

**Articles of Association
of
Open Arms Korea**

Chapter 1 - General Provisions

Article 1 (Name)

The name of the organization shall be *Hankuk Open Arms Hyeophwe* (“**Organization**”) which will be written in English as *Open Arms Korea*.

Article 2 (Location)

The registered office of the Organization shall be located at Gwanghwamun Building, 20 FL, #2173, 149 Sejong-daero, Jongno-gu, Seoul. The Organization may establish branch offices (chapters) in or outside of the Republic of Korea if necessary.

Article 3 (Purpose)

The not-for-profit purpose of the Organization shall be to “provide activity based English education and support for Korean children living in welfare centers and keep supporting them as they age-out into young adulthood”. In order to fulfill the purpose set forth in this Article 3, the Organization shall provide:

1. Activity based English education at Korean welfare centers;
2. Age focused activities and teaching for the specific age group;
3. Relevant support activities for the children when they age-out of the welfare centers;
4. Special events such as seasonal events, sports day, and other events to give the children special memories to cherish; and
5. Individual activities for children LV with the purpose of helping them fulfill their full potential.

Chapter 2 - Membership

Article 4 (Eligibility of Membership)

Membership of the Organization shall be open to any person who supports the purpose of the Organization as set forth herein and actively volunteers in pursuant of such purpose. Any person wishing to become a member must:

1. Submit a prescribed application for membership and obtain approval of the relevant leadership in charge of onboarding (as defined in Article 13);
2. Pay the applicable annual membership fee; and
3. Sign and submit the Code of Conduct and Declaration of Association.

The Management Committee may, at its discretion, refuse any application for membership. The annual membership fee shall be set at the General Assembly (as defined below in Article 17).

Article 5 (Rights of Membership)

All registered members (each, a “**Member**” and collectively, “**Members**”) shall have the right to participate in the management of the Organization through the General Assembly.

Article 6 (Responsibilities of Members)

Members shall have the following responsibilities:

1. Comply with these Articles of Association and the rules and policies of the Organization, including, but not limited to, the Code of Conduct and Declaration of Association;
2. Implement and comply with the resolutions of the General Assembly and the instructions of the Management Committee;
3. Pay the applicable membership fee each year; and
4. Sign and submit the Code of Conduct and Declaration of Association on a yearly basis.

Article 7 (Withdrawal of Membership)

Any Member wishing to withdraw from membership must inform the Management Committee in writing. Upon receipt by the Management Committee, the membership of such person shall cease. Any Member may be expelled from membership with or without consent for the following reasons:

1. A Member stops volunteering for a period of more than 6 months and fails to agree with the Management Committee on a reasonable pause of volunteer service;
2. Following completion of the Organization’s disciplinary procedure, in the reasonable opinion of the Management Committee, a Member is found guilty of conduct which has or is likely to have serious adverse effect on the Organization or has acted or has threatened to act in a manner which is contrary to the interests of the Organization as a whole; or
3. A Member has failed to observe the terms of these Articles of Association or the rules and policies of the Organization, including, but not limited to, the Code of Conduct.

Article 8 (Rewards)

A Member who contributes to the advancement of the Organization may be rewarded based on the decision of the Management Committee.

Chapter 3 – Management

Article 9 (Representative Director)

The Organization shall have one (1) director who is a Member and who is also registered with the relevant government authorities (“**Representative Director**”).

Article 10 (Appointment of Representative Director)

1. The Representative Director shall be appointed by the General Assembly, and if necessary, promptly reported to the relevant government authorities.
2. The appointment of the Representative Director shall take place within two (2) months of the date of vacancy.
3. The appointment of a new Representative Director shall be held no later than two (2) months before the expiration of the then current term of office.
4. The name and address of the Representative Director shall be registered with the relevant government authorities. In the event such information is not registered, the appointment, removal, or resignation of such Representative Director cannot be asserted against a third party.

Article 11 (Removal of Representative Director)

The Representative Director may be removed by a resolution of the General Assembly if he or she has engaged in any of the following acts:

1. Actions that are contrary to the purpose of the Organization;
2. Involvement in disputes among Members, accounting irregularities, or gross misconduct; or
3. Interference with the activities of the Organization.

Article 12 (Duties of Representative Director)

The Representative Director shall be the representative of the Organization and responsible for overseeing the affairs of the Organization. The Representative Director shall have the power to delegate authority to a Member to act as the executive director to further the purpose of the Organization (“**Executive Director**”), subject to the approval of the General Assembly. The Representative Director may revoke any such delegation or alter its terms and conditions, subject to the approval of the General Assembly.

Article 13 (Role of Executive Director and Management Committee)

The Executive Director shall have the power to supervise and decide important matters relating to the management of the Organization. The Executive Director shall report immediately to the Representative Director if he or she has found any matter that is likely to cause substantial damage to the Organization. The Executive Director shall faithfully execute his or her duties according to these Articles of

Association and the rules and policies of the Organization. The Executive Director may appoint Members to the management committee, subject to the approval of the Representative Director, in order to delegate tasks that further the purpose of the Organization (together with the Executive Director, collectively, the “**Management Committee**”). The Executive Director may revoke any delegation or alter its terms and conditions. The Management Committee may consist of the following positions:

1. Finance Director(s);
2. Education Director(s);
3. Fundraising Director(s);
4. Administrative Director(s);
5. Volunteer Director(s); and
6. Such other positions the Executive Director may appoint from time to time.

Articles 14 (Limitations of Management Committee)

No Member of the Management Committee shall enter into any agreement, contract, promise, or commitment as an agent for the Organization or other Members.

Any decision of the Management Committee involving entering into any agreement, contract, promise or commitment as an agent of the Organization shall be approved by the Executive Director and the Representative Director.

Article 15 (Term of Office of Representative Director)

1. The term of office of the Representative Director of the Organization shall be 3 years.
2. The term of office of the Representative Director who assumes office through a by-election shall be the remainder of his or her predecessor’s term of office.

Article 16 (Term of Office of Executive Director)

1. Unless otherwise revoked by the Representative Director and General Assembly, the term of the Executive Director of the Organization shall be 4 years.
2. The term of the Executive Director who assumes office through a by-election shall be the remainder of his or her predecessor’s term of office.

Chapter 4 - General Assembly

Article 17 (Composition of the General Assembly)

The general assembly, constituted by meetings of Members, shall function as the highest voting body of the Organization (“**General Assembly**”). The General Assembly shall consist of ordinary general meetings and extraordinary general meetings.

Article 18 (Types of General Assembly and Convocation)

1. The ordinary General Assembly shall be held annually in April.
2. The extraordinary General Assembly shall be convened when deemed necessary by the Executive Director, subject to approval of the Representative Director.
3. The convocation of any General Assembly shall be notified to each Member by the Management Committee, subject to approval by the Executive Director and Representative Director, at least seven (7) days prior to the commencement of the meeting, with the relevant agenda, date, and place of the meeting.
4. The chairman of the General Assembly shall be the Executive Director or the Representative Director. This can be delegated to relevant members of the Management Committee
5. The minutes of the General Assembly shall be recorded and signed by the Representative Director and Executive Director and shall be stored at the registered office of the Organization or such other place as designated by the Representative Director.

Article 19 (Exceptional Circumstances for Convocation of General Assembly)

1. The Executive Director shall convene an extraordinary general meeting when there is a request for convocation falling under any of the following subparagraphs within fourteen (14) days of the request:
 - a. When an auditor requests a convocation pursuant to Article 28 (4).
 - b. When more than one-fifth (1/5) of the Members request the meeting by stating the purpose of the meeting.
2. If the Executive Director is unable to convene the extraordinary general meeting for any reason after being requested as specified in the preceding subparagraph, such General Assembly may be convened by the Representative Director or at least one-third (1/3) of the Members.

Article 20 (Quorum and Resolution)

1. The quorum for holding a General Assembly shall require the attendance of a majority of the Members. Unless otherwise agreed in these Articles of Association, a resolution shall be made with the approval of a majority of the Members present or represented.
2. A Member's voting right may be delegated in writing to another Member attending the General Assembly. In such case, a proxy must be submitted to the chairman of the General Assembly before the start of the meeting.

Article 21 (Matters Reserved for General Assembly)

The General Assembly shall exclusively decide on the following matters:

1. Election and dismissal of the Representative Director;
2. Approval of the Executive Director designated by the Representative Director and any changes thereto;
3. Appointment of an auditor;
4. Setting the annual membership fee;
5. Approval of the annual budget and settlement;
6. Approval of the annual operating plan for the upcoming year
7. Approval of strategical plans when relevant; and
8. Dissolution of the Organization and changes to these Articles of Association.

Article 22 (Disqualification of Members from General Assembly)

A Member shall not participate in the General Assembly if the voting matter involves any of the following:

1. The Member is the subject of election or dismissal as the Representative Director; or
2. There is a conflict of interest between the Member and the interests of the Organization, including, but not limited to, matters related to receipt of funds or assets or involvement in legal proceedings.

Chapter 5 - Property and Accounting

Article 23 (Property)

Any property required in the furtherance of the Organization shall be held and used by the Members and the Management Committee on behalf of the Organization subject to these Articles of Association and the rules and policies of the Organization.

Article 24 (Income)

1. The income of the Organization shall be generated from membership fees, fundraising events, donations, and other sources.
2. The income of the Organization cannot be used for any purpose other than the purpose set out herein and cannot be distributed personally to any Member.

Article 25 (Fiscal Year)

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

Article 26 (Budgeting)

The Management Committee shall prepare the budget for income and expenditure of the Organization

one (1) month before the start of the fiscal year, and such budget shall be finalized with the approval of the General Assembly.

Article 27 (Operation and Settlement)

1. The income received by the Organization shall be managed and operated by the Management Committee on behalf of the Organization.
2. The Management Committee shall prepare a settlement of accounts within the first quarter following the end of each fiscal year and obtain approval from the General Assembly.

Article 28 (Audits)

The Representative Director may, with the approval of the General Assembly, appoint an auditor to conduct an accounting audit of the Organization. The auditor shall perform the following duties:

1. Monitor the financial condition of the Organization;
2. Monitor the operations of the General Assembly and the Management Committee;
3. Make requests to the Management Committee or the General Assembly to correct any irregularities or errors found as result of the audit;
4. Request the convocation of the General Assembly when necessary to make corrective requests and reports requested under subparagraph 3;
5. Express opinions and guidance regarding the current status and operations of the Organization to the Representative Director, Management Committee and General Assembly.

Article 29 (Remunerations)

Unless otherwise approved by the General Assembly, no Representative Director, member of the Management Committee or Member shall receive any remuneration from the Organization except for reimbursement of approved expenses.

Chapter 6 - Secretariat

Article 30 (Secretariat)

1. A secretariat may be established to handle the affairs of the General Assembly under the direction of the Management Committee.
2. The secretariat may have one secretary-general and necessary staff members.
3. The secretary-general shall be appointed by the Management Committee.
4. Matters concerning the organization and operation of the secretariat shall be separately determined by the Executive Director and the Representative Director.

Chapter 7 – Miscellaneous

Article 31 (Dissolution of the Organization)

1. When the Organization intends to dissolve, it shall be dissolved by a resolution with the approval of at least two-thirds (2/3) of the Members present or represented at the General Assembly, and the dissolution shall be reported to the competent government authorities.
2. The remaining property at the time of dissolution shall be donated to other non-profit corporations or organizations, or public interest funds with a similar purpose to the Organization, as determined by a resolution of the General Assembly.

Article 32 (Changes to Articles of Association)

In order to make changes to the Articles of Association, a resolution must be made with the approval of at least two-thirds (2/3) of the Members present or represented at the General Assembly and, if necessary, reported and accepted by the relevant government authorities.

Article 33 (Enactment of Rules and Policies)

Matters necessary for the operation of the Organization (other than those prescribed in these Articles of Association) may be prescribed in the rules and policies of the Organization by the Management Committee and approved by the Representative Director.

Supplementary Provisions

These Articles of Association shall take effect upon approval by all Members of the Organization at the General Assembly and execution by the Representative Director, subject to filing and acceptance by the relevant government authorities, if required.

IN WITNESSE WHEREOF, these Articles of Association have been approved by all Members of the Organization at the General Assembly, and the Representative Director hereby sets his or her name and seal or signature this 27th day of Aug, 2024.

Name: Eunhee Chung (Canadian)



Title: Representative Director

Resident ID no: 820216-6100173

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