



Articles of Association – WBSC Oceania

Final approved December 8th 2018

ARTICLE 1. NAME AND FOUNDING PURPOSE

1.1 The name of this organization shall be the Oceania Baseball Softball Confederation, and hereinafter may sometimes be referred to as “WBSC OCEANIA ” or the “Confederation. WBSC Oceania 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 OCEANIA has been formed by the Oceania Regional Baseball and Softball Confederations (BCO and OSC) to provide a unified voice and governance for all disciplines of Baseball and Softball (the “sports”) throughout the Oceania Region. The World Baseball and Softball Confederation (WBSC) recognizes and adheres to the Confederation Articles of Association. . The WBSC OCEANIA will supersede the authority of OSC and BCO to govern those sports REGIONALLY and WBSC has replaced 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.

1.3 WBSC OCEANIA will remain affiliated with the governing body of WBSC at all times, and will govern within the guidelines as set by the WBSC.

ARTICLE 2. LOCATION

2.1 The Oceania headquarters of WBSC OCEANIA shall be located in Melbourne, Australia. The city may be reconfirmed and/or reselected by the WBSC OCEANIA Congress (the “Congress ”) as an agenda item.

ARTICLE 3. DISCRIMINATION

3.1 WBSC OCEANIA 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.

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ARTICLE 4. OBJECTIVES

4.1. The Objectives of this Confederation shall be as follows:

1. To encourage the development of all types of Baseball and Softball throughout all nations in the Oceania region;
2. To fully comply with the Olympic Charter;
3. To promote clean sport, fight against doping through prevention and education and adhere to the World Anti-doping Code (WADC);
4. To promote and encourage the development of international relations;
5. To adopt, approve, administer, revise, and enforce standard rules and regulations governing competitions in Baseball and Softball in the Oceania region;
6. To organize Oceania and WBSC qualifier Competitions;
7. To ensure that other competitions are sanctioned under, and comply with, these Articles of Association and any relevant Codes. (as defined below at Article 11.1), and are open to eligible National Federations and associate members;
8. To decide any dispute that may arise between, among or involving member National Federations that is referred to WBSC OCEANIA by an interested party, and to provide for the consistent recognition and application of disciplinary actions;
9. To establish, organize and administer training, qualification and development programs for players, administrators, coaches, managers, umpires, scorers and technicians in the Oceania region;
10. To establish, collect or cause to be collected and to approve and maintain statistics, statistical compilations and records of the WBSC OCEANIA for access via the web site and elsewhere;
11. To recognize appropriately the contributions of those involved in Softball and Baseball;
12. 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 in the Oceania region;
13. To carry out such other activities as may be desirable to promote the sports of Softball and Baseball in the Oceania region.
14. Development Plans (Strategic and Operational) to be submitted to WBSC

ARTICLE 5. LANGUAGE

5.1 The official language of WBSC OCEANIA shall be English

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 and WBSC OCEANIA, shall be eligible for membership in WBSC OCEANIA 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 OCEANIA. Where there is a conflict, the WBSC OCEANIA Articles of Association and Codes shall prevail.

6.3 Each Member, by accepting membership of WBSC OCEANIA, acknowledges that WBSC OCEANIA regional confederation and is the only recognised body in the Oceania region that governs Baseball and Softball internationally for the region.

6.4 A National Federation or other Member which governs Baseball and/or Softball in its country, may nevertheless choose to organise itself in the form of separate organisations with responsibility for Softball and for Baseball, so long as the Member gives notice to WBSC OCEANIA of the identity of each such organisation and assumes all ultimate responsibility for the actions of such organisations.

Each national federation may organise itself as either a combined baseball and softball national federation, or a separate national federation for Baseball and for Softball. Each national federation, whether joint or separate, shall provide an organisational structure within its country for the purposes of its own prudential matters and for Competitions, which may or may not be an WBSC OCEANIA Competition.

6.6 Associate Membership of WBSC OCEANIA is available for self-administered Oceania regional or other major international organisations, 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 OCEANIA, which organisation applies to and is recognised by WBSC OCEANIA and, if recognised by WBSC OCEANIA, must respect and abide by the WBSC OCEANIA Articles and regulations.

ARTICLE 7. APPLICATION FOR MEMBERSHIP

7.1 Subject to Article 8.1, eligibility for membership is open to any organization in Oceania 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 WBSC National Federation member shall automatically be recognized by the WBSC OCEANIA upon adoption of these Articles of Association by application with a \$100USD membership fee.

7.2 WBSC OCEANIA 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 OCEANIA may require, which application shall include all supporting documentation and any additional information as is considered necessary or appropriate by WBSC OCEANIA . In addition, an applicant must:

1. be a separate legal entity under the laws of the country in which it is organized;
2. 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;
3. be recognized by the NOC for its country as the sole national federation for Softball or Baseball (or both, if so organized).
4. acknowledge WBSC OCEANIA as the sole governing body for international Baseball and Softball and as the sanctioning authority for all WBSC OCEANIA Competitions, and comply with the provisions of these Articles of Association and each applicable Code;

AND

5. provide a means for and act as a conduit for all correspondence or communications regarding Oceania Baseball and/or Softball affairs;
6. timely pay such fees, dues, or other financial assessments in full and timely provide such information to WBSC OCEANIA as may be required of member National Federations. The amount of annual membership dues or other financial assessments shall be set by the Committee . Dues must be paid on or before March 31 of each year in US Dollars;
7. 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;
8. 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;

9. be governed by a Committee of directors or other such governing Committee 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 Committee of directors or other such governing Committee ;
10. provide and enforce proper procedures for the prompt and equitable resolution of grievances of its members, providing due process in all instances;
11. and be approved by the Executive Committee , and by a majority vote of National Federations, Members of WBSC OCEANIA , present and eligible to vote at the Congress during which such a vote is taken.

7.4 If an application for membership as a National Federation is not accepted by the Executive Committee or by a Congress under Article 7.3 hereof, the applicant may reapply prior to a subsequent Congress . If the membership is not accepted a second time, then the applicant may only reapply after allowing at least one regular Congress 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 Congress , in future, may approve other classes of Member by Special Resolution.

7.6 An applicant to be an Associate Member of WBSC OCEANIA must be accepted by the Executive Committee or by a Congress under Article 7.3.

ARTICLE 8. RIGHTS AND DUTIES OF MEMBERS

8.1 A Member in Good Standing has the following rights (“Rights”):

1. to use the services of WBSC OCEANIA ;
2. to take part in Olympic Competitions and other WBSC and WBSC OCEANIA sanctioned competitions for which they are eligible;
3. to be recognised as the only Softball and/or Baseball National Governing Body of its Country by everybody, including its National Olympic Committee; and
4. 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”):

1. to support WBSC OCEANIA in its efforts to achieve its objectives;
2. to act in accordance with the decisions of WBSC OCEANIA and the Congress ;
3. to pay the annual fee and all other financial obligations;
4. to maintain itself as a Member in Good Standing;
5. to maintain membership of the WBSC and pay all fees that may become due and payable as advised by the WBSC.

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 Committee :

1. if duties and/or Obligations to WBSC OCEANIA are not fulfilled;
2. for violating the Articles of Association, the Codes, Rules, and/or decisions of the Congress ; or
3. for bringing the sport of Baseball or the sport of Softball into disrepute.

9.2 Possible disciplinary orders include:

1. a warning;
2. a fine;
3. a declaration that a Member is not in Good Standing;
4. suspension;
5. termination of membership; and/or
6. expulsion or exclusion from WBSC OCEANIA Competitions or events.

9.3 Disciplinary decisions may be imposed by the specifically designated investigative body, which shall be appointed by the WBSC OCEANIA Executive Committee 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 OCEANIA , a Member, or a WBSC OCEANIA -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 OCEANIA 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

1. Any Person disciplined by a body other than the Executive Committee may appeal the action to the Executive Committee, except in cases involving doping, which may only be appealed as set out below in Article 9.7.
2. Any appeal must be submitted by the appealing party to the WBSC OCEANIA Office within twenty-one (21) days from the date of receipt of the decision. The person appealing to the Executive Committee shall be given notice and shall have the opportunity to present arguments to the Executive Committee. The Executive Committee shall decide the appeal within sixty (60) days of submission, whether on the written arguments, or following oral arguments if scheduled by the Executive Committee in its discretion.
3. An individual or Member who has appealed an action and who is dissatisfied by the decision by the Executive Committee may further appeal to the WBSC Lausanne, Switzerland, within twenty-one (21) days from the date of receipt of the decision by the Executive Committee.
4. In the case of a doping charge or in the case of a Person disciplined by the Executive Committee, any individual who has been disciplined may appeal directly to the WBSC within twenty-one (21) days of the receipt of the decision.
5. In any matter brought before the WBSC, the WBSC 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 WBSC. Decisions by the WBSC 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 OCEANIA 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 OCEANIA, but terminating the status as a National Federation shall not terminate the Member's obligations to the WBSC OCEANIA.

9.9 In any case where a Member affiliation with WBSC OCEANIA ends, no refunds of fees previously paid to WBSC OCEANIA (such as under Article 10) shall be made, and all WBSC

OCEANIA 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 OCEANIA 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 OCEANIA shall be used towards the fulfilment of the Objectives as determined by the Executive Committee in the proper exercise of its powers, or the management of WBSC OCEANIA under the control of the Executive Committee .

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

10.4 WBSC OCEANIA 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 OCEANIA

11.1

1. The sport shall be responsible, through the WBSC Oceania (which shall be constituted by and through the WBSC under theArticles of the WBSC OCEANIA , 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 and the VP for the Softball will be part of the WBSC OCEANIA Executive Committee
2. The Baseball and Softball VPs are authorized and entitled to raise revenue to benefit their respective disciplines 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 WBSC OCEANIA name or logos, or any broadcast agreement to be entered into by the WBSC OCEANIA name or logos shall be submitted to the Executive Committee for its approval. Should the Executive Committee believe that the proposed competition, the proposed sponsorship or third party contract or the proposed broadcasting contract would conflict with other WBSC OCEANIA agreements or would reflect negatively on the WBSC OCEANIA , the Executive Committee may withhold approval for to grant such rights.

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

1. the Congress ;
2. the Executive Committee ; and
3. any Commissions.

ARTICLE 12. THE CONGRESS

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

12.2 The Congress shall consist of the following:

1. 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 OCEANIA (“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 OCEANIA Secretary General no less than seven (7) days prior to the opening of the Congress . 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 Congress 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 Congress . No Accredited Delegate or representative shall represent more than one Member.
2. all members of the Executive Committee , without vote;
3. the Immediate Past President (if any), without vote;
4. all other categories of Members, including Associate Members, without vote;
5. all others whose attendance is authorized by the Congress , without vote.

12.3 The President shall control the conduct of a Congress (“Chair”). Should the President for any reason be unavailable, then one of the Executive Vice Presidents chosen by the Executive Committee 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 Committee shall elect one among them to serve as Chair.

12.4 WBSC OCEANIA will convene its inaugural and establishment Congress in 2018 and from thereon will meet for a Congress every second calendar year, in the odd numbered year (commencing in 2019) and at a time and in a place determined by the Executive Committee , save for a Special Congress that shall be convened pursuant to Article 12.10. The Secretary General shall advise the exact date and location of every Congress at least three (3) months prior to the fixed date of the meeting, and the exact date and location of every Special Congress as soon as that Special Congress 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 Congress 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 Congress 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 Congress 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 Committee any matter to be considered at that Congress for its deliberations and any action other than the election. Any such matter shall be considered and acted upon by the Executive Committee in the same period scheduled for the Congress .

12.6 Except for the inaugural General Session which will be as set by the Executive Committee , the order of business of the General Session of a Congress shall be:

1. Roll call and declaration of a quorum;
2. Approval of the minutes of the previous Congress ;
3. Reports;
4. Approval of new Members;
5. Consideration and approval of bids;
6. Amendments to the Articles of Association, the Codes or Rules;
7. Election of Officers;
8. Consideration whether to take up Motions under Article 12.7
9. Any other business; and
10. Adjournment.

12.7 Motions, applications and proposals for alteration of or addition to the Articles of Association or any Rules of WBSC OCEANIA shall be considered only if submitted by a Member or by the

Executive Committee . 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 Congress must reach the Secretary General at least two (2) calendar months prior to the Congress 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 Congress 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 Congress 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 Congress 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 VPs, and may be amended only by vote at the Executive Committee meeting

12.10 A Special Congress 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 Committee . 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 Committee . The Secretary General shall provide notice at least thirty (30) days prior to the scheduled start of the Special Congress . 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 Congress , Committee and lodging expenses from the day prior to the start of the Congress to the day after its conclusion, for a single Delegate of each member Federation, Association or Organisation of the WBSC present at the Congress throughout the duration of the same shall be at the WBSC's charge.

ARTICLE 13. EXECUTIVE COMMITTEE

13.1 The Executive Committee shall be composed of the following:

1. President;
2. Vice President for Baseball ;
3. Vice President for Softball ;
4. Secretary General/Treasurer
5. Executive Director, without vote;+

6. Executive Committee members – four (4)

13.2 All members of the Executive Committee shall have a vote on matters before the Executive Committee . Decisions of the Executive Committee 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 Committee shall not render such member personally liable for the debts and obligations of WBSC OCEANIA . WBSC OCEANIA hereby indemnifies each member of the Executive Committee against any liability of that member arising from the discharge of his or her duties whilst acting in good faith and honestly.

13.4 Athlete Representatives Committee shall be appointed as follows:

1. The Athlete Representatives shall be appointed during an election year by eligible players (which eligibility shall be determined by the Baseball and Softball respectively pursuant to standards which shall have been established by the Executive Committee) in accordance with such election process and procedure determined by the Baseball and Softball Divisions respectively and which is approved by the Executive Committee . 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 Committee shall be four (4) years with the exception that the term of the first appointed Athlete Representatives will be until the elective Congress in 2021.
2. The Executive Committee Members shall be nominated by the National Federation Members of each of the Executive Committee and elected by the Congress of the WBSC OCEANIA . A National Federation may nominate no more than one person to stand for election for each position/role as an Executive Member to the Executive Committee . The term of a Executive Committee Members position on the Executive Committee shall be four (4) years with the exception that the term of the first elected Executive Members will be until the elective Congress in 2021

13.6 The members of the Executive Committee shall serve until their successors are elected and take office.

13.7 The Executive Committee shall have the authority to fill any vacancy which occurs through death or resignation or any other reason of any Member of the Executive Committee , except for

Athlete Representatives. Should a vacancy occur in an Athlete Representative position, the Executive Committee 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 Committee member has been absent from two consecutive meetings without reasons acceptable to the Executive Committee, the Executive Committee shall have the right to declare that such a member has forfeited his position. The Executive Committee according to Article 13.7 may then fill the vacancy.

13.9 The rights and duties of the Executive Committee shall include the following:

1. to discuss and make decisions on all matters assigned to them by the Congress ;
2. to interpret and enforce the Rules of WBSC OCEANIA ;
3. to decide and take action on any matter pertaining to the affairs of WBSC OCEANIA ;
4. to submit proposals and motions to the Congress ;
5. to decide on and publish administrative by-laws, including time and manner of payment of any financial obligations;
6. to decide on and publish regulations for WBSC OCEANIA competitions, promulgated by the sports for submission to the Executive Committee ;
7. to decide on WBSC OCEANIA awards;
8. to make decisions in case of emergency;
9. to establish rules of order for the meetings of the Congress, Executive Committee, Commissions, etc., provided that they will not be in conflict with the Articles of Association of WBSC;
10. to determine the dates and sites of WBSC OCEANIA competitions and to organize and control all WBSC OCEANIA competitions
11. provide a written report of its activities to every Congress ;
12. 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;
13. monitor, supervise and orient the activities of Commissions;
14. ensure that the decisions of a Congress are timely and properly implemented;
15. review materials to be presented to a Congress and, if required, approve the documents to be presented to the Congress when they are issued under its responsibility or its authority, and issue any recommendations and comments that it deems necessary; and

16. otherwise take all actions as required or necessitated by these Articles of Association and every Code.

13.10 The Executive Committee 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 Committee shall not participate or otherwise be involved in WBSC competition as a player, manager, coach, umpire, or scorer.

13.12 The Executive Committee shall operate as follows.

1. The Executive Committee shall meet by teleconference at least four times every calendar year, and at least one every four year during which a Congress is held, may or may not be during the Congress, and a meeting of the Executive Committee may take place in whole or in part via electronic means (a "Meeting"). Unless the Executive Committee 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 Committee, 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 Committee.
2. A quorum of the Committee shall consist of 50% of the persons then holding a position on the Committee. The President shall preside at every Meeting of the Executive Committee, 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 Committee in attendance shall elect a chair of the meeting.
3. The Secretary General shall take or cause to be taken the minutes of the Meeting of the Executive Committee, 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 OCEANIA web site. At every Meeting of the Executive Committee, each member

of the Executive Committee 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 Committee may, with the prior written consent of the Secretary General, participate in a Meeting not called as a fully electronic meeting of the Executive Committee 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 Committee attending a Meeting in this way shall be deemed to be present and this will not count as an absence.

4. No member of the Executive Committee 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 Committee present and voting. Unless otherwise agreed by the Meeting of the Executive Committee in question, the minutes of that meeting, in whole or in part, shall be public. If a quorum of members of the Executive Committee is not present at the start of a Meeting of the Executive Committee, that Meeting shall be adjourned until such time as a quorum is established. No business can be conducted or actions taken without a quorum.
5. Notwithstanding the above, a member of the Executive Committee may request that the Executive Committee meet on an expedited basis provided that more than two-thirds of the members agree in writing to hold such a meeting (“Special Committee Meeting”). The procedures in this Article which apply to regular Meetings shall apply to every Special Committee Meeting, but the notice, agenda, and distribution requirements may be waived by vote of the Executive Committee.

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 Congress 2021

1. The President; (shared role by VPs until 2021)
2. Vice President for Baseball; (current President BCO)
3. Vice President for Softball; (current President OSC)
4. Secretary General, / Treasurer
5. Executive Committee Members – four (4)

The VP’s will represent the region at WBSC meetings in the capacity of Continental Vice Presidents.**14.2** Officers shall be elected as follows:

1. The President, the Secretary General /Treasurer,, Vice Presidents of Baseball and Softball, shall be elected at a Congress by majority vote of all Accredited Delegates present at that Congress , and shall hold only one Office at a time.
2. The Athlete Representatives (BB/SB) or such other person who may be nominated and appointed by the Executive Committee , and shall assume office on the day that the other Officers assume office.
3. All the Officers, other than the President, Vice Presidents, Secretary General /Treasurer , must be of different nationalities.

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

1. Every Officer to be voted upon by the Congress shall be elected for a period of four (4) years and assume office at the conclusion of the Congress at which elected, with the exception that the Officers elected at the first or inaugural Congress in 2018 shall hold office until the Annual Congress 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.
2. The election of Officers by the Congress shall be in the order of succession: President; VPs (2) and Secretary General/ Treasurer, Executive Committee Members (4) 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 Congress , 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 Congress 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 Committee .

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

1. The grounds for the removal of an Officer or other member of the Executive Committee are as follows:
 1. failure to properly discharge his or her duties under these Articles of Association;
 2. the conviction of a criminal offense 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.
2. The Officer or other member of the Executive Committee 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 OCEANIA Articles of Association shall apply to every proceeding for a removal or suspension.
3. 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 Committee , in accordance with the terms of the suspension.

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

1. To implement, under the supervision of the Presidents, the decisions of the Executive Committee .
2. To ensure that the minutes of the Congress and of the meetings of the Executive Committee , 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.
3. To deal with the administration and accounts related to WBSC OCEANIA 's financial matters, and to maintain custody the accounting documents, all under the supervision of the Treasurer.
4. To organize the WBSC OCEANIA 's headquarters, its offices and to hire staff under the supervision of the Executive Committee .
5. To manage all WBSC OCEANIA publications.
6. To organize the Congress and the meetings of the Executive Committee and the Commissions.
7. To implement such tasks as may be directly requested by the President or the Executive Committee .
8. The Secretary General /Executive Director may attend the Congress and the meetings of the Executive Committee and Commissions and shall have the right to speak but no right to vote.

14.6 Duties as pertaining to each appointed Executive Position

14.6.1 – Pertaining to the President:

The President is the legal representative of the WBSC OCEANIA and his or her duties and responsibilities include:

- a) To officially represent the WBSC OCEANIA with full powers of attorney in accordance with what is stated in these Statutes and in the WBSC OCEANIA By-Laws, Rules and Regulations.
- b) To summon and preside the sessions of all Congresses and the Executive Committee and to sign the corresponding minutes together with the Secretary General.

- c) To elaborate together with the Secretary General /Treasurer the annual report, distributed to Members of the WBSC OCEANIA and to record in writing and present at the Congress, all WBSC OCEANIA activities to the end of his or her mandate.
- d) To manage and supervise the execution of the decisions of the Congress and the Executive Committee , and to present to the latter such reports as may be requested.
- e) To sign all WBSC OCEANIA 's contracts (including opening bank accounts) with the authorisation of the Executive Committee .
- f) To propose to the Executive Committee the appointment and hire the WBSC OCEANIA Executive Office.
- g) To propose to the Executive Committee the appointment of the Chairmen of the WBSC OCEANIA Commissions and all their members.
- h) In consultation with the Baseball Division or the Softball Division, to propose to the Executive Committee the appointment of the Tournament Director and the Jury of Appeal for each official competition of the WBSC OCEANIA .
- i) To appoint persons to be responsible for carrying out investigations required by the WBSC OCEANIA .
- j) To carry out such other duties and functions as may be deemed necessary under the WBSC OCEANIA Statutes, Code of the Divisions, By-Laws, Rules and Regulations and/or as may be entrusted upon him or her by the Executive Committee or Congress.

14.6.2 – Pertaining to the Vice Presidents:

The duties and responsibilities of the Vice Presidents are:

- a) to chair and provide direction for the Divisions; and
- b) such duties and functions as the Committee may deem appropriate to each of the Vice Presidents (the Protocol Order is in the Protocol By-Laws).

14.6.3 – Pertaining to the Secretary General(Treasurer):

The duties and responsibilities of the Secretary General are:

- a) To send out the relevant notices to attend the Congress and the meetings of the Executive Committee .
- b) To draw up the minutes of the sessions of the Congress and the Executive Committee , jointly signing them together with the President.

- c) To transcribe the minutes of the Congress and the Executive Committee and send them in the official WBSC OCEANIA languages to all the Members, within sixty (60) days of the end of each meeting.
- d) To receive all suggestions, requests, queries and any other business and inform the President accordingly and to follow up with necessary action pertaining thereto and to inform Members of the decisions and resolutions taken.
- e) To supervise the functioning and operations of the WBSC OCEANIA Executive Office in its administrative and management functions, including the proper filing and keeping of records and documents at the WBSC OCEANIA Headquarters.
-) To carry out such other duties and functions as may be deemed necessary under the WBSC OCEANIA Statutes, Codes of the Divisions, By-Laws, Rules and Regulations and/or as may be entrusted upon him or her by the Executive Committee or Congress.

14.6.4 – Pertaining to the Treasurer:(Secretary General)

The duties and responsibilities of the Treasurer are:

- a) To deal with all financial matters related to the WBSC OCEANIA management, organisation and administration including formulating the necessary checks and internal audit processes and procedures.
- b) To keep the books containing all entries relating to the assets and liabilities, income and expenditures of the WBSC OCEANIA up-to-date and ensure that the WBSC OCEANIA accounts are audited by a competent independent audit company appointed by the Congress.
- c) To supervise the administrative and management of WBSC OCEANIA 's accounts by the WBSC OCEANIA Executive Office, including the proper filing and keeping of all accounting books and documents up-to-date.
- d) To oversee the payment of fees by Members, and ensure due and proper communication and notification of account statements in relation thereto, including notification of annual fees due by 1st January of the corresponding year.
- e) To prepare the balance sheets and the financial statements and reports within the prescribed period and ensure that the same are sent to the Executive Committee , and subsequently to Members of the Congress.
- f) To remit to the President monthly reports on income and expenditures and whenever the Executive Committee meets.

- g) To control the financial implementation of contracts and agreements entered into by the WBSC OCEANIA and keep the President informed accordingly.
 - h) To control the financial and merchandising aspects of all competitions falling under the jurisdiction of WBSC OCEANIA and propose to the President, whenever he or she deems this necessary, the appointment of a representative charged with checking the fulfilment of the financial commitments contracted with WBSC OCEANIA by the corresponding Organising Committee.
 - i) Send out the vouchers relating to WBSC OCEANIA 's income and expenditures whenever necessary.
 - j) To carry out such other duties and functions as may be deemed necessary under the WBSC OCEANIA Statutes, Code of the Divisions, By-Laws, Rules and Regulations and/or as may be entrusted upon him or her by the Executive Committee or Congress
- To carry out his or her duties, the Treasurer shall use the services of the WBSC OCEANIA Executive Office.

14.6.5 – Pertaining to the Executive Committee Members:

The Executive Committee shall assign such duties and functions as the Committee may deem appropriate to each of the Executive Committee Members.

14.6.6 – Pertaining to the Athletes' Representatives Commission:

The Athletes' Representatives are the representatives of the athletes in the WBSC OCEANIA . Their duties and responsibilities are to be the athletes voice in all matters in the WBSC OCEANIA and the Executive Committee and carry out such duties and responsibilities that the WBSC OCEANIA Statutes, Code of the Divisions, By-Laws, Rules and Regulations, the Division Committee s and the WBSC OCEANIA Executive Committee shall entrust upon them.

ARTICLE 15. COMMISSIONS

15.1 The Executive Committee has the power to create any Commission that it deems necessary for the good administration of WBSC OCEANIA and, as applicable, the Objectives or the business of WBSC OCEANIA .

15.2 The President shall appoint and dismiss Chairpersons and members of Commissions

with the approval of the Executive Committee .

15.3 Commissions act on the authority and under the supervision of the Executive Committee and report to the Executive Committee and a Congress , if required. Every Commission shall have terms of reference and operating procedures, which shall be approved by the Executive Committee .

15.4 The following Commissions, 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 Committee . The Athletes Commission will be empowered to investigate and report to the Executive Committee , but are not empowered to to enact any thoughts or processes with the prior approval of the Executive Committee .

1. Athletes Commission:

The Athletes Commission advises on matters relevant to players. It is comprised of at up to four (4) members (two Baseball, tro Softball) who have participated in at least one IBAF or ISF or WBSC Baseball or SoftballCompetition within the six (6) years immediately preceding his or her election. WBSC OCEANIA will pay the expenses for the athletes attending meetings of the Athletes Commission (Subject toprior approval by the Executive Committee). The initial Athletes Commission shall be composed of those athletes serving on the Athletes' Commissions of the WBSC , until an election at the first Congress.

2. Anti-Doping and Medical Commission:

The Medical and Anti-Doping Commission advises the Executive Committee on all matters relating to athlete health and anti-doping, and for implementing the WBSC Anti-Doping Code.

3. Ethics Commission:

The Ethics Commission shall establish a Code of Conduct and Disclosure which shall govern the actions of the Executive Committee and employees of WBSC OCEANIA , its representatives, attorneys, Athlete Representatives and others acting on behalf of WBSC OCEANIA , 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.

4. Youth Commission:

The Youth Commission reviews and submits recommendations or proposals by

Members, proposes to the Executive Committee amendments to the Articles of Association, and advises the Executive Committee and the Congress on all youth development matters .

5. Technical Commission:

The Technical Commission reviews and submits to the Executive Committee recommendations or proposals by Members, may itself propose matters to the Executive Committee ; and and advises the Executive Committee and the Congress on all Technical matters.

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 Committee . 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 Committee , the Executive Committee shall have the right to declare that such member has forfeited his or her membership. The Executive Committee shall then fill the vacancy.

15.8 For any Commission, the Executive Committee may appoint ex officio an Executive Committee member or other person who shall ensure and maintain communications between the Executive Committee 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 Congress and only if more than two thirds of the National Federations in Good Standing, Member of WBSC OCEANIA , and in attendance at such Congress vote affirmatively for such change. A copy of every proposed amendment shall be treated as a Motion to be presented before a Congress . Unless otherwise stated in the text of the Motion, every amendment shall come into effect at the close of the Congress at which such amendment was adopted.

16.2 The Codes of the sports respectively govern all WBSC OCEANIA 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 Committee .

16.3 Save for applicable law, the Articles of Association and the Codes are the only governing documents of WBSC OCEANIA .

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 Congress or the Executive Committee (as the case may be). Each Code, the decision of a Commission and the action taken by a Congress or the Executive Committee 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 Committee , whose decision shall be final.

ARTICLE 17. DISPUTES

17.1 Disciplinary Proceedings by National Federations or member organisations:

1. WBSC OCEANIA 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.
2. 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 OCEANIA and the National Federation to which the person belongs. All National Federations and WBSC OCEANIA 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.
3. WBSC OCEANIA 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

1. A complaint seeking a disciplinary ruling may be brought by the Executive Committee , 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 OCEANIA 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.
2. A complaint for dispute resolution may not be filed with WBSC OCEANIA unless and until all available administrative remedies provided by any other organization with authority over such complaint are exhausted.
3. The sole and exclusive means for dispute resolution shall be as provided for in these Articles of Association.

17.3 Arbitration

1. Any dispute against WBSC OCEANIA , or any appeal from a decision of the WBSC OCEANIA 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.
2. 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 OCEANIA 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 OCEANIA consists of the respective Anti-Doping Codes of the sports, which shall be replaced by a single unified and WADA qualified WBSC OCEANIA Anti-Doping Code at or after the first WBSC OCEANIA Congress .

18.3 The Anti-Doping Program shall be set forth in the WBSC OCEANIA 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 OCEANIA 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 Committee .

19.2 The statement of accounts for any year preceding a regular Congress , and for the multiple-year period since the last regular Congress , shall be sent to all Members in advance of the next scheduled regular Congress 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 OCEANIA shall own all rights, including copyrights, in the Articles of Association and any Rules promulgated by the WBSC OCEANIA , which are published in the official languages of the WBSC OCEANIA 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 OCEANIA .

ARTICLE 21. DISSOLUTION

21.1 The dissolution of WBSC OCEANIA shall require a decision of the Congress by a majority of not less than two-thirds of the present voting Members.

21.2 In the event of a dissolution of WBSC OCEANIA , 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 OCEANIA 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.

Note : This is the final version of the Articles of Association prepared incorporating the amendments made by the WBSC OCEANIA Interim Executive Committee and to be ratified at the WBSC OCEANIA Congress / Congress on December 2018

DEFINITIONS

BCO	Baseball Confederation of Oceania
OSC	Oceania Softball Confederation
Associate Member.	An organization which does not meet the WBSC Oceania Member criteria but which represents a region or country in Oceania .
Code of Divisions	Such Rules and Regulations as established by the WBSC Oceania from time to time to assist in the orderly conduct of the WBSC Oceania affairs and events in accordance with the prevailing Articles of Association at that time.
Congress	The Congress of the WBSC Oceania as defined in Article .
Executive Committee	The Executive Committee of the WBSC Oceania as defined Article 13
Executive Committee Member	A person being a member of the WBSC Oceania Executive Committee as defined in article 14
WBSC	World Baseball Softball Confederation as recognized by the International Olympic Committee.
Honorary	Means unpaid.
Member	A Member organization as recognized by and affiliated with the WBSC Oceania as the NGBO in a particular country/region.
NGBO	National Governing Baseball Organization is the sole National/Regional body controlling the game of baseball or softball in each country/region as recognized by that country's/region's National Olympic Committee or, where there is no National Olympic Committee, by that country's/region's appropriate government authority.
NOC	National Olympic Committee of each individual country/region, as recognized by the International Olympic Committee.
Office Bearer	An individual person having an official role or function as defined in

**Articles of Association Approved and Adopted by the Interim Executive Committee on
December 8th 2018**

2018 Softball Confederation of Oceania

- by its duly authorized President – **Rex Capil**

Baseball Confederation of Oceania

- by its duly authorized President – **Laurent Cassier**

APPENDIX 1: RECORD OF ADOPTION & AMENDMENTS

1. Initial approval from the BCO/OSC Congresses December 8, 2018