Articles of Organization

Korea Sustainability Investing Forum

[Adopted on April 3, 2007]
[Partially Amended on November 6, 2007]
[Partially Amended on April 17, 2008]
[Partially Amended on March 18, 2009]
[Partially Amended on April 3, 2013]

Chapter I General Provisions

Article 1 [Name] The name of this incorporated association shall be the 'Korea Sustainability Investing Forum' (hereinafter referred to as "KoSIF").

Article 2 [Principal Office and Branch Offices] The Forum shall establish its principal office in Seoul, Republic of Korea, and may establish domestic and international branch offices as deemed necessary.

Article 3 [Objective] The objective of the Forum is to institutionalize Socially Responsible Investment (SRI) through various activities including assessment, public awareness, research, education, campaigns, and legislative petitions aimed at revitalizing SRI, and to contribute to the realization of a sustainable society where economic, social, and environmental values are balanced.

Article 4 [Activities] In order to achieve the objective set forth in Article 3, the Forum shall undertake the following activities:

1. Research and public awareness activities to establish the 'Principles for Socially Responsible Investment (SRI)' tailored to the context of Korean society, and to encourage and mainstream their application among investors, including various pension funds and financial institutions.

2. Development and dissemination of operational guidelines for SRI funds, and certification programmes for socially responsible funds.

3. Policy development and solidarity related to SRI, as well as research and support activities for the enactment of legislation and the establishment of institutional frameworks.

4. Research, investigation, and education regarding corporate Environmental, Social, and Governance (ESG) matters.

5. Public awareness and campaign activities to mainstream and promote SRI across society.

6. Solidarity and cooperative activities with relevant domestic and international organizations, including the United Nations.

7. Other activities and revenue-generating operations that align with the objective of the Forum and conform to the preceding subparagraphs.

Chapter II Membership

Article 5 [Qualifications for Membership]

1. Members of the Forum shall be individuals, institutions, and organizations that endorse the objective and founding purpose set forth in Article 3 and have completed the prescribed admission procedures.

2. Individuals, organizations, and institutions seeking to become members of the Forum shall submit the prescribed membership application form.

3. Detailed matters concerning membership qualifications, voting rights at the General Assembly, and admission fees shall be determined by separate regulations of the Board of Directors.

Article 6 [Rights of Members]

1. Members shall have the right to elect and stand for election as officers, and the right to attend the General Assembly to propose opinions on the activities of the Forum and participate in voting. Provided, however, that in the event of non-payment of membership fees for the current fiscal year, they shall not participate in voting at the subsequent regular General Assembly and shall be excluded from the quorum for presence and the quorum for resolution of the General Assembly.

2. Members shall be provided with the materials and publications of the Forum and may access materials related to the operation of the Forum.

Article 7 [Duties of Members] Members shall bear the following duties:

1. Compliance with the Articles of Incorporation and other regulations of the Forum.
2. Implementation of the resolutions of the General Assembly and the Board of Directors.
3. Payment of membership fees and financial contributions.

Article 8 [Withdrawal and Expulsion of Members]

1. Members may freely withdraw by submitting a notice of withdrawal of their own volition.
2. In the event that a member damages the reputation of the Forum, hinders the execution of its objective, or fails to comply with the duties of a member for one year or more, the member may be expelled through a resolution of the General Assembly.
3. In the event of a loss of membership status due to withdrawal or expulsion, the member shall not claim any rights over the membership fees and other contributions already paid.

Article 9 [Associate Members and Sponsoring Members]

1. The Forum may establish associate members and sponsoring members who do not possess the right to elect, the right to stand for election, and the right to vote as stipulated in Paragraph 1 of Article 6.
2. The rights and duties of associate members and sponsoring members shall be determined separately by the Board of Directors.

Chapter III Officers

Article 10 [Types and Number of Officers] The Forum shall have the following officers:

1. One Chairperson
2. One Executive Director
3. Between ten and thirty Directors (including the Chairperson and the Executive Director)
4. Two Auditors

Article 11 [Election of Officers]

1. Officers shall be elected by the General Assembly.
2. The Chairperson and the Executive Director shall be elected from among the Directors by mutual vote.
3. In the event of a vacancy in the office of the Chairperson or the Executive Director, a successor shall be elected within two months from the date the vacancy occurred.
4. When officers are elected, registration shall be completed with the competent court within three weeks from the date of the election, and it shall subsequently be notified to the competent authority.

Article 12 [Dismissal of Officers] If an officer commits an act falling under any of the following subparagraphs, they may be dismissed through a resolution for dismissal by the Board of Directors and a subsequent resolution by the General Assembly:

1. Acts contrary to the objective of the Forum.
2. Accounting fraud or grossly unfair misconduct.
3. Acts interfering with the operations of the Forum.

Article 13 [Disqualification of Officers] A person falling under any of the following subparagraphs shall not become an officer:

1. A person adjudged incompetent or quasi-incompetent.
2. A person who has been declared bankrupt and has not been reinstated.
3. A person whose qualifications have been lost or suspended by a court judgment or other means.
4. A person who has been sentenced to an actual term of imprisonment without labor or a heavier punishment, and for whom three years have not elapsed since the sentence was completed or remitted.

5. A person who has been sentenced to a suspended sentence of imprisonment without labor or a heavier punishment and is currently within the suspension period.

Article 14 [Term of Office for Officers]

1. The term of office for Directors shall be three years, and the term of office for Auditors shall be two years; they may be re-elected. Provided, however, that the term of office for an officer elected to fill a vacancy shall be the remaining term of their predecessor.

2. Even after the expiration of their term, an officer shall continue to perform their duties until their successor is inaugurated.

3. In the event of a vacancy in the office of the Chairperson, the Executive Director shall act on behalf of the Chairperson until the next Chairperson is appointed.

Article 15 [Duties of Officers]

1. The Chairperson shall be the legal representative of the Forum and shall serve as the chair of the General Assembly and the Board of Directors.

2. The Executive Director shall act on behalf of the Board of Directors to routinely execute the daily activities and various operations of the Forum.

3. Directors shall attend the meetings of the Board of Directors to deliberate and decide upon matters delegated by the General Assembly and matters concerning the operations of the Forum.

4. Auditors shall perform the following duties: ① Auditing the property and financial status of the Forum. ② Auditing matters concerning the operation and affairs of the General Assembly and the Board of Directors. ③ Requesting correction from the Board of Directors or the General Assembly and reporting to the competent authority upon discovering any irregularities or unfair practices as a result of the audits under Subparagraphs 1 and 2. ④ Demanding the convening of the General Assembly or the Board of Directors when necessary to make the request for correction and the report under Subparagraph 3. ⑤ Stating opinions to the General Assembly, the Board of Directors, or the Chairperson regarding the property status and affairs of the Forum.

Chapter IV General Assembly

Article 16 [Composition of the General Assembly] The General Assembly, as the supreme decision-making body of the Forum, shall be composed of the members stipulated in Article 5.

Article 17 [Classification and Convening of the General Assembly]

1. The General Assembly shall be classified into the Regular General Assembly and the Extraordinary General Assembly and shall be convened by the Chairperson.

2. The Regular General Assembly shall be convened within three months after the end of each fiscal year, and the Extraordinary General Assembly shall be convened when deemed necessary by the Chairperson.

3. To convene the General Assembly, the Chairperson shall notify each member of writing (including electronic documents) specifying the agenda, date, and venue of the meeting at least seven days prior to the commencement of the meeting.

Article 18 [Special Cases for Convening the General Assembly] The Chairperson shall convene the General Assembly within thirty days from the date of receiving a request for convening that falls under any of the following subparagraphs:

1. When a majority of the incumbent Directors request a convening, presenting the objective of the meeting.

2. When the Auditors request a meeting due to special circumstances.

3. When one-third (1/3) or more of the registered members request a convening, presenting the objective of the meeting.

Article 19 [Matters Subject to Resolution by the General Assembly] The General Assembly shall resolve the following matters:

1. Election and dismissal of officers.

2. Dissolution of the Forum and amendment of the Articles of Incorporation.

3. Disposal and acquisition of basic assets.

4. Approval of the budget and settlement of accounts.

5. Approval of the work programme.

6. Other important matters related to the activities of the Forum.

Article 20 [Quorum for Resolution] Except as otherwise provided in these Articles of Incorporation, the General Assembly shall be convened with the attendance of a majority of the registered members, and resolutions shall be adopted by the affirmative vote of a majority of the members present. In the event that a member is unavoidably unable to attend the General Assembly, they may delegate their voting rights to another member in writing (including electronic documents).

Article 21 [Grounds for Exclusion from Voting] A member shall not participate in voting when they fall under any of the following subparagraphs:

1. When voting on matters concerning themselves with respect to the election and dismissal of officers.

2. When there is a conflict of interest between themselves and the Forum regarding matters related to the receipt and disbursement of funds and properties, or litigation.

Chapter V Board of Directors

Article 22 [Composition of the Board of Directors] The Board of Directors shall be composed of the Chairperson and the Directors.

Article 23 [Convening of the Board of Directors]

1. Meetings of the Board of Directors shall be classified into Regular Meetings and Extraordinary Meetings.

2. The Regular Meeting shall be held once a year in February, and Extraordinary Meetings shall be convened upon the request of the Auditor(s) or at least one-third (1/3) of the Directors, or when deemed necessary by the Chairperson.

3. When convening a meeting of the Board of Directors, the Chairperson shall notify the Directors and Auditors of the objective, agenda, date, time, and venue of the meeting at least seven days prior to the commencement of the meeting. Provided, however, that this shall not apply when there is a justifiable reason deemed to be an emergency.

Article 24 [Matters Subject to Resolution by the Board of Directors] The Board of Directors shall deliberate and resolve the following matters:

1. Matters concerning the implementation of work programmes and operations.

2. Matters concerning the execution and preparation of the budget.

3. Matters concerning the amendment of the Articles of Incorporation to be submitted to the General Assembly.

4. Preparation of agenda items to be submitted to the General Assembly.

5. Matters delegated by the General Assembly.

6. Appointment of advisors and advisory committee members.

7. Matters delegated by the Articles of Incorporation.

8. Other matters proposed by the Chairperson as deemed important for the operation of the Forum.

Article 25 [Quorum for Resolution] A meeting of the Board of Directors shall be convened with the attendance of a majority of the incumbent Directors, and resolutions shall be adopted by the affirmative vote of a majority of the Directors present.

Article 26 [Written Resolution] The Chairperson may resolve minor or urgent matters among those to be submitted to the Board of Directors by means of a written resolution. In such cases, the Chairperson shall report the outcome to the next meeting of the Board of Directors.

Chapter VI Property and Accounting

Article 27 [Classification of Assets]

1. The assets of the Forum shall be classified into basic assets and ordinary assets as follows.
2. Basic assets shall be real estate or movable property related to the implementation of the Forum's objective activities, comprising the assets contributed at the time of the Forum's establishment and the basic assets designated by the Board of Directors.
3. Ordinary assets shall be assets other than basic assets.

Article 28 [Management of Assets]

1. Matters concerning the sale, donation, exchange, or waiver of obligations and rights regarding the basic assets of the Forum shall be subject to a resolution by the General Assembly, whereas matters concerning the provision of collateral, change of use, or lease thereof shall be subject to a resolution by the Board of Directors.
2. Matters concerning the sale, donation, exchange, or waiver of obligations and rights regarding basic assets shall apply *mutatis mutandis* the provisions concerning the amendment of the Articles of Incorporation.

Article 29 [Financial Resources] The financial resources for the expenses necessary for the maintenance and operation of the Forum are as follows:

1. Membership fees
2. Subsidies from the national government and local governments
3. Various voluntary contributions and sponsorships
4. Yields arising from basic assets
5. Non-profit revenue-generating operations aligned with the objective
6. Other revenues

Article 29 *bis* [Disclosure of Finances] The annual amount of contributions raised and the performance of their utilization shall be disclosed on the internet homepage by the end of March each year.

Article 30 [Fiscal Year] The fiscal year of the Forum shall commence on January 1 and end on December 31 of each year.

Article 31 [Budget Formulation and Settlement of Accounts]

1. Within three months after the end of each fiscal year, the Forum shall submit the work programme and draft budget to the General Assembly for approval, following a resolution by the Board of Directors. Provided, however, that projects entailing a burden on the national treasury shall require prior approval from the competent authority.

2. The Forum shall obtain approval from the General Assembly regarding the performance of activities and the settlement of accounts within three months after the end of the fiscal year, following a resolution by the Board of Directors.

Article 32 [Financial Audit] The Auditor(s) shall conduct a financial audit at least once a year.

Article 33 [Remuneration of Officers] Full-time officers may be paid remuneration necessary for the performance of their duties, the amount of which shall be determined by the General Assembly following a resolution by the Board of Directors. Part-time officers shall, in principle, not be paid remuneration; however, actual expenses (such as meeting allowances, transportation expenses, etc.) may be reimbursed in accordance with the regulations established by the Board of Directors.

Article 34 [Borrowings] When the Forum intends to assume extra-budgetary obligations or borrow funds, it shall be subject to a resolution by the Board of Directors.

Chapter VII Organization and Secretariat

Article 35 [Appointment of Advisors, Advisory Committee Members, and Expert Members] The Forum may appoint distinguished individuals and experts in society as advisors, advisory committee members, and expert members.

Article 36 [Establishment of Committees and Affiliated Bodies]

1. The Forum may establish a Steering Committee to support the routine activities of the Executive Director.
2. In addition, the Forum may establish various committees and affiliated bodies, such as headquarters and research institutes, necessary for the effective implementation of its objective and work programmes.
3. The operational modalities and regulations of the committees and affiliated bodies shall be determined by the Board of Directors.
4. The heads of the committees and affiliated bodies shall be appointed by the Board of Directors.

Article 37 [Secretariat]

1. A Secretariat shall be established to handle matters delegated by the General Assembly and the Board of Directors, as well as routine affairs.
2. The Secretariat may comprise a Secretary-General and necessary staff.
3. Matters concerning the organization and operations of the Secretariat shall be determined separately through a resolution by the Board of Directors.

Chapter VIII Supplementary Provisions

Article 38 [Dissolution of the Forum] When intending to dissolve the Forum, it shall be resolved by the affirmative vote of at least three-quarters (3/4) of the registered members at the General Assembly and subsequently reported to the competent authority.

Article 38 *bis* [Reversion of Residual Assets] Upon the dissolution of the Forum, any residual assets shall revert to the State, a local government, or another non-profit legal entity sharing a similar objective.

Article 39 [Restriction on Political Activities] The Forum shall not engage in political activities, such as supporting or assisting a specific political party or a specific candidate for elective office, under the name of the Forum or its representative.

Article 40 [Amendment of the Articles of Incorporation] When intending to amend the Articles of Incorporation, it shall be resolved by the affirmative vote of a majority of the registered members at the General Assembly, and authorization must be obtained from the competent authority.

Article 41 [Submission of Work Reports] The work program and budget for the following year, as well as the report on the performance of activities and the statement of accounts for the current year, shall be reported to the competent authority within three months after the end of the fiscal year. In such cases, the inventory of assets, the status of operations, and the audit report shall also be submitted concurrently.

Article 42 [Provisions Applied Mutatis Mutandis] Matters not stipulated in these Articles of Incorporation shall apply *mutatis mutandis* the provisions concerning incorporated associations within the Civil Act, as well as the rules regarding the establishment and supervision of non-profit corporations under the jurisdiction of the competent authority and its affiliated agencies.

Article 43 [Enactment of Rules] Matters necessary for the operation of the Forum, other than those stipulated in these Articles of Incorporation, shall be determined by rules following a resolution by the Board of Directors.