpires, scorers and technicians;
- (j) To establish, collect or cause to be collected and to approve and maintain statistics, statistical compilations and records for access via the web site and elsewhere;
- (k) To recognize appropriately the contributions of those involved in Softball and Baseball;
- (l) To cooperate with the IOC and the Olympic Movement to promote, implement, and achieve these Objectives, and to preserve and guarantee the interests of WBSC and its member National Federations, and to support and maintain the ideals of the Olympic Movement in all aspects of Softball and Baseball;
- (m) To carry out such other activities as may be desirable to promote the sports of Softball and Baseball.

ARTICLE 5. LANGUAGE

- 5.1 The official languages of WBSC shall be English and Spanish. In case of doubt, the English language shall prevail.

ARTICLE 6. MEMBERSHIP

- 6.1 The national sports governing bodies governing Baseball and those governing Softball, or a single body jointly governing Baseball and Softball,

which meets the requirements as set forth by the WBSC, shall be eligible for membership in WBSC as a National Federation if qualified, or such other condition of membership as may be established by the WBSC.

- 6.2 The constitution, by-laws or articles of association and rules of a Member must not be in conflict with those of WBSC. Where there is a conflict, the WBSC Articles of Association and Codes shall prevail.
- 6.3 Each Member, by accepting membership of WBSC, acknowledges that WBSC is the only recognized body in the world that governs Baseball and Softball internationally.
- 6.4 A National Federation or other Member which governs both Baseball and Softball in its country, may nevertheless choose to organize itself in the form of separate organizations with responsibility for Softball and for Baseball, so long as the Member gives notice to WBSC of the identity of each such organization and assumes all ultimate responsibility for the actions of such organizations.
- 6.5 For the purposes of the Confederation, there shall be five (5) world regions ("Regions"): Africa; Asia; Europe; the Americas (North America, Central America, the Caribbean and South America); and Oceania. Each Region may organize itself with either a Regional Confederation, or separate Regional Confederations for Baseball and for Softball. Each Regional Confederation, whether joint or separate, shall provide an organizational structure within its Region for the purposes of its own prudential matters and for Regional Competitions, which may or may not be a WBSC Competition.
- 6.6 Associate Membership of WBSC is available for self-administered international or major organizations, other than a National Federation, whose activities or objectives involve the development of the sports of Baseball and/or Softball and whose objectives are similar to, but are not in conflict with, those of WBSC, which organization applies to and is recognized by WBSC and, if recognised by WBSC, must respect and abide by the WBSC Articles and regulations.

ARTICLE 7. APPLICATION FOR MEMBERSHIP

- 7.1 Subject to Article 8.1, eligibility for membership is open to any organization that files an application, satisfies the criteria for membership, and demonstrates that it is eligible for membership in accordance with the provisions of these Articles of Association. Any ISF National Federation or IBAF National Federation shall automatically be recognized by the WBSC upon adoption of these Articles of Association and without application or additional fee.

- 7.2 WBSC shall recognize only one National Federation for Softball and only one National Federation for Baseball, or only one joint National Federation which will govern both Baseball and Softball as the case may be, in a country for which an application is made and approved, the jurisdiction of which shall be limited to the internationally recognized political boundaries of that country.
- 7.3 For new Members, an applicant for membership as a National Federation shall submit an application for recognition as a Member, in such form as WBSC may require, which application shall include all supporting documentation and any additional information as is considered necessary or appropriate by WBSC. In addition, an applicant must:
- (a) be a separate legal entity under the laws of the country in which it is organized;
 - (b) be a charitable, public service, or not-for-profit entity having as its purpose the advancement of Baseball and/or Softball competition and activities within its country, and have the managerial and financial capability to plan and execute its obligations;
 - (c) be recognized by the NOC for its country as the sole national federation for Softball or Baseball (or both, if so organized).
 - (d) acknowledge WBSC as the sole governing body for international Baseball and Softball and as the sanctioning authority for all WBSC Competitions, and comply with the provisions of these Articles of Association and each applicable Code;
 - (e) acknowledge all other member National Federations as the only governing authorities for Baseball and/or Softball in their respective nations and all Regional Confederations as the governing body for Baseball and/or Softball on a Regional basis, subject to the constitutional limitations of such organizations;
 - (f) provide a means for and act as a conduit for all correspondence or communications regarding international Baseball and/or Softball affairs;
 - (g) timely pay such fees, dues, or other financial assessments in full and timely provide such information to WBSC as may be required of member National Federations. The amount of annual membership dues or other financial assessments shall be set by the Board. Dues must be paid on or before March 31 of each year in US Dollars;
 - (h) not discriminate in its membership policies and is open to any individual who is an athlete, coach, trainer, manager, administrator,

official active in Baseball and/or Softball in its country and not subject to a disciplinary action;

- (i) provide any person over which it may have authority to determine eligibility to compete in Softball and/or Baseball or for membership in its organization, with fair notice and opportunity for a hearing before declaring such person ineligible to participate, or revoking such membership;
 - (j) be governed by a board of directors or other such governing board whose members are selected without discrimination of any form, except that, in sports where there are separate male and female programs, it provides for representation of both males and females on such board of directors or other such governing board;
 - (k) provide and enforce proper procedures for the prompt and equitable resolution of grievances of its members, providing due process in all instances; and
 - (l) be approved by the Executive Board, and by a majority vote of National Federations, Members of WBSC, present and eligible to vote at the General Meeting during which such a vote is taken.
- 7.4 If an application for membership as a National Federation is not accepted by the Executive Board or by a General Meeting under Article 7.3(i) hereof, the applicant may reapply prior to a subsequent General Meeting. If the membership is not accepted a second time, then the applicant may only reapply after allowing at least one regular General Meeting to pass.
- 7.5 An applicant to be a Member from a geographic territory that does not have a recognized National Olympic Committee may be admitted as an Interim Member if it meets all the other criteria of Article 7.3. The General Meeting, in future, may approve other classes of Member by Special Resolution.
- 7.6 An applicant to be an Associate Member of WBSC must be accepted by the Executive Board or by a General Meeting under Article 7.3(l).

ARTICLE 8. RIGHTS AND DUTIES OF MEMBERS

- 8.1 A Member in Good Standing has the following rights ("Rights"):
- (a) to use the services of WBSC;
 - (b) to take part in Olympic Competitions and other WBSC sanctioned competitions for which they are eligible;

- (c) to be recognised as the only Softball and/or Baseball National Governing Body of its Country by everybody, including its National Olympic Committee; and
- (d) to do or engage in any other act to which a Member that is in Good Standing is otherwise entitled to do.

8.2 All Members are obligated to do the following (“Obligations”):

- (a) to support WBSC in its efforts to achieve its objectives;
- (b) to act in accordance with the decisions of WBSC and the General Meeting;
- (c) to pay the annual fee and all other financial obligations;
- (d) to maintain itself as a Member in Good Standing;
- (e) to seek approval of WBSC for any change of name and/or articles of association or rules before any such changes are valid.

ARTICLE 9. DISCIPLINARY ACTIONS AND TERMINATION OF MEMBERSHIP

9.1 Any Member, member of a Member, or competition participant may be subject to disciplinary action by the Executive Board:

- (a) if duties and/or Obligations to WBSC are not fulfilled;
- (b) for violating the Articles of Association, the Codes, Rules, and/or decisions of the General Meeting; or
- (c) for bringing the sport of Baseball or the sport of Softball into disrepute.

9.2 Possible disciplinary orders include:

- (a) a warning;
- (b) a fine;
- (c) a declaration that a Member is not in Good Standing;
- (d) suspension;
- (e) termination of membership; and/or
- (f) expulsion or exclusion from WBSC Competitions or events.

- 9.3 Disciplinary decisions may be imposed by the specifically designated investigative body, which shall be appointed by the WBSC Executive Board to investigate and decide the issue, pursuant to the protections of these Articles of Association.
- 9.4 Any discipline imposed on a competitor or other Person by WBSC, a Member, or a WBSC-recognised body shall be recognised and enforced by all Members across all countries and territories governed by a Member.
- 9.5 Before any Member or individual is disciplined, except when the action is merely a warning, the individual or a representative of the Member will be given the right to appear before the designated Committee, either in person or in writing. The Secretary General of WBSC shall inform the respective Person about this right, in writing, in sufficient time to allow the Person to exercise this right. The Person who is the subject of the hearing shall have the right to be represented by counsel. In cases where the integrity of the sport and/or exigent circumstances demand prompt action, a temporary restriction may be put into force before any hearing during which the individual or Member has the opportunity to exercise this right.
- 9.6 Disciplinary decisions shall be in force immediately upon the decision being made unless the deciding body rules otherwise.
- 9.7 Appeals
- (a) Any Person disciplined by a body other than the Executive Board may appeal the action to the Executive Board, except in cases involving doping, which may only be appealed as set out below in Article 9.7(d).
 - (b) Any appeal must be submitted by the appealing party to the WBSC Office within twenty-one (21) days from the date of receipt of the decision. The person appealing to the Executive Board shall be given notice and shall have the opportunity to present arguments to the Executive Board. The Executive Board shall decide the appeal within sixty (60) days of submission, whether on the written arguments, or following oral arguments if scheduled by the Executive Board in its discretion.
 - (c) An individual or Member who has appealed an action and who is dissatisfied by the decision by the Executive Board may further appeal to the Court of Arbitration for Sport (CAS), Lausanne, Switzerland, within twenty-one (21) days from the date of receipt of the decision by the Executive Board.
 - (d) In the case of a doping charge or in the case of a Person disciplined by the Executive Board, any individual who has been disciplined may

appeal directly to the CAS within twenty-one (21) days of the receipt of the decision.

- (e) In any matter brought before the CAS, the CAS shall have exclusive jurisdiction, including over interlocutory orders, and no other court or tribunal shall have authority to issue interlocutory orders relating to matters before the CAS. Decisions by the CAS shall be final and binding, subject only to the provisions of the Swiss Private International Law Act, section 190.

9.8 A Member's affiliation to WBSC shall automatically end if the Member no longer exists as a legal entity or if the Member withdraws its affiliation by giving written notice thereof to the WBSC, but terminating the status as a National Federation shall not terminate the Member's obligations to the WBSC.

9.9 In any case where a Member affiliation with WBSC ends, no refunds of fees previously paid to WBSC (such as under Article 10) shall be made, and all WBSC property shall be returned and materials indicating that it is a Member shall immediately be returned to WBSC or destroyed.

ARTICLE 10. FEES, REVENUES, AND EXPENSES

10.1 WBSC shall be empowered to raise funds to the maximum extent permitted by law, and by whatever means proper under these Articles of Association. The income and property of WBSC shall be used towards the fulfilment of the Objectives as determined by the Executive Board in the proper exercise of its powers, or the management of WBSC under the control of the Executive Board.

10.2 Both the Baseball Division and the Softball Division (as defined in Article 11.1) shall be considered and treated as of equal importance and shall each be allocated revenues from WBSC on an equal basis for all purposes, including but not limited to operating budgets for their offices and employees, conduct of Olympic and other Competitions, and development of their respective sports worldwide.

10.3 The Executive Board of the WBSC shall be charged with ensuring compliance with this goal.

10.4 WBSC is liable for its obligations with its assets. Such liability is limited to these assets. The liability of Members is limited to their dues.

ARTICLE 11. ORGANIZATION OF WBSC

11.1 (a) The sports shall be responsible, through the respective divisions (the

Divisions) of Baseball (which Division shall be constituted by and through the IBAF) (the Baseball Division) and of Softball (which Division shall be constituted by and through the ISF) (the Softball Division) under the aegis of the WBSC, for the technical rules and competition supervision and organization, and international development, respectively of the sport of Baseball and all its disciplines and the sport of Softball and all its disciplines. The VP for the Baseball Division and the VP for the Softball Division may be referred to as the Chair of the respective Baseball and Softball Divisions.

- (b) The Baseball and Softball Divisions are authorized and entitled to raise revenue to benefit their respective sports and shall create, manage and control competitions in their respective sports: Provided, however, that any sponsorship or third party contract to be entered into by the Baseball or Softball Division which proposes to reference the WBSC name or logos, or any broadcast agreement to be entered into by the Baseball or Softball Division which would permit the use of the WBSC name or logos shall be submitted to the Executive Board for its approval. Should the Executive Board believe that the proposed competition, the proposed sponsorship or third party contract or the proposed broadcasting contract would conflict with other WBSC agreements or would reflect negatively on the WBSC, the Executive Board may withhold approval for the Baseball or Softball Division to grant such rights.

11.2 The following entities are established to govern and administer WBSC:

- (a) the General Meeting;
- (b) the Executive Board; and
- (c) any Commissions.

ARTICLE 12. THE GENERAL MEETING

12.1 The General Meeting is the highest authority of WBSC and shall have the power to decide upon any matters arising in WBSC.

12.2 The General Meeting shall consist of the following:

- (a) up to two (2) delegates for each National Federation in Good Standing who have been appointed by the National Federation and whose credentials are accepted by WBSC ("Accredited Delegates"). A National Federation which governs only baseball or only softball in its country shall have a single delegate; a National Federation which governs both baseball and softball in its country may have up to two

(2) delegates, one for each sport. Notice of the appointment of delegates, certified in writing by the National Federation they represent must be lodged with the WBSC Secretary General no less than seven (7) days prior to the opening of the General Meeting. Each delegate representing a National Federation for Softball and each delegate representing a National Federation for Baseball shall have one vote, provided, however, if a National Federation for both Softball and Baseball is represented by only a single delegate, such delegate shall be entitled to two votes. A Member that is not in Good Standing on the date of the General Meeting may attend only through a non-voting representative. Accredited Delegates and non-voting representatives shall not be recognized if they are subject to a disciplinary decision that prohibits participation in a General Meeting. No Accredited Delegate or representative shall represent more than one Member.

- (b) all members of the Executive Board, without vote;
- (c) the Immediate Past President (if any), without vote;
- (d) all other categories of Members, including Associate Members, without vote;
- (e) all others whose attendance is authorized by the General Meeting, without vote.

12.3 The President shall control the conduct of a General Meeting ("Chair"). Should President for any reason be unavailable, then one of the Executive Vice Presidents chosen by the Executive Board shall preside and thereafter alternating between them if the President is again not available, or if no Executive Vice President is available then the Secretary General shall be the Chair, in that order. If no such person is available, the Executive Board shall elect one among them to serve as Chair.

12.4 WBSC will meet in General Meeting every second calendar year, in the odd numbered year (commencing in 2017) and at a time and in a place determined by the Executive Board, save for a Special General Meeting that shall be convened pursuant to Article 12.10. The Secretary General shall advise the exact date and location of every General Meeting at least three (3) months prior to the fixed date of the meeting, and the exact date and location of every Special General Meeting as soon as that Special General Meeting is validly called in conformance with Article 12.10. The Secretary General shall send an invitation to all Members, together with the agenda for the General Meeting and any reports as in Article 12.6(c) below and together with all duly submitted motions and applications at least one (1) month prior to the date fixed for the meeting.

- 12.5 The General Meeting has a quorum if more than half of the eligible voting delegates are represented. If within a reasonable period after the designated start time for a General Meeting the Secretary General has conducted the Roll Call and established that a quorum is not present, then and for that time deliberations may be had but no Motion or resolution shall be adopted. The eligible voting delegates then present, even if not a quorum, may delegate to the Executive Board any matter to be considered at that General Meeting for its deliberations and any action other than the election. Any such matter shall be considered and acted upon by the Executive Board in the same period scheduled for the General Meeting.
- 12.6 Except for the inaugural General Session which will be as set by the Executive Board, the order of business of the General Session of a General Meeting shall be:
- (a) Roll call and declaration of a quorum;
 - (b) Approval of the minutes of the previous General Meeting;
 - (c) Reports;
 - (d) Approval of new Members;
 - (e) Consideration and approval of bids;
 - (f) Amendments to the Articles of Association, the Codes or Rules;
 - (g) Election of Officers;
 - (h) Consideration whether to take up Motions under Article 12.7
 - (i) Any other business; and
 - (j) Adjournment.
- 12.7 Motions, applications and proposals for alteration of or addition to the Articles of Association or any Rules of WBSC shall be considered only if submitted by a Member or by the Executive Board. Any proposal for alteration of any Code may only be generated by the responsible Division. All motions, applications, and proposals to be considered by the General Meeting must reach the Secretary General at least two (2) calendar months prior to the General Meeting and must appear on the agenda given to the Members in accordance with Article 13.4. On a motion of urgency approved by a two thirds majority of those Members present and voting, the General Meeting may deal with new proposals not appearing on the agenda.
- 12.8 Any alteration of or addition to the Articles of Association agreed upon by the General Meeting shall become effective immediately unless otherwise

determined at the time of such approval. Any alteration of or addition to the Codes or Rules agreed upon by the General Meeting shall not become effective earlier than two (2) months after the decision has been made.

- 12.9 The Codes are the operating documents of the respective Baseball and Softball Divisions, and may be amended only by vote at the general meeting or Congress of the respective Baseball and Softball Division, and upon subsequent ratification at the General Meeting. .
- 12.10 A Special General Meeting may be requested by a petition signed by at least a fifth (1/5) of the current Members in Good Standing, or by the Executive Board. It shall be summoned by the Secretary General within forty-five (45) days following the appropriate request, to convene no later than ninety (90) days after receipt of the petition or the decision of the Executive Board. The Secretary General shall provide notice at least thirty (30) days prior to the scheduled start of the Special General Meeting. Within the same period of time, the Secretary General shall send the Agenda to all the Members, including the location, the time of the first session opening and notification of all the topics to be dealt with which, in any case, will be the only ones on which valid resolutions can be passed. At a Special General Meeting, board and lodging expenses from the day prior to the start of the General Meeting to the day after its conclusion, for a single Delegate of each member Federation, Association or Organization of the WBSC present at the General Meeting throughout the duration of the same shall be at the WBSC's charge.

ARTICLE 13. EXECUTIVE BOARD

- 13.1 The Executive Board shall be composed of the following:
- (a) President;
 - (b) Executive Vice President for Baseball (appointed by the Executive Board of the Baseball Division);
 - (c) Executive Vice President for Softball (appointed by the Executive Board of the Softball Division);
 - (d) Vice President for Baseball (appointed by the Executive Board of the Baseball Division);
 - (e) Vice President for Softball (appointed by the Executive Board of the Softball Division);
 - (f) Secretary General;
 - (g) Treasurer;

- (h) Athlete Representative – Baseball;
- (i) Athlete Representative – Softball;
- (j) Four (4) At Large Members, at least one (1) from each gender and two (2) representing Baseball and two (2) representing Softball;
- (k) Executive Director, without vote;
- (l) Any IOC member that holds or has held a position on his or her National Federation and is appointed by the Executive Board as a member of the Executive Board, without vote.

13.2 All members of the Executive Board shall have a vote on matters before the Executive Board. Decisions of the Executive Board shall be by simple majority. Voting may be conducted remotely such as by phone, facsimile or other means, including signed circular resolutions and other electronic means.

13.3 Membership on the Executive Board shall not render such member personally liable for the debts and obligations of WBSC. WBSC hereby indemnifies each member of the Executive Board against any liability of that member arising from the discharge of his or her duties whilst acting in good faith and honestly.

13.4 Members Athlete Representatives and At Large Members of the Executive Board shall be elected or appointed as follows:

- (a) The Athlete Representatives shall be elected during an election year by eligible players (which eligibility shall be determined by the Baseball and Softball Divisions respectively pursuant to standards which shall have been established by the Executive Board) in accordance with such election process and procedure determined by the Baseball and Softball Divisions respectively and which is approved by the Executive Board. The voting for Athlete Representatives is to be conducted by and within each of the Baseball and Softball Divisions. The term of an Athlete Representative on the Executive Board shall be four (4) years with the exception that the term of the first elected Athlete Representatives will be until the elective General Meeting in 2021.
- (b) The Members At Large shall be nominated by the National Federation Members of each of the Baseball and Softball Divisions and elected by the General Meeting of the WBSC. A National Federation may nominate no more than one person to stand for election as a Member At Large to the Executive Board. The term of a Member At Large position on the Executive Board shall be four (4) years with the

exception that the term of the first elected Members At Large will be until the elective General Meeting in 2021.

- 13.5 For gender equality purposes, WBSC's target shall be that neither gender shall have less than 30% of the total number of positions on the Executive Board.
- 13.6 The members of the Executive Board shall serve until their successors are elected and take office.
- 13.7 The Executive Board shall have the authority to fill any vacancy which occurs through death or resignation of any Member of the Executive Board, except for Athlete Representatives. Should a vacancy occur in an Athlete Representative position, the Executive Board shall establish a mechanism, if necessary, for the eligible athletes to elect a replacement. The person elected shall serve until the expiration of the term of office for which the person has been elected.
- 13.8 Where an Executive Board member has been absent from two consecutive meetings without reasons acceptable to the Executive Board, the Executive Board shall have the right to declare that such a member has forfeited his position. The Executive Board according to Article 13.7 may then fill the vacancy.
- 13.9 The rights and duties of the Executive Board shall include the following:
 - (a) to discuss and make decisions on all matters assigned to them by the General Meeting;
 - (b) to interpret and enforce the Rules of WBSC;
 - (c) to decide and take action on any matter pertaining to the affairs of WBSC;
 - (d) to submit proposals and motions to the General Meeting;
 - (e) to decide on and publish administrative by-laws, including time and manner of payment of any financial obligations;
 - (f) to decide on and publish regulations for WBSC competitions, promulgated by the sports for submission to the Executive Board;
 - (g) to decide on WBSC awards;
 - (h) to make decisions in case of emergency;

- (i) to establish rules of order for the meetings of the General Meeting, Executive Board, Commissions, etc., provided that they will not be in conflict with the Articles of Association of WBSC;
- (j) to determine the dates and sites of WBSC competitions and to organize and control all WBSC competitions, including the Olympic Games.
- (k) provide a written report of its activities to every General Meeting;
- (l) propose or in the proper delegation of its authority cause a Commission to propose amendments to the Articles of Association or a Code or a Rule;
- (m) monitor, supervise and orient the activities of Commissions;
- (n) ensure that the decisions of a General Meeting are timely and properly implemented;
- (o) review materials to be presented to a General Meeting and, if required, approve the documents to be presented to the General Meeting when they are issued under its responsibility or its authority, and issue any recommendations and comments that it deems necessary; and
- (p) otherwise take all actions as required or necessitated by these Articles of Association and every Code.

13.10 The Executive Board is not authorized to make any changes in the Articles of Association, the Codes or Rules.

13.11 Except for Athlete Representatives, members of the Executive Board shall not participate or otherwise be involved in WBSC competition as a player, manager, coach, umpire, or scorer.

13.12 The Executive Board shall operate as follows.

- (a) The Executive Board shall meet at least once every calendar year, which, during a year in which a General Meeting is held, may or may not be during the General Meeting, and a meeting of the Executive Board may take place in whole or in part via electronic means (a "Meeting"). Unless the Executive Board shall approve a meeting on short notice ("Extraordinary Meeting"), notice must be given not less than sixty (60) calendar days before a meeting of the Executive Board, with a request for items or information for the agenda. Any matter to be discussed at a Meeting other than an extraordinary Meeting must be received by the Secretary General at least twenty-one (21) calendar days before the Meeting. The Secretary General

shall publish a written notice of such Meeting confirming the date, time, and location of the meeting, and provide agenda items and supporting documentation not less than fourteen (14) calendar days prior to each Meeting. Once a final written notice of a Meeting has been made, the Meeting may only be cancelled by majority vote of the Executive Board.

- (b) A quorum of the Board shall consist of 50% of the persons then holding a position on the Board. The President shall preside at every Meeting of the Executive Board, failing which one of Executive Vice Presidents shall preside in his or her place, and then alternating between them for subsequent meetings at which the President may be absent, and in the absence of either Executive Vice President, the Secretary General shall preside, failing which the members of the Executive Board in attendance shall elect a chair of the meeting.
- (c) The Secretary General shall take or cause to be taken the minutes of the Meeting of the Executive Board, provide draft minutes within twenty (20) calendar days after the Meeting and publish them within thirty (30) calendar days to every Member and on the WBSC web site. At every Meeting of the Executive Board, each member of the Executive Board shall declare any conflict of interest involving any matter on the agenda or otherwise discussed at the Meeting, which conflict(s) shall be recorded in the minutes. A member of the Executive Board may, with the prior written consent of the Secretary General, participate in a Meeting not called as a fully electronic meeting of the Executive Board and be present by telephonic or other means of electronic communication as long as all participants can be clearly heard. A member of the Executive Board attending a Meeting in this way shall be deemed to be present and this will not count as an absence.
- (d) No member of the Executive Board shall attend by or give a proxy to another person and no vote shall be taken by or opinion expressed by proxy. A resolution shall be validly passed if adopted by a majority of members of the Executive Board present and voting. Unless otherwise agreed by the Meeting of the Executive Board in question, the minutes of that meeting, in whole or in part, shall be public. If a quorum of members of the Executive Board is not present at the start of a Meeting of the Executive Board, that Meeting shall be adjourned until such time as a quorum is established. No business can be conducted or actions taken without a quorum.
- (e) Notwithstanding the above, a member of the Executive Board may request that the Executive Board meet on an expedited basis provided that more than two-thirds of the members agree in writing to hold such a meeting ("Special Board Meeting"). The procedures in

this Article which apply to regular Meetings shall apply to every Special Board Meeting, but the notice, agenda, and distribution requirements may be waived by vote of the Executive Board.

ARTICLE 14. OFFICERS

14.1 The following are the Officers of this Confederation, each holding an office ("Office") as defined below for a four (4) year term, with the exception that the term of the first elected Officers will be until the elective General Meeting in 2021:

- (a) The President;
- (b) Executive Vice President for Baseball;
- (c) Executive Vice President for Softball;
- (d) Vice President for Baseball;
- (e) Vice President for Softball;
- (f) Secretary General, and
- (g) Treasurer.

14.2 Officers shall be elected as follows:

- (a) The President, the Secretary General, the Treasurer and the Members At Large shall be elected at a General Meeting by majority vote of all Accredited Delegates present at that General Meeting, and shall hold only one Office at a time.
- (b) The Vice Presidents shall be International Olympic Committee members and shall be nominated and appointed by the Executive Board of the relevant Division, shall hold only one Office at a time and shall assume office on the day that the other Officers assume office.
- (c) The Executive Vice Presidents shall be the President or Chairman of each respective Baseball and Softball Division, or such other person who may be nominated and appointed by the Executive Board of the relevant Division, and shall assume office on the day that the other Officers assume office.
- (d) All the Officers, other than the Vice Presidents and Executive Vice Presidents, must be of different nationalities.

- (e) Each Member At Large must be active in and affiliated with the Baseball or Softball Division for which elected.

14.3 The election of Officers by the General Meeting shall be governed by the following procedures.

- (a) Every Officer to be voted upon by the General Meeting shall be elected for a period of four (4) years and assume office at the conclusion of the General Meeting at which elected, with the exception that the Officers elected at the first or inaugural General Meeting in 2014 shall hold office until the Annual General Meeting in 2021. A member National Federation can nominate only one (1) candidate for each Officer position, which nomination must be signed by the President/Executive Director/Secretary/Administrator of the National Federation submitting that nomination. Notice of nomination for such an Officer position shall be made in accordance with the criteria for Motions in Article 12.7. The Secretary General shall assemble and deliver the list of candidates to each member National Federation with the Agenda pursuant to Article 12.4.

- (b) The election of Officers by the General Meeting shall be in the order of succession: President; Secretary General; and Treasurer. Each Elected Officer shall be elected to that Office by secret ballot. The candidate that receives a majority of the votes cast shall be elected to that Office.

1. If there is only one (1) candidate for an Office, the candidate is automatically elected.
2. If three or more individuals are candidates for an Office, any candidate that receives a majority of the votes cast shall be declared the winner of that election. If the tally of votes shall not result in a majority for one person, the individual with the lowest number of votes in that round shall be eliminated and voting in subsequent ballots shall continue involving the remaining candidates until one person receives a majority of the votes cast, which person shall be declared the winner.
3. If there is no valid nomination for an Office or if a single nominee does not attain a majority as provided for in Article 14.3(b), nominations for that Office may be made from the floor of the General Meeting, but an individual may be nominated for an Office only by his or her National Federation. Only an Accredited Delegate shall make such a nomination. There may be more than one such nomination for an Office. Voting shall continue as provided for in this Article until one nominee receives a majority of votes cast, who shall be

declared the winner of the election. If no individual receives the required majority of votes cast after exhaustion of the process set out in Article 14.3(b)2, and there are no additional nominations from the floor as provided for in this Article 14.3(c) 2, then the Chair of the General Meeting shall declare that Office vacant and that Office shall be filled as provided for in Article 13.7.

14.4 The President may, from time to time, call persons with knowledge in special areas to attend meetings with the Executive Board.

14.5 The following shall govern the removal of an Officer or other member of the Executive Board.

(a) The grounds for the removal of an Officer or other member of the Executive Board are as follows:

1. failure to properly discharge his or her duties under these Articles of Association;
2. the conviction of a criminal offense that in his or her country would result in the imposition of a monetary fine or a term of imprisonment, or the insolvency, bankruptcy or disqualification to serve as a director of a company of such person;
3. the commission or omission of an act that brings WBSC, Softball or Baseball into disrepute; or
4. the incapacity of the individual involved.

(b) The Officer or other member of the Executive Board subject to removal shall be timely notified of the receipt of any such motion for removal. The procedural and substantive provisions of Article 9 of the WBSC Articles of Association shall apply to every proceeding for a removal or suspension.

(c) In the case of a removal, the provisions for election of individuals in the event of a vacancy shall apply. In the case of a suspension, the individual shall be suspended from all activities as regards his or her Office and may not take part in any activities or deliberations of the Executive Board, in accordance with the terms of the suspension.

14.6 The daily operation of the WBSC shall be carried on by the employees of WBSC under the supervision of an Executive Director. The Executive Director's responsibilities are:

(a) To implement, under the supervision of the Presidents, the decisions of the Executive Board.

- (b) To ensure that the minutes of the General Meeting and of the meetings of the Executive Board, to receive, transmit and file the WBSC's general correspondence, and to keep the official books containing the records, registrations and certifications, all this under the supervision of the Secretary General.
- (c) To deal with the administration and accounts related to WBSC's financial matters, and to maintain custody the accounting documents, all under the supervision of the Treasurer.
- (d) To organize the WBSC's headquarters, its offices and to hire staff under the supervision of the Executive Board.
- (e) To manage all WBSC publications.
- (f) To organize the General Meeting and the meetings of the Executive Board and the Commissions.
- (g) To implement such tasks as may be directly requested by the President or the Executive Board.
- (h) The Executive Director may attend the General Meeting and the meetings of the Executive Board and Commissions and shall have the right to speak but no right to vote.

ARTICLE 15. COMMISSIONS

- 15.1 The Executive Board has the power to create any Commission that it deems necessary for the good administration of WBSC and, as applicable, the Objectives or the business of WBSC.
- 15.2 The President shall appoint and dismiss Chairpersons and members of Commissions with the approval of the Executive Board.
- 15.3 Commissions act on the authority and under the supervision of the Executive Board and report to the Executive Board and a General Meeting, if required. Every Commission shall have terms of reference and operating procedures, which shall be approved by the Executive Board.
- 15.4 The following Commissions are mandatory, shall have jurisdiction over the subject matters for which formed for both Baseball and Softball Divisions, and may only be dissolved by a two-thirds majority vote of the Executive Board.
 - (a) Athletes Commission: The Athletes Commission advises on matters relevant to players. It is comprised of at least three (3) members who have participated in at least one IBAF or WBSC Baseball Competition

within the six (6) years immediately preceding his or her election and at least three (3) members who have participated in at least one ISF or WBSC Softball Competition within the six (6) years immediately preceding his or her election. WBSC will pay the expenses for the athletes attending meetings of the Athletes Commission. The initial Athletes Commission shall be composed of those athletes serving on the Athletes' Commissions of the ISF and the IBAF, until an election at the first General Meeting.

- (b) Anti-Doping and Medical Commission: The Medical and Anti-Doping Commission advises the Executive Board on all matters relating to athlete health and anti-doping, and for implementing the WBSC Anti-Doping Code.
 - (c) Ethics Commission: The Ethics Commission shall establish a Code of Conduct and Disclosure which shall govern the actions of the Executive Board and employees of WBSC, its representatives, attorneys, Athlete Representatives and others acting on behalf of WBSC, which shall be modelled on the IOC Code of Ethics with the explicit aim as set out in the IOC preamble "to contribute to the realisation of the aims laid down in the Olympic Charter." The Code of Ethics shall specifically address issues of dignity, integrity, good governance and resources, all of which are key tenets of the WBSC Code of Ethics.
 - (d) Legal Commission: The Legal Commission reviews and submits recommendations or proposals by Members, proposes to the Executive Board amendments to the Articles of Association, and advises the Executive Board and the General Meeting on legal, discipline and associated such matters.
 - (e) Paralympic Commission: The Paralympic Commission reviews and submits to the Executive Board recommendations or proposals by Members, may itself propose matters to the Executive Board; and shall serve as the representative of the WBSC to other organizations involved in conducting competitions for persons with physical disabilities.
- 15.5 Every member of a Commission shall declare any conflict of interest in connection with his or her involvement with that Commission and shall recuse himself or herself from any matter before the Commission and concerning that member or his or her National Federation.
- 15.6 The Commissions shall meet whenever there is business to be transacted, all meetings being subject to the approval of the Executive Board. All Commission meetings may be held by electronic means, or in person

- 15.7 If a member of a Commission has been absent from two consecutive meetings without reasons acceptable to the Executive Board, the Executive Board shall have the right to declare that such member has forfeited his or her membership. The Executive Board shall then fill the vacancy.
- 15.8 For any Commission, the Executive Board may appoint ex officio an Executive Board member or other person who shall ensure and maintain communications between the Executive Board and the Commission.

ARTICLE 16. THE ARTICLES OF ASSOCIATION AND THE CODES

- 16.1 These Articles of Association may be amended or supplemented, or rescinded and the corporation dissolved, only in a duly called and quorate meeting of a General Meeting and only if more than two thirds of the National Federations in Good Standing, Member of WBSC, and in attendance at such General Meeting vote affirmatively for such change. A copy of every proposed amendment shall be treated as a Motion to be presented before a General Meeting. Unless otherwise stated in the text of the Motion, every amendment shall come into effect at the close of the General Meeting at which such amendment was adopted.
- 16.2 The Codes of the sports respectively govern all WBSC competitions. The Codes may be adopted, amended or rescinded only upon the recommendation of the respective sports, on the vote of a simple majority of the Executive Board.
- 16.3 Save for applicable law, the Articles of Association and the Codes are the only governing documents of WBSC.
- 16.4 Every power, express or implied, for the administration of Baseball and/or Softball internationally shall be vested in and may be exercised by a General Meeting or the Executive Board (as the case may be). Each Code, the decision of a Commission and the action taken by a General Meeting or the Executive Board shall be consistent with these Articles of Association. In the event of any discrepancy or conflict, these Articles of Association shall prevail.
- 16.5 The jurisdiction to consider, interpret, or resolve any dispute, interpretation or matter arising under these Articles of Association or between these Articles of Association and a Code is vested in the Executive Board, whose decision shall be final.

ARTICLE 17. DISPUTES

- 17.1 Disciplinary Proceedings by National Federations

- (a) WBSC recognizes the jurisdiction and right of a National Federation and the sports to discipline or disqualify in its own territory and its own sport any person in accordance with the rules of that National Federation or sport, in accordance with the obligations of that National Federation or sport to provide a full and fair opportunity for such person to be present, to be heard, to be represented by counsel and to appeal any such decision.
- (b) Subject to these Articles of Association, an applicable Code and applicable law, a National Federation shall have the right to discipline or disqualify a foreign person that, in a WBSC competition sanctioned by that National Federation, violates the rules of that National Federation. After a final determination is made and a decision is made to discipline or disqualify the person, the decision shall be provided to WBSC and the National Federation to which the person belongs. All National Federations and WBSC shall abide by the final determination (if appealed, a determination is not final unless and until affirmed on appeal). Should that foreign person contest any such decision of that National Federation, that person has the right to appeal such decision to the Court of Arbitration for Sport ("CAS") under the applicable rules of CAS. The decision of the CAS shall be final.
- (c) WBSC may discipline or disqualify any person for any offense, which is a violation of these Articles of Association or a Code, pursuant to Article 9 of these Articles of Association.

17.2 Dispute Resolution

- (a) A complaint seeking a disciplinary ruling may be brought by the Executive Board, any National Federation or any Regional Confederation arising out of an act or omission that involves a matter under these Articles of Association or a Code, or arising out of a WBSC competition that is not otherwise provided for in these Articles of Association or a Code. All complaints shall be in writing, state the matter of concern, accompanied by any supporting documentation, and a list of witnesses or other persons having information on which the complaining party wants to rely. Resolution of that complaint is be governed by Article 9 of these Articles of Association.
- (b) A complaint for dispute resolution may not be filed with WBSC unless and until all available administrative remedies provided by any other organization with authority over such complaint are exhausted.
- (c) The sole and exclusive means for dispute resolution shall be as provided for in these Articles of Association.

17.3 Arbitration

- (a) Any dispute against WBSC, or any appeal from a decision of the WBSC under Article 17 or Article 9, shall be resolved exclusively by arbitration before the CAS. No dispute or any other matter may be brought before a court.
- (b) The arbitration shall be conducted in accordance with the rules of the CAS, or pursuant to such other rules or modified rules as the parties agree. The decision of the CAS or other agreed arbitration body shall be final, binding upon the parties and non-appealable.

ARTICLE 18. DOPING CONTROL

- 18.1 WBSC has adopted and administers and enforces a comprehensive set of anti-doping control programs addressing both in-competition and out-of competition testing ("Anti-Doping Program").
- 18.2 The initial Anti-Doping Program adopted by WBSC consists of the respective Anti-Doping Codes of the sports, which shall be replaced by a single unified and WADA qualified WBSC Anti-Doping Code at or after the first WBSC General Meeting.
- 18.3 The Anti-Doping Program shall be set forth in the WBSC Anti-Doping Code and given to all National Federations, the IOC, and the NOC of every National Federation.
- 18.4 Any violation of the Anti-Doping Program shall result in action being taken pursuant the final determination of the hearing body and as provided under the Anti-Doping Code.

ARTICLE 19. FINANCIAL MONITORING AND CONTROL

- 19.1 The fiscal year of WBSC is the calendar year. For each calendar year, the Treasurer shall cause to be produced a statement of accounts. These annual statements shall be audited and certified by a Certified Public Accountant, reviewed and approved by the Executive Board.
- 19.2 The statement of accounts for any year preceding a regular General Meeting, and for the multiple-year period since the last regular General Meeting, shall be sent to all Members in advance of the next scheduled regular General Meeting as part of the material provided by the Secretary General in accordance with Article 12.4.

ARTICLE 20. PRINTING OF THE ARTICLES OF ASSOCIATION, CODES AND RULES

- 20.1 The WBSC shall own all rights, including copyrights, in the Articles of Association and any Rules promulgated by the WBSC, which are published in the official languages of the WBSC solely for the benefit of Members. They may be reprinted or translated by Members for the use of those Members only, with the understanding that in all cases where the translated text differs in interpretation, the English version shall be accepted.
- 20.2 All persons other than Members wishing to publish the Articles of Association or any Rules must first obtain the permission of WBSC.

ARTICLE 21. DISSOLUTION

- 21.1 The dissolution of WBSC shall require a decision of the General Meeting by a majority of not less than two-thirds of the present voting Members.
- 21.2 In the event of a dissolution of WBSC, any remaining unallocated funds shall be used for any outstanding obligations, and the remainder shall revert to an institution of public utility with a similar purpose as WBSC and which is tax exempted. The remainder shall neither revert to the founders nor to the Members, and not be used totally or partially in their favour or for their profits and in whatever possible manner.

Articles of Association Approved and Adopted by the Interim Executive Board on 26 February 2014

International Softball Federation)
by its duly authorized President)

President Dale McMann

International Baseball Federation)
by its duly authorized President)

President Riccardo Fraccari