**[Article of Association](http://ti.or.kr/xe/108071)**

사무국

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Note: Constituted on the 24th August, 1999

Amended on the 25th February, 2000

☞ *The amended are italicized.*

**Article I. General Provisions**

Section 1(NAME)

The name of this nonprofit corporation shall be: [The Anti-Corruption Network in Korea (ACNK in abbreviation)], herein referred to as "the Network".

Section 2 (Office)

The headquarter of the Network shall be located in Seoul, the Capital of Republic of Korea. Regional headquarters and branches can be ,if necessary, in the other parts of Korea.

*Section 3.(Purposes)*

*The purposes of the corporation as formed are to clear away the corruption of the society and construct a clean and just society through reforming the idea of the people and promoting the preventive activities of the corruption.*

Section 4.(Activities)

The Network shall make the following activities to achieve its purpose mentioned in Article III.

① To manage the regional centers of National Sinmungo, mobile Sinmungo, Cyber-Sinmungo (Sinmungo is a bulletin where people appeal what they want to report for the anti-corruption of the society).

② To publish the research results of the Corruption indices of each region, institution, and company.

③ To work for reforming people's idea about the corruption and gathering signatures of people for anti-corruption.

*④ To build the database of anti-corruption.*

⑤ To cultivate citizen monitors of the corruption of the public institutions.

⑥ To educate and propagate for anti-corruption.

⑦ To raise what is so called "Clean Fund".

⑧ To make a network of anti-corruption groups within and outside Korea.

⑨ Other activities to achieve the purpose of the Network.

**Article II. Members**

*Section 5. (Membership and Qualification)*

*The members of the Network shall be groups who agree to the Purpose of the Network and uphold this by-law. The one who wants to be a member of the Network shall be approved by the board of directors in accordance with membership procedures. The Sponsor members, if necessary, shall be admitted in accordance with the working regulations.*

Section 6. (Rights)

The members shall have the following rights.

① the right of voting in general assembly.

② the right of participating in the activities of the Network.

③ and other rights stipulated in this By-law.

Section 7. (Duties)

The members shall have the following duties.

*① the duty of fulfilling their rights of making opinions, voting, electing, and being elected.*

② the duty of paying dues, carrying out the decisions of General Assembly and Board of Directors.

③ and other duties stipulated in this By-law.

Section. 8. (Resignation)

A member may resign at any time. If a member wants to resign, he must submit his resignation to the Chairman.

*Section 9. (Rewards and Punishments)*

*A member who contributes to the Network may be rewarded by the Chairman through the decision of the Board of Directors. A member may be disciplined, censured, suspended, expelled through the decision of the Board of Directors in the following cases.*

① To violate the Purposes of the Network.

② To obstruct the Activities of the Network.

③ To defame the Network.

④ To neglect the Duties in Section 7.

**Article III. Administration**

Section 10. (Officers)

The Network's administration are as follows;

① A Chairman

② Two Vice-Chairmen

③ 12 - 20 board members

④ Two Auditors

Section 11. (Election)

① The officers are elected in General Assembly.

② Officers with relative relations shall not be more than 1/3 of the entire ones pursuant to the Korean Civil Law, the Article 777.

③ An auditor shall be a person free of the relations to the other auditor or board members stipulated in the above clause ②.

*④ A person of higher level than central committee members of political parties shall not be an officer of the Network. An officer who wants to run for the public office shall resign 60 days before the election.*

Section 12. (Terms)

① A chairman and a vice-chairman shall serve for consecutive terms of 1 year.

② A board member shall serve for consecutive terms of 2 years.

③ An auditor shall serve for consecutive terms of 1 year.

④ When an officer may be absented with resignation or for other reasons, the Board of Directors shall elect the replacement whose terms shall be the remaining years of the former officer.

Section 13. (Responsibilities)

① A chairman shall represent the Network, shall be the chief of the Board of Directors, and shall supervise the activities stipulated in the By-law and determined in General Assembly.

② A vice-chairman shall support the chairman and deal with what the chairman and the Board of Directors will direct him to do.

③ A director shall be present at the Board of Directors to vote for the activities of the Network, and deal with what the chairman and the Board of Directors will direct him to do.

④ An auditor shall do the following jobs;

a. To audit the financial situation of the Network.

b. To audit the management and the activities of the board of directors of the Network.

c. To demand the general assembly or the board of directors to correct what he may find unjust in auditing as mentioned in the item "a", "b".

d. To demand the gathering of the general assembly or the board of directors to report the results of auditing mentioned in the item "c".

e. To report the financial situation of the Network, the management of the general assembly, and the board of directors to the chairman, the general assembly, and the board of directors.

Section 14. (Acting Chairman)

When the chairman is absented due to accidents, an elder vice-chairman, followed by the younger vice-chairman and an elder director, may succeed his job.

Article 4. General Assembly

*Section 15. (Structure)*

*General Assembly, as the highest decision making body, shall be composed as follows.*

*① To consist of the representatives elected out of the members of the Network.*

*② whose representatives might number 50 -- 200.*

*③ How to elect the representatives shall be clarified in the working regulations.*

*④ The Chairman shall be the chair of the General Assembly.*

Section 16. (Meeting)

① There shall be regular general assembly and provisional general assembly.

② The regular general assembly shall be called once a year.

③ The provisional general assembly shall be called in the following cases.

a. when one-third of the existing members may request it to be called

b. when the board of directors may request it to be called

c. when the chairman may request it to be called

④ The chairman shall notify each member on the meeting agenda, time and place until 15 days before the opening of meeting. However, there may be exceptional cases, if deemed suitable.

⑤ The provisional general assembly shall decide only what may be notified in the clause ④.

Section 17. (Agenda)

The agenda of the general assembly shall be as follows.

a. To Elect officers.

b. To disorganize the Network and amend the By-law.

c. To sell, present, donate, lend, acquire properties, and raise loans.

d. To approve the planned and settled budget.

e. To approve the working plans.

f. and the others deeded necessary.

Section 18. (Quorum for making decisions)

①No matter how many members might be present, the general assembly shall be opened. The decision shall be made by the agreement of the majority of those present. In the case of a tie vote, the chairman shall cast the tie-breaking vote.

②A member may give to the general assembly or another member his or her agreement in writing to be cast as a Proxy vote in the inevitable cases.

Section 19 (Cases exclusive from voting)

A chairman or a member shall be excluded from voting for making a decision in the following cases.

a. when he, himself, may be appointed or removed in the assembly.

b. when his financial interest may contradict with that of the Network in dealing with financial matters.

*Section 20 (Minute book)*

*The minute book shall be written about the process and results of the general assembly and be signed by the chairman and more than 3 representatives who shall be elected in the general assembly.*

**Article V. Board of Directors**

Section 21. (Structure) The Network shall have the Board of Directors which shall be composed of a Chairman, Vice-chairman, and Directors.

Section 22 (Meeting)

The chairman shall call the meeting of the board of directors with the clarification of reasons to call in the following cases.

a. when the chairman considers it necessary to be called

b. when more than a majority of directors request a call

c. when the auditor request a call

d. in other important occasions for the management of the Network.

Section 23. (Agenda)

The Board of Directors shall consult and decide the following agenda;

a. To execute the activities.

b. To manage the working plans

c. To write the budget plan and settlement.

d. To deal with what shall be directed to do in the general assembly.

e. To amend the By-law.

f. To manage the property.

g. To deal with what shall be mandated in the By-law.

h. To prepare for the agenda that shall be entreated to the general assembly.

i. To deal with other issues that shall be mandated by the chairman.

Section 24. (Quorum)

① A majority of the present directors under the presence of a majority of membership shall constitute a quorum of making a decision without a special condition. In the case of a tie vote, the chairman shall have the casting vote.

② The chairman shall make a consultation in writing in the event deemed trivial or urgent and report to the next board of directors with approval.

③ A director may give to the general assembly or another member his or her agreement in writing to be cast as a Proxy vote in inevitable cases.

Article 6. Finance (Property and Accounting)

Section 25. (Classification)

① The Network's property shall consist of basic and ordinary one.

② The items of basic properties shall be recorded once a year.

Section 26. (Revenue)

The revenue of the Network shall be allocated by the followings. The regulation on membership fees shall be made in the general assembly.

a. interests of basic properties

b. fees of group and individual members

c. sponsored fund

d. other revenue

Section 27. (Fiscal Year)

A fiscal year of the Network shall be the same of that of the Government.

Section 28. (Budget)

The budget plan and settlement of the Network shall be written until January, each fiscal year to be submitted to the board of directors and be approved by the general assembly.

Section 29. (Accounting Audit)

The auditor shall perform an accounting audit more than once a year.

Section 30.(Payments of officers)

The regulation on the payments of officers shall be separately made by the decision of the board of directors. However, directors who are not permanent in the office shall not be paid except for irregular payments necessary for their works.

Article 7. Affiliated organ and committee

Section 31. (Structure and role)

*① An affiliated organ and committee shall be organized under the board of directors as needed for the purpose of good accomplishment of the Network.*

*② The chief of an affiliated organ and committee shall be elected by the board of directors with a majority of present directors under the presence of a majority of membership directors. His term shall be a year consecutively.*

③ The structure and management of an affiliated organ shall be taken care of by its chief, seconded by the board of directors, in consideration of its establishment purpose and way of working.

*④ The structure and management of a committee shall be taken care of by its chief, seconded by the board of directors, in consideration of its establishment purpose and way of working.*

Article 8. Secretariat

Section 32. (Structure and role)

① The Network shall organize a Secretariat to perform its activities mandated by the chairman.

② The Secretariat shall have a Secretary General and other secretaries.

③ The Secretariat shall deal with the administration of a variety of activities of the Network.

④ Secretary General shall be a director automatically and shall serve consecutive terms of 4 years.

Article 9. Complementary Measures

Section 33. (Disorganization)

① The disorganization of the Network shall need the agreement of 2/3 majority of membership quorum in the general assembly.

② When the Network may be dissolved, the remaining properties shall be donated to the central or local government or other institution with similar purposes to the Network.

Section 34. (Amendment of the By-law)

The amendment of the By-law shall require the consent of 2/3 majority of membership quorum in the general assembly or the board of directors with the permission of the Minister of Administration and Autonomy.

Section 35. (Submission of working plans)

The fiscal year's working results and budget settlement and the following year's working plans and budget shall be submitted within February after the end of the fiscal year to the Minister of Administration and Autonomy together with the directory of properties, and the working and auditing report.

Section 36. (Working regulations)

The working regulations needed for the management of the Network shall be constituted by the decision of the board of directors.

**Supplementary Provisions**

Section 1 (Effectiveness)

The By-law is effective as of the day of legal registration of the Network.

Section 2 (Principle)

What is not clarified in the By-law shall be based on the principle of general democracy.

Section 3 (Provisional measures)

Regardless of the Section 12- ②, half of the directors elected at the general assembly of the Network foundation shall serve a term of a year.