



# Articles of Association

[17 June 2020]

THE FIFTH AMENDEMENT VERSION

## Chapter 1. General Rules\*

### Article 1 Appellation

- ① This organization is named [GUN-IN-GWON-SEN-TEO]; hereinafter, it is referred to as ‘the Center’.
- ② This organization is named ‘Center for Military Human Rights Korea’ (abbreviated as ‘CMHRK’) in the English language.

### Article 2 Location of Office

The main office of the Center is located in Seoul in the Republic of Korea.

### Article 3 Aim

The aim of the Center is to actualize, within the military, the Universal Declaration of Human Rights, international human rights and humanitarian laws, adopted by the United Nations, and the Constitution of the Republic of Korea as well as all the other relevant laws and norms of human rights based on recognition of the fact that soldiers are citizens in uniform, through insurance and protection of soldiers and citizens from all forms of human rights infringement and discrimination, and supervision over and improvement of anti-human rights laws, systems, policies and practices within the armed forces.

### Article 4 Activities

The Center, in order to accomplish the aims stated in [Article 3](#), carries activities as in the following subparagraphs:

1. Education: Human rights school prior to conscription, human rights camp, etc., counsellor training and internal job training, etc.
2. Policy: Penal discussion, research and recommendation of policy, monitoring national defense policies and budget, etc.
3. Counselling: *Army CALL* – military human rights hotline, etc.
4. Public Relations: Campaign for human rights awareness, the Center’s activities, and promotion of the *Army CALL* service, etc.
5. Solidarity: Collaboration or cooperation with the United Nations and its affiliated organs as well as international, regional, domestic or overseas human rights organizations, etc.
6. Other subsidiary activities: side-events or other activities for accomplishment of the Aim

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\* This translation version followed the ABC Rule when it comes to use of modal verbs.

## **Chapter 2. Members**

### **Article 5 Classification and Qualification of Members**

- ① Members of the Center are comprised of Full-members and Donor-members.
- ② A person who agrees with [Article 3](#) and considers oneself eligible to contribute to the development of the Center may become a Donor-member by submitting a registration form in writing (hereinafter, including the electronic document) as of the date of the first payment of his or her membership fee stipulated therein.
- ③ Full-members consist of Donor-members who qualify both of the following subparagraphs:
  1. A person whose period of time being a donor-member is more than 6 months;
  2. A person whose period of time violating [Subparagraph 3 of Article 7](#) has not exceeded 6 months consecutively.

### **Article 6 Rights of Members**

- ① A Full-Member has a right to attend a General Meeting and has one vote per resolution.
- ② A Donor-Member may attend a General Meeting and present his or her opinion.
- ③ The members of the Center have a right to be informed of the progress and the result of activities of the Center in relation to [Article 4](#) as well as the financial state.

### **Article 7 Duties of Members**

The members of the Center bare the following duties:

1. Commitment to the Articles of the Association and all the bylaws of the Center
2. Implementation of the resolution of the General Meeting and the Steering Committee
3. Timely Payment of stipulated membership fees and, if any, other allotments

### **Article 8 Member Directory**

- ① The Center has to record and maintain a member directory which includes names and contact information.
- ② The Center should not provide the member directory without an individual member's consent except as otherwise stipulated by law.

### **Article 9 Withdrawal or Forfeiture of Membership**

- ① Any members may withdraw one's membership by informing the Secretariat with reason and specified date via either wireless or network.

- ② The membership fee that has already been paid before the activation of [Paragraph \(1\)](#) will not be returned. *Provided, That* an additional payment of membership fee caused by the delay of the administrative process of the Secretariat will be returned within 3 months.
- ③ The Steering Committee may expel a member, by a resolution, whose action has violated [a Subparagraph of Article 7](#) or harmed the reputation and prestige of the Center. The person cannot rejoin the Center and his or her membership fee is not returned to him or her.

## **Chapter 3. Executives**

### **Article 10 Title of Executives and Number**

- ① The Center has executives as in the following subparagraphs:
  1. Advisors
  2. Chairperson of the Steering Committee (hereinafter, ‘Chairperson’): 1
  3. Representative: 1
  4. Members of the Steering Committee (hereinafter, ‘Steering Member(s)’): more than 3 and less than 20
  5. Inspector: more than 1 and less than 3

### **Article 11 Qualifications for Executives**

- ① An Executive is a person with abundant academic knowledge and experience in the field of human rights who is respected and credited by the community.
- ② The Chairperson may not hold the office of Representative and vice versa.

### **Article 12 Election of Executives**

- ① An Executive is elected by the General Meeting upon recommendation of the Steering Committee. *Provided, That* an adviser is approved by the General Meeting upon recommendation of the Steering Committee.
- ② The Chairperson is elected by mutual vote among the incumbent Steering Members.
- ③ A Successor to an Executive position whose term in office expired may be elected by the Steering Committee within 90 days before the end of the Predecessor’s term; the power of a Successor according to this provision is temporarily recognized until the approval of the General Meeting.
- ④ [Paragraph \(3\)](#) applies correspondingly to the election and recognition of a Replacement for an Executive position that became vacant. *Provided, That* the Center does not elect a Replacement when the next session of the General Meeting is less than 90 days from the date of vacancy.

### **Article 13 Term in Office of Executives**

- ① Executives, excluding Advisors, will serve the office for 3 years and may serve consecutive terms. *Provided, That* the Representative will serve the office for 4 years and may serve consecutive terms.
- ② A Replacement to a vacancy of an Executive will serve the rest of the term of his or her predecessor.
- ③ An Executive who cannot serve the office anymore or whose term expires should notify the Chairperson with the reasons 30 days before the effective date thereof.

### **Article 14 Mandates of Executives**

- ① The Advisors may deliver a recommendation in relation to the development and operational orientation to either the General Meeting, the Steering Committee, or Inspectors.
- ② The Chairperson of the Steering Committee and the representative are Co-presidents of General Meeting and Co-speakers of Steering Committee, and they preside over meetings.
- ③ The Representative implements [Article 4](#) by directing the Secretariat so as to accomplish [Article 3](#) and represents the Center. He or she is an ex-officio Steering Member.
- ④ The Steering Members manage and monitor the overall operation of the Center and decide matters stated in [Article 25](#).
- ⑤ The Inspector audits the financial state of the Center and the operation and the business of the Steering Committee and may request a correction to the Steering Committee or the General Meeting when unfair or undue factors are discovered as a result of an audit.

## **Chapter 4. General Meeting**

### **Article 15 Status and Composition of the General Meeting**

The General Meeting is the top legislative organ of the Center and consists of Full-members.

### **Article 16 Convocation of the General Meeting**

- ① Co-presidents convene a regular session of the General Meeting within 3 months from the end date of a fiscal year.
- ② The Representative should notify in a writing all the registered Full-members of agenda, time and venue 7 days before the opening of the General Meeting.

### **Article 17 Exceptional Rules to Convocation of the General Meeting**

- ① Co-presidents should convene a special session of the General Meeting within 21 days from when one of following subparagraphs occurs:

1. When three-fifths of the registered Steering Members request with presentation of objectives thereof;
  2. When an Inspector requests based on [Paragraph \(5\) of Article 14](#);
  3. When a majority of the registered Full-members request.
- ② A majority of the Steering Members or a one-third of the registered Full-members may convene a special session of the General Meeting when convocation is unavailable for more than 7 days due to absence or evasion of Co-speakers.
- ③ A session convened according to [Paragraph \(2\)](#) elects a temporal President under the guide of a Steering Member with the highest seniority in terms of age.

### **Article 18 Matters for Resolution of the General Meeting**

The General Meeting makes a resolution upon the following subparagraphs:

1. Election and dismissal of executives;
2. Amalgamation, dismemberment, or disbandment and revision to the Articles of Association;
3. Approval of action plans, budget and settlement of accounts;
4. Matters that fall under its mandates by this Articles of Association;
5. Agenda submitted by the Steering Committee;

### **Article 19 Quorum for Resolution of the General Meeting**

- ① A session of the General Meeting is convened with one-tenth of the registered Full-members; its resolutions are made by a majority of the present Full-members voting. *Provided, That* resolutions of the General Meeting are made by one-fifth of the registered Full-members present and a two-thirds majority voting in respect to the following subparagraphs:
1. [Subparagraph 2 of Article 18](#)
  2. Disposal of the fundamental property pursuant to [Paragraph \(2\) of Article 40](#).
- ② The Representative should re-convene another session within 15 days from the decision of adjournment if a session of the General Meeting is adjourned due to lack of quorum in [Paragraph \(1\)](#).

### **Article 20 Exceptional Rules to Voting of the General Meeting**

- ① A Full-member(s) may exercise one's vote by delegating the right to one of the Co-speakers. In this case, the proxy statement should be submitted to one of the Co-speakers before the commencement of the General Meeting, then the principal member(s) will be deemed as present and the delegated vote is considered to be favorable to the dominant result of voting.
- ② The General Meeting may propose minimum agenda necessary for the operation of the Center and make a resolution thereon in writing upon the resolution of the Steering Committee, acknowledging that the convocation of a session of the General Meeting would be contradictory

to public interest due to the outbreak of a natural calamity, a contagious disease, or other nationwide problems equivalent thereto.

#### **Article 21 Causes for Exclusion from Resolution of the General Meeting**

A Full-member should be excluded from resolution, unless otherwise stated in this Articles of Association, when he or she falls under one of the following subparagraphs:

1. When the election and dismissal of an executive is regarding him or herself;
2. When his or her own interests contradict with the Center's in case of an exchange of money and property or lawsuit;
3. When he or she is one of the Co-speakers or the temporal President under the [Paragraph \(3\) of Article 17](#).

#### **Article 22 Minutes of the General Meeting**

- ① The Secretariat takes minutes of proceedings and result of a session, and more than 3 Full-members attended the meeting should sign and seal or sign a signature thereon.
- ② The Representative should inform Full-members who did not attend a session of the General Meeting with the summary of minutes of the meeting in a writing.

### **Chapter 5. Steering Committee**

#### **Article 23 Status and Composition of the Steering Committee**

- ① The Steering Committee consists of a Chairperson and Steering Members.
- ② An Inspector or a Director may attend a meeting of the Steering Committee and present one's own opinion.
- ③ The Staff of the Secretariat prescribed in [Paragraph \(2\) of Article 31](#) may attend a meeting of the Steering Committee. *Provided, That* the Director may present his or her opinion in accordance with [Paragraph \(2\)](#).

#### **Article 24 Types and Convocation of the Steering Committee**

- ① Co-speakers quarterly convene a regular session of the Steering Committee on a mutually agreed date.
- ② Either one of the Co-speakers convene a special session of the Steering Committee on the basis of the following subparagraphs:
  1. When one of the Co-speakers recognized a need for convention and requests convocation;
  2. When a one-third of the registered Steering Members recognizes a need for convention and requests convocation;
  3. When an Inspector requests convocation in relation to his or her missions.

- ③ The Co-speakers should convene a special session within 15 days from the date of notification of the request for convocation thereof under [Subparagraph 2 or 3 of Paragraph \(2\)](#).
- ④ When both of the Co-speakers are unable to preside or convene a session, a temporal Chairperson is elected by the Steering Committee from among themselves.
- ⑤ The Representative should notify the registered Steering Members with agenda, date and venue of a meeting 3 days before the convention date in writing.

#### **Article 25 Matters for Resolution of the Steering Committee**

The Steering Committee makes a resolution upon the following subparagraphs:

1. Project and activity plans and operation of the Center;
2. Writing of budget and settlement of accounts;
3. Matters to submit to or entrusted by the General Meeting;
4. Enactment, amendment or abolition of an internal regulation;
5. Appointment and dismissal of members of an auxiliary committee;
6. Matters that fall under its mandates by this Articles of Association;
7. Other agenda referred by a Member of the Steering Committee.

#### **Article 26 Quorum of the Steering Committee**

- ① The Steering Committee makes a resolution with a one-third of the registered Steering Members present and a majority voting. *Provided, That* matters under [Subparagraphs 3 and 4 of Article 25](#) should be decided by a majority of the registered Steering Members voting.
- ② The Co-speakers should reconvene another session of the Steering Committee within 15 days from the decision of adjournment if it is adjourned due to dissatisfaction of [Paragraph \(1\)](#).

#### **Article 27 Exceptional Rules to Voting of the Steering Committee**

- ① A Steering Member may designate one of the Co-speakers as his or her proxy to delegate the voting right. The principal Member is deemed as present and the delegated vote is considered to be favorable to the dominant result of voting.
- ② A Steering Member may designate another Steering Member as his or her proxy in writing to delegate his or her voting right; the proxy should submit the proxy statement to one of the Co-speakers before a day ahead of the commencement of the meeting of the Steering Committee. The Steering Member(s) will be deemed present.
- ③ A Steering Member may attend a meeting of the Steering Committee by using a telephone, a video equipment, or another similar telecommunication device that allows all of the other Steering Members who are present at the meeting to simultaneously listen to his or her speech when he or she has hardship in attendance due to business trip, etc.
- ④ The Steering Committee may make a resolution in writing when Co-speakers recognize agenda trivial and no other Steering Members raise an objection.



### **Article 28 Causes for Exclusion from Resolution of the Steering Committee**

A Steering Member should be excluded from resolution of the Steering Committee and the Auxiliary Committees when his or her interests contradict with the Center's in terms of lawsuit, disciplinary action, or exchange of money or property.

### **Article 29 Minutes of the Steering Committee**

- ① The Secretariat takes minutes of proceedings and result of a meeting, and more than two present Steering Members designated by the Steering Committee should sign and seal or sign a signature thereon.
- ② The Representative should inform Steering Members who did not attend the meeting with the summary of minutes of the meeting in writing.

## **Chapter 6. Auxiliary Committees**

### **Article 30 Establishment and Composition of Auxiliary Committees**

- ① The Chairperson of the Steering Committee may establish a Policy Commission in order to be assisted with tasks of the Steering Committee. A Policy Commissioner is appointed by designation of the Chairperson of the Steering Committee, and his or her appointment should be reported to the General Meeting.
- ② The Chairperson of the Steering Committee may establish a Personnel Commission for the necessary period of time in order to award or punish Executives or Staff Members of the Secretariat, recommend an Executive, or appoint a Director by a resolution of the Steering Committee. At least three Personnel Commissioners are elected at a time among the incumbent Steering Members.
- ③ The Representative may establish an Executive Commission in order to be assisted with tasks of the Secretariat. An Executive Commissioner is appointed by the Representative upon the recommendation of the Director, and his or her appointment should be reported to the Steering Committee.
- ④ The Chairperson or the Representative may establish other auxiliary committees in order to accomplish [Article 3](#) according to internal regulations.

## **Chapter 7. Secretariat**

### **Article 31 Mandates and Composition of the Secretariat**

- ① The Center establishes a Secretariat in order to decide and implement various matters in relation to organization, operation and activities of the Center.

- ② The Secretariat consists of the Representative and Staff Members and may appoint a Director as a Staff Member.
- ③ The Director is appointed according to [Paragraph \(1\) of Article 12](#) upon the recommendation of the Representative. The Director will serve the office for 4 years and may serve consecutive terms.

### **Article 32 Rights and Responsibilities of the Secretariat Members**

Members of the Secretariat have the right to equality as a laborer regardless of titles and positions as a person who is engaged in social movement activities for the actualization of the international human rights norms and the constitutional values and bears duties to respond to human rights violations as a human rights defender, which the Executives and the Staff Members should acknowledge and observe.

## **Chapter 8. Branches and Attached Organs**

### **Article 33 Foundation of Branches, etc.**

The Center may establish a branch with a resolution of the General Meeting. The Steering Committee may appoint a Head of the Branch, applying [Paragraph \(3\) of Article 31](#) correspondingly.

### **Article 34 Foundation of Organs Affiliated to the Center, etc.**

The Center may establish an organ affiliated to the Center with a resolution of the General Meeting.

## **Chapter 9. Finance and Accountancy**

### **Article 35 Fiscal Year**

The fiscal year of the Center starts on 1<sup>st</sup> January and ends on 31<sup>st</sup> December of each year.

### **Article 36 Management of Finance and Budget**

The Center manages finance and accountancy, fulfilling fiduciary duty, in accordance with relevant laws and internal regulations.

### **Article 37 Budget**

- ① The Representative should compile a budget for the next fiscal year and, upon the Steering Committee's resolution, request an approval of the General Meeting of that fiscal year.

- ② The Representative may operate finance pursuant to the previous year's budget from the commencement date of a fiscal year until an approval upon a budget for the fiscal year is granted, and the executed budgets are regarded as executed in the budget of the fiscal year.
- ③ The Representative may compile revised supplementary budgets with approval of the Steering Committee when the budget needs to be altered after approval of the General Meeting; the details thereof should be reported to the next General Meeting.
- ④ The Center's reserve fund may not exceed more than a one-tenth of the total budget.

#### **Article 38 Settlement of Accounts**

- ① The Representative should report the result of an audit after having an activity report and a fiscal report on the previous fiscal year composed and audited by an Inspector within two months from the end of the previous fiscal year.
- ② The Director should disclose the "Annual Amount of Donations Collected and the Use Thereof" that is produced based on the settlement of accounts by every 31<sup>st</sup> of March through the Internet web-site of the Center and of the National Tax Service.

#### **Article 39 Categorization of Finance**

Revenue of the Center consists of the following subparagraphs, yet it may be further categorized, if necessary:

1. Donation: contributions donated by an individual person or funded by an organization or a corporate body;
2. Other incomes: other incomes accrued by other profitable activities, except for [Subparagraph 1](#), or income generated by assets, other miscellaneous revenue, and contribution in kind.

#### **Article 40 Classification of Assets**

- ① The Center's assets are classified into Fundamental Property or Normal Property.
- ② The Fundamental Property includes real estate and movable assets that are necessary for implementation of [Article 4](#) and normal assets that are incorporated by a resolution of the Steering Committee.
- ③ The Normal Property is any other properties that are not the Fundamental Property.

#### **Article 41 Management of Assets**

- ① The Center should request a resolution of the General Meeting upon financial matters on: disposal of the whole or a portion of the fundamental assets by selling, giving, exchanging, altering the purpose of use, or by providing security and bearing economic obligation or relinquishing of the economic rights.

- ② The Center may accrue developmental funds ascribed to certain aims within fifteen per cent of the monthly revenue.

#### **Article 42 Remuneration, Etc.**

- ① The Center remunerates the standing Executives and the standing Staff Members as determined by a resolution of the Steering Committee. *Provided, That [Paragraph \(2\)](#) may be applied alternatively upon the request of a standing Executive.*
- ② The Center may offer a preservation for actual expenses necessary for tasks or pay a cost for maintenance of standard of appearance determined by the Steering Committee in proportion to [Paragraph \(1\)](#) to non-standing Executives and the non-standing Staff Members.
- ③ The Center accumulates a reserve fund for retirement allowance in preparation for the retirement of standing executives and members of the Secretariat or adopts a scheme equivalent thereto.

#### **Article 43 Borrowings**

The Center should request resolution of the Steering Committee when it bears obligatory burden in addition to budget or borrowing funds, yet it may request ex post facto approval to counteract urgent matters, and the Representative, in this case, should report the event to the Steering Committee within 15 days from the occurrence of the reason.

## **Chapter 10. Disbandment**

#### **Article 44 Reasons for Disbandment**

The Center may disband when one of the following subparagraphs occurs:

1. When [Article 3](#) is achieved;
2. When the General Meeting finds it impossible to achieve [Article 3](#);
3. When there are crucial circumstances which hamper the activities pursuant to the purpose of establishment of the Center.

#### **Article 45 Procedures of Disbandment**

- ① The General Meeting initiates disbandment upon a resolution when one of the subparagraphs in [Article 44](#) occurs.
- ② The Steering Committee establishes a Settlement Committee within a month from effectuation of [Paragraph \(1\)](#) in order to administer matters necessary for disbandment. Members of the Settlement Committee should be more than three including an external person, the Chairperson and the Representative.

#### **Article 46 Reversion of Residue**

The Center's residue will be reverted to either the State, a local government or another non-governmental organization that has purposes of establishment that are similar to those of the Center.

### **Chapter 11. Supplementary Provision**

#### **Article 47 Others**

Matters related to the operation of the Center that are stipulated neither in this Articles of Association nor internal regulations may be decided by the General Meeting or the Steering Committee unless otherwise stated in laws.

### **Additional Clauses**

#### **Article 1 Effective Date**

1. This Articles of Association comes into effect at the moment when the Constituent Steering Committee ratifies. <21 September 2009>
2. This Whole Amendment to Articles of Association comes into effect at the moment when the General Meeting ratifies. <21 February 2013>
3. This Whole Amendment to Articles of Association comes into effect at the moment when the Steering Committee ratifies. <24 March 2016>
4. This Partial Amendment to Articles of Association comes into effect at moment when the Steering Committee ratifies the following:  
*The part, "by the 31st of March via a website," in Article 42, Paragraph (2) will be "by every 31<sup>st</sup> of March through the Internet web-site of the Center and of the National Tax Service."* <7 September 2016>
5. This Partial Amendment to Articles of Association comes into effect at the moment when the General Meeting ratifies.  
*The part, "Military Human Rights Center for Korea (MHRCK)," in Article 1, Paragraph (2) will be "Center for Military Human Rights Korea (CMHRK)."* <28 March 2019>
6. This Whole Amendment to Articles of Association comes into effect at the moment when the Steering Committee of the Center ratifies according to the resolution of the General Meeting. <17 June 2020>