

**ARTICLE OF INCORPORATION**  
**DIVERSE ARTISTS OF KOREA ASSOCIATION**

Enacted: 2022. 8. 29.

**CHAPTER I GENERAL RULES**

Article 1 (Name)

The name of this association shall be "Diverse Artists of Korea Association" (abbreviation "DAKA", hereinafter referred to as "the association").

Article 2 (Location)

The office of the association shall be located in the Seoul Metropolitan Government, and a branch office (branch) may be established where necessary.

Article 3 (Purpose)

The purpose of the association is to create Korean culture as an international art community and promote cultural diversity by encouraging communication and exchange between foreign migrant artists and art college students who settle in Korea and engage in cultural and artistic creation and activities.

Article 4 (Business)

The association shall engage in the following business activities in order to achieve its purpose of Article 3:

1. Public interest campaign for expansion of cultural diversity policy;
2. Education and workshops for foreign artists and art college students;
3. Exchange projects for domestic and international exhibitions, performances, workshops, art projects, etc;
4. Providing Information through homepage operation and newsletter publication, etc;
5. Profit-making projects to achieve the purpose business of the association;
6. Other projects necessary for achieving the purpose of the association

**Chapter II Members**

Article 5 (Qualifications of Members)

A members of the association (“members”) shall be any individual or organization who has agreed to the purpose of the association regardless of nationality, has applied for membership prescribed and has obtained the approval from the board of directors.

#### Article 6 (Rights of Members)

Members shall have the right to participate in the operation of the association through the general meeting. However, group members shall elect one representative and exercise their rights through the representative. Quasi-members and honorary members may attend the general meeting and speak, but they do not have voting rights.

#### Article 7 (Duty of Members)

Members shall have the following duties:

1. To comply with the articles of incorporation and regulations of association;
2. To implement of resolutions of the general meeting and the board of directors;
3. To pay membership dues and contributions.

#### Article 8 (Withdrawal of members)

Members may withdraw from the association freely by submitting a withdrawal request to the president.

#### Article 9 (Reward and Punishment of Members)

- ① The association may reward members who has contributed to the development of the association through a resolution of the board of directors.
- ② The association may punish members, such as expulsion and reprimand, who have violated the purpose of the association, damaged honor and prestige, or failed to fulfill the obligations under Article 7. Punishments shall be imposed by the president after a resolution of the board of directors or the general meeting.

### **Chapter III Officers**

#### Article 10 (Type and number of officers)

- ① The association shall have the following officers (“officers”):
  1. One president;
  2. One senior vice president;
  3. One vice president
  4. Eight to sixteen directors (including the president, senior vice president, and vice president)

#### 5. 1 auditor

② The association may increase the number of officers if necessary. In such case, a resolution of the general meeting (either regular general meeting or extraordinary general meeting) must be made after discussion of the board of directors.

③ If an officer appointed pursuant to Article 11 is unable to officially participate in the board of directors due to personal circumstances, he/she may become a member of the board of directors as an honorary officer as follows. In such case, "honorary" shall be added before the title. (e.g., honorary director, honorary vice-president).

1. Honorary officers may be appointed by the recommendation of three directors and the resolution of the board of directors.

2. Honorary officers may attend the board of directors to express their opinions, but do not have voting rights of the board of directors.

3. If an honorary officer pays a membership fee as a member of the association, he/she shall have voting rights of the general meeting.

4. An honorary officer shall not serve as president.

5. The number of honorary officers shall not exceed 20% of the total number of officers.

#### Article 11 (Appointment of Officers)

① Officers shall be elected at the general meeting and the election shall be reported to the competent administrative office without delay.

② A by-election shall be made within two months from the date on which the vacancy occurs.

③ The election of a new officer shall be made two months before the expiration of the term of office of the existing officer.

④ A person who is the promoter and founding member of the association shall be appointed as an ex officio director.

#### Article 12 (Dismissal of Officers)

An officer may be dismissed through a resolution of the general meeting when he/she commits any of the following acts:

1. Acts that violate the purpose of the association;

2. Disputes, accounting irregularities, or significant unfair practices among officers;

3. Obstruction of the business of the association.

#### Article 13 (Standing Director)

① The association may have a standing director to be exclusively in charge of the purpose business of the association.

② A standing directors shall be appointed by the president from among the officers through the resolution of the board of directors

#### Article 14 (Senior Vice President)

① The association may have a senior vice president.

② A senior vice president shall be appointed by the president from among the officers after the resolution of the board of directors

#### Article 15 (Vice President)

① The association may have a vice president.

② A vice president shall be appointed by the president from among the officers after the resolution of the board of directors

#### Article 16 (Term of Officers)

① The term of office of officers shall be three years, and he/she may serve consecutive terms. However, the president may be reappointed only twice.

② The term of office of officers who are inaugurated by an by-elections shall be the remaining period of his/her predecessors.

#### Article 17 (Duties of Officers)

① The president shall represent the association, exercise overall control over the affairs of the association, and shall be the chairperson of the general meeting and the board of directors.

② The director shall attend the board of directors to resolve matters concerning the affairs of the association and handle matters delegated by the board of directors or the president.

③ The auditor shall perform the following duties:

1. To audit of the financial status of the association;

2. To audit of the operation of the general meeting and the board of directors and matters concerning its business;

3. In the event that the audit results of subparagraphs 1 and 2 show that there is anything illegal or unjust , to request correction to the board of directors or general meeting and to report it to the competent administrative office;

4. In the event that it is necessary to request and report correction under subparagraph 3, to call the general meeting or the board of directors;

5. To state opinion to the general meeting, the board of directors or the president regarding the financial status and business of the association.

#### Article 18 (Acting as the President)

- ① In the event that the president is unable to perform his or her duties, a senior vice president shall act as president.
- ② On the occurrence of a vacancy of the president, an officer elected by the board of directors shall act as president.
- ③ The board of directors under paragraph ② shall be convened by a majority of the incumbent directors, and the person acting as president shall be elected with the approval of a majority of the directors present under the chairmanship of the senior vice president.
- ④ The person who acts as president pursuant to the provisions of paragraph ② shall go through the procedure of selecting the president without delay.

## **Chapter IV General Meeting**

### Article 19 (Composition of General Meeting)

The general meeting of the association shall be the highest legislative organ and shall be composed of all members of the association.

### Article 20 (Separation and Convocation)

- ① The general meeting shall be divided into a regular general meeting and an extraordinary general meeting and shall be convened by the president.
- ② The regular general meeting shall be held within two months of the commencement of each fiscal year, and the extraordinary general meeting shall be convened when the president deems it necessary.
- ③ The president shall notify each member of the convocation of the general meeting by not later than seven days before the commencement of the meeting. The agenda, date, time, place, etc. of the meeting shall be specified in the notice of convocation.

### Article 21 (Special Provisions for Convocation of General Meeting)

- ① In the event that a request for convocation falls under any of the following, the president shall convene the general meeting within 30 days from the date of request for convocation:
  1. A majority of the incumbent directors present the purpose of the meeting and request a convocation;
  2. The auditor requests a convocation pursuant to the provisions of Article 17 ③ 4;
  3. At least one-fifth of the incumbent members present the purpose of the meeting and request a convocation.
- ② In the event that it is unable to convene the general meeting for more than 30 days due to the person who has the right to convene the general meeting is vacant or evades to convene thereof, the general meeting may be convened with the consent of a majority of the incumbent directors or at least 1/3 of the incumbent members.
- ③ The general meeting under paragraph ② shall elect the chairperson of it under the chairmanship of the senior vice president.

#### Article 22 (Quorum for Resolution of General Meetings)

- ① The general meeting shall be held with the attendance of a majority of the incumbent members present and shall be resolved with the consent of a majority of the members present.
- ② The voting rights of a member may be delegated to other members attending the general meeting. In such cases, a power of attorney shall be submitted to the chairperson before the commencement of the general meeting.

#### Article 23 (Functions of General Meeting)

The general meeting shall resolve the following matters:

1. Matters concerning the election and dismissal of officers;
2. Matters concerning the dissolution of the association and the amendment of the articles of incorporation;
3. Matters concerning the disposal and acquisition of the association property and the borrowing of funds;
4. Approval of budget and settlement of accounts;
5. Approval of a business plan;
6. Other important matters and matters to be referred by the board of directors.

#### Article 24 (Grounds for exclusion of the resolution)

A member who falls under any of the following shall not be entitled to vote in the resolution:

1. When making a resolution on matters concerning oneself in relation to the election and dismissal of officers;
2. When there is a conflict of interest between oneself and the association in relation to monetary transactions or lawsuits, etc.

### **Chapter V Board of Directors**

#### Article 25 (Composition of the board of directors)

The board of directors of the association shall be composed of the president and all directors of the association.

#### Article 26 (Separation and Convocation)

- ① The board of directors shall be divided into a regular board of directors and an extraordinary board of directors and shall be convened by the president.
- ② The regular board of directors shall be held by not later than one month before of of the commencement of each fiscal year, and the extraordinary board of directors shall be convened when the president deems it necessary.
- ③ The president shall notify each director and auditor of the convocation of the board of directors by not later than seven days before the commencement of the meeting. The agenda, date, time, place, etc. of the meeting shall be specified in the notice of convocation.

④ The board of directors may resolve only on the matters notified under paragraph ③. However, in the event that all the incumbent directors attend and all the directors present approve, even if the matters are not notified, they may be referred to and resolved.

#### Article 27 (Special Provisions for Convocation of Board of Directors)

① In the event that a request for convocation falls under any of the following, the president shall convene the board of directors within 20 days from the date of request for convocation:

1. A majority of the incumbent directors present the purpose of the meeting and request a convocation;
2. The auditor requests a convocation pursuant to the provisions of Article 17 ③ 4

② In the event that it is unable to convene the board of directors for more than 30 days due to the person who has the right to convene the board of directors is vacant or evades to convene thereof, the board of directors may be convened with the consent of a majority of the incumbent directors.

③ The board of directors under paragraph ② shall elect the chairperson of it under the chairmanship of the senior vice president.

#### Article 28 (Written Resolution)

① The president may make resolution of the board of directors adopted by a written resolution in lieu of a meeting on minor matters or matters requiring urgency to be referred to the board of directors. In such cases, the president shall report the results to the next board of directors.

② When a majority of the incumbent directors require the board of directors to refer to the matter of written resolution under paragraph ①, the president shall comply therewith.

#### Article 29 (Quorum for Resolution)

① The board of directors shall be held with the attendance of a majority of the incumbent directors present and shall be resolved with the consent of a majority of the directors present.

② The voting rights of the board of directors shall not be able to be delegated.

#### Article 30 (Matters for Resolution of Board of Directors)

The board of directors shall resolve the following matters:

1. Matters concerning business execution;
2. Matters concerning the operation of the business plan;
3. Matters concerning the preparation of the budget and settlement of accounts;
4. Matters concerning the amendment of the articles of incorporation;
5. Matters concerning property management;
6. Matters concerning the preparation of an agenda to be referred to the general meeting;

7. Matters delegated by the general meeting;
8. Matters belonging to the authority pursuant to the provisions of the articles;
9. Other matters referred to by the president as important for the operation of the association.

## **Chapter VI Property and Accounting**

### Article 31 (Revenue)

Revenue from the association shall be covered by membership dues, donations, and other revenues.

### Article 32 (Fiscal year)

The fiscal year of the association shall be in accordance with the fiscal year of the government.

### Article 33 (Budgeting)

The annual revenue-expenditure budget of the association shall be organized within two months of the commencement of each fiscal year and shall be determined with approval from the general meeting through a resolution of the board of directors.

### Article 34 (Settlement of Accounts)

The association shall settle the accounts within two months of the commencement of each fiscal year and shall be approved by the general meeting through a resolution of the board of directors.

### Article 35 (Accounting Audit)

The auditor shall conduct an accounting audit at least once a year.

### Article 36 (Disclosure of Accounting)

- ① The budget and settlement of accounts of the association shall be disclosed according to the method separately determined by the board of directors.
- ② The annual donation amount and utilization performance are disclosed every March through the Internet website.

### Article 37 (Remuneration for Officers)

The officers of the association shall not receive any remuneration.

Remuneration shall not be paid to officers other than a standing director in charge of the operation of the business. However, actual expenses for the performance of duties may be paid.



## **Chapter VII Office Department**

### Article 38 (Secretariat)

- ① The association shall have a secretariat which shall be responsible for the day-to-day administration of the association under the direction of the president.
- ② The secretariat may have one secretary general and necessary employees.
- ③ The secretary general shall be appointed and dismissed by the president through a resolution of the board of directors.
- ④ Matters concerning the organization and operation of the secretariat shall be separately determined through a resolution of the board of directors.

## **Chapter VIII Supplementary Provisions**

### Article 39 (Dissolution of the association)

- ① The dissolution of the association shall be decided by a three-quarters of the incumbent members at a general meeting and shall be reported to the competent administrative office.
- ② The remaining asset at the time of dissolution of the association shall belong to the state, local governments, or other non-profit corporations with a similar purpose to the association through a resolution of a general meeting.

### Article 40 (Amendment of Articles of Incorporation)

Amendment of these articles of incorporation shall be decided by a three-quarters of the incumbent members at a general meeting and shall be reported to the competent administrative office.

### Article 41 (Establishment of Rules)

The board of directors may adopt rules for matters necessary for the operation of the association not provided in these articles of incorporation.