

Articles of Incorporation of the Corporation

Article 1. Name

The name of this corporation shall be “사단법인 해외입양인연대” which shall be written in English “Global Overseas Adoptee’s Link (G.O.A.’L.)” (hereinafter referred to as “Corporation”).

Article 2. Purposes

The Corporation shall be a non-profit making corporation, and its aims shall be as follows:

01. Support and assist Korean Adoptees with post-adoption services;
02. Support and assist Korean adoptees settling in Korea;
03. Build and expand the community of Korean adoptees in Korea and abroad;
04. Contribute to the development of cognition and identification of Korean culture by overseas adoptees;
05. Provide assistance to birth families and adoptees with concerns related to searching, reunion, and post-reunion;
06. Contribute to the improvement of domestic adoption culture; and
07. Enhance adoptees’ human rights.

The purposes shall be obtained by constantly working on improvements in the conditions for adoptees living in Korea, advancing the search for and reunion with biological families, and promoting the cultural experiences of the overseas adoptees born in Korea with the assistance of Korean nationals.

Article 3. Business

In order to achieve the purposes as described in the foregoing Article, the Corporation shall engage in the following activities:

01. Create, maintain, and expand our overseas adoptee database and overseas adoptees’ network needed to search for their birth family.
02. Offer homeland culture experience events for overseas adoptees and international symposiums thereto;
03. Support scholarships for overseas adoptees who desire to study in Korea;
04. Create solidarity among Korean adoptees and cooperate with the relevant organizations at home and abroad;
05. Any other related activities; and
06. Engage in fundraising activities to promote the foregoing activities.

Article 4. Location

Section 4.01 Principal Office

The principal office of the Corporation shall be located at #806, 81 Sambong-ro, Jongno-gu, Seoul, Republic of Korea. Branches may be established at home and abroad as required.

Section 4.02 Relocation

The relocation of the principal office of the Corporation shall be reported to the Minister of Foreign Affairs.

Amendments to the Articles of Incorporation due to such relocations shall not be subject to separate approval of the Minister of Foreign Affairs.

Article 5. Members

Section 5.01 General Members

General Members of the Corporation shall be composed of individuals, enterprises, and organizations who assent to the purposes and actively take part in the activities of the Corporation, and who perform the rights and obligations as the members.

Section 5.02 Voting Members

Voting Members shall be composed of adult Korean adoptees in Korea who are current residents of Korea and members of the Corporation for at least 2 years, who assent to the purposes and actively take part in the activities of the Corporation, and who perform the rights and obligations as the Voting Members.

01. Voting Members must actively register with the Corporation to vote prior to the GM as prescribed by the Secretariat.
02. Voting Members must have a Korean resident visa or Korean citizenship.
03. Voting Members must have attended or participated in at least one annual event within the last year.

Section 5.03 Corporate Members

Corporate Members shall be composed of enterprises and organizations who assent to the purposes and actively take part in the activities of the Corporation and who perform the rights and obligations as Corporate Members.

Section 5.04 Honorary Members

Honorary Members (HM) may be conferred by a unanimous resolution of the Board on an individual, or organization who is not a current Member of the Corporation and who will, in the opinion of the Board, by virtue of their position in the community and favorable disposition to the Corporation provide professional or other value to the Corporation.

Section 5.04 Admission

Those who desire to become members of and/or participate in the Corporation shall register on the official website of the Corporation and shall pay the current annual membership fee and shall obtain approval thereof from the Secretariat of the Corporation.

The membership begins once payment is processed and continues for one calendar year from the date the payment is processed.

01. Membership fees are non-refundable.
02. Membership fees are renewed annually unless canceled by the Member.
03. Honorary members are not required to pay annual membership fees.

Corporate Membership fees continue for one calendar year from the date payment is processed unless renewed by payment.

01. Corporate Membership fees are non-refundable

Section 5.05 Seccession

Any member, including Honorary Members, may freely leave the Corporation, and they shall be disqualified from the membership upon their seccession. In order to secede,

01. the member or Honorary Member shall give notice in writing to the Corporation of his intention to secede and his seccession shall be effective upon receipt of the written intention to secede by the Corporation.
02. the member fails to renew membership by payment of membership fees.

Article 6. Rights of Members

Section 6.01 General Members' Rights

All Members shall have access to services provided by the Corporation. As well as,

01. newsletters,
02. information about events held by the Corporation,
03. discounts on events and services according to the available announced discounts at any given time,
04. access to apply for scholarships and other services that require membership at the time of application if they meet the application criteria of the scholarships and services
05. member-exclusive information online

Section 6.02 Voting Members' Rights

Only Voting Members shall, as the constituents of the general meetings, have rights to demand convocation of general meetings and to attend, speak, and vote at such meetings.

Voting Members must be physically present at the general meetings for their vote to be valid unless an absentee ballot has been submitted as permitted by the Secretariat.

Absentee voting may be permitted on a case-by-case basis as decided by the Secretariat. Individuals must make a formal request to vote by absentee ballot, which will be decided by the Secretariat.

Article 7. Obligations of Members

Section 7.01 Obligations of Members

Members shall cooperate with the Corporation to achieve its purposes and shall abide by all the provisions under the Articles of Incorporation and the resolutions adopted at the general meetings and/or meetings of the Board of Directors.

Section 7.02 Membership fees

Members shall pay the prescribed membership fees.

Amount and method of payment of the membership fees shall be approved by the Chairman of the Board of Directors. Any changes in membership fees shall be announced at least 3 months (90 calendar days) before taking effect.

Section 7.03 Reward and Punishment

The Chairman of the Board may, upon resolutions of the Board of Directors, award prizes to or discipline the members who fall under the following categories:

- A. Reward: Those who have contributed to the development of the Corporation.
- B. Disciplinary Punishment
 01. Those who have failed to abide by the obligations under Article 8 hereof;
 02. Those who have failed to abide by the Articles of Incorporation and/or any and all regulations of the Corporation; or
 03. those who have impaired the interest of the Corporation, committed any act injuring the reputation of the Corporation or interfered with the business of the Corporation.

Punishment for engaging in the forgoing activities shall be (1) deleting a name (provided, that deleting a name shall be approved by affirmative votes of at least two-thirds of the members present at the general meeting at which majority of the members are present), (2) suspending member's qualification, or (3) issuing a warning.

Article 8. Organization and Officers

Section 8.01 Organization

The Corporation shall have the Board of Directors, the Auditor, and the Secretariat.

Section 8.02 Composition

The Officers of the Corporation shall be a Chairman of the Board, 5 or more Directors, and not more than 2 Auditors.

Section 8.03 Advisors, Consultants, and Guides

The Corporation may have advisors, consultants and/or guides based on the resolutions of the Board of Directors.

Section 8.04 Election of Officers

The officers of the Corporation shall be elected from the Voting Members at general meetings of Voting Members; provided, that the Directors and Auditors shall take their respective offices immediately upon election.

Section 8.05 Term of Office

The terms of office of the officers shall be 2 years or until the officers are replaced;

01. The officers may be re-elected.

Section 8.06 Vacancy of Office

In the event of any vacancy in the office of any officer, however, a new officer shall be elected at a general meeting of members, and the term of the new officer shall be for the remaining term of his predecessor.

Section 8.07 Minimum Number of Officers

In case the number of officers does not satisfy the minimum requirement under Section 8.02 hereof due to the resignations of and/or the expiration of the term of officers, the relevant officer shall perform his duties until his successor is elected.

Article 9. Duties of Officers

Section 9.01 General Duties

The duties of the officers of the Corporation shall be as follows:

01. The Chairman of the Board shall represent the Corporation and shall supervise any and all matters of the Corporation;
02. The Directors shall constitute the Board of Directors. The Directors shall have the rights to demand convocation of the meetings of the Board of Directors and to attend and speak at the meetings of the Board and shall handle the matter entrusted to them by the general meetings of Voting Members;

The Board of Directors shall determine and disburse an annual donation to the Corporation of no less than 1,000,000 KRW per director;

01. Each Director shall donate the determined amount of funds no later than June 30 of each calendar year.
02. Directors will aid the Corporation's efforts by connecting the Secretariat with potential allies of influence, financial sponsors, and other persons or organizations who could help expand opportunities for the Corporation and adoptees in general.

Section 9.03 Duties of Auditor

The duties of the Auditor shall be as follows:

01. To audit and inspect the state of property of the Corporation;
02. To audit the matters related to the operation and business of the Board of Directors;
03. To demand the Board of Directors and/or the general meetings of Voting Members to remedy any unfairness or impropriety which were found in the course of audits under the foregoing 1 and 2 and to make report thereon to the Ministry of Foreign Affairs;
04. To demand the convocation of a general meeting of members and meetings of the Board of Directors if necessary to request the remedy or make the report under foregoing 3; and
05. To state their opinions as to the state of the property and business of the Corporation at the meetings of the Board of Directors, the general meetings of members and/or to the Chairman of the Board.

Section 9.04 Duties of Secretariat

The Secretariat shall handle the matters delegated to it by the Board of Directors.

Article 10. General Meetings of Voting Members

Section 10.01 Composition

The general meeting of Voting Members is the highest deliberative organ and is composed of Voting Members.

Section 10.02 Types of General Meetings

There are two types of general meetings of members: ordinary and extraordinary. The ordinary general meeting of Voting Members shall be convened once a year by the end of May each year by the Secretariat. The extraordinary general meeting shall be convened in the following cases:

01. If requested by at least one-third of the Voting Members in Korea;
02. If requested by a resolution of the Board of Directors or by the Auditors; or
03. If deemed necessary by the Chairman of the Board.

Section 10.03 Convocation of General Meetings

The date of a general meeting shall be determined at a meeting of the Secretariat. The general meetings shall be convened by the Secretariat by giving written notice, facsimile or e-mail, stating date, time and place of the meeting and purposes for which the meeting has been called to the Voting Members, at least, one (1) month prior to the date set forth for such meeting.

Section 10.04 Presiding Officer of General Meeting

The Chairman of the Board shall preside at the general meetings of Voting Members.

01. In the event that the Chairman of the Board is not available, the Secretary General will preside.

Section 10.05 Formation, Resolution and Minutes of General Meetings

Except as otherwise provided for in these Articles of Incorporation, the general meetings shall be constituted by presence of at least 20 Voting Members. The resolution of the general meetings shall be adopted by affirmative votes of the majority of the Voting Members present at the general meetings.

In case of a tie, the presiding officer shall decide the issue.

Minutes shall be taken of the proceedings of the general meetings. The minutes shall contain the substance of the course of the proceedings of the meetings and the results hereof, and the presiding officer as well as the Directors present at the meetings shall record their names and affix their seals thereon. The Secretariat shall keep the minutes at the principal office of the Corporation.

Section 10.06 Matters Subject to Resolutions

The following matters shall be deliberated and resolved at a general meeting:

01. Amendment to the Articles of Incorporation;
02. Matters related to change in the legal status of the Corporation or dissolution of the Corporation;
03. Matters related to the election or termination of the officers of the Corporation;
04. Approval of the statement of accounts;
05. Matters proposed to general meetings by resolutions of the Board of Directors; and
06. Any other matters as prescribed in the Articles of Incorporation.

Article 11. Board of Directors

Section 11.01 Composition of Board of Directors

The Board of Directors shall consist of 5 or more Directors elected at general meetings

Section 11.02 Chairman of Board

The Chairman of the Board shall be elected at a meeting of the Board of Directors.

Section 11.03 Convocation of Board Meetings

The ordinary meetings of the Board of Directors shall be held once every six (6) months and extraordinary meetings of the Board of Directors shall be held from time to time as required. The meetings of the Board of Directors shall be convened by giving notice thereof at least one (1) week in advance in such an appropriate manner as determined by the Chairman of the Board.

Section 11.04 Formation of Meetings of and Resolutions of Board of Directors

Unless otherwise provided for in these Articles of Incorporation, a meeting of the board of Directors shall be constituted by presence of majority of the Directors in offices and resolutions of the Board of Directors shall be adopted by majority vote of the Directors present at the meeting.

Section 11.05 Major Matters subject to Resolutions of Board of Directors

The matters requiring resolutions of the Board of Directors shall be as follows:

01. Major policies;
02. Approval and/or revision of business plan;
03. Approval of and/or amendment to budget of incomes and expenditures, and deliberation of the statement of accounts;

04. Any matters delegated by the general meetings;
05. Any matters of deliberation requested by the Auditors;
06. Any matters vested in the Board of Directors pursuant to the Articles of Incorporation; and
07. Any and all important matters for operation of the Corporation.

Article 12. Secretariat

Section 12.01 Composition and Duties

The Secretariat shall consist of a Secretary General nominated by the Board of Directors and other staff appointed by the Secretary General, and shall have such administrative posts as necessary for attainment of the purposes of the Corporation and shall implement the matters delegated by the Board of Directors.

Section 12.02 Major Duties of Secretariat

The major duties of the Secretariat shall be as follows:

01. Establishment and implementation of a business plan;
02. Establishment and implementation of budget of incomes and expenditures;
03. Recommendation of the advisors, consultants, and guides;
04. Presentation of opinions as to reward and punishment of the members to the Board of Directors;
05. Any matters delegated by the Board of Directors;
06. Approval of admission of members; and
07. Any and all matters necessary for the operation of the Corporation.

Section 12.03 Service

The staff of the Corporation shall perform the matters which have come under his jurisdiction in compliance with any and all regulations of the Corporation under guidance and supervision of the Secretary General.

Section 12.04 Remuneration

Remunerations may be paid for the staff of the Corporation in accordance with separate remuneration regulations.

Article 13. Property and Accounting

Section 13.01 Property

The properties of the Corporation shall be classified into permanent property and common property. Permanent property shall consist of (1) immovable and movable properties related to the accomplishment of the business objective of the Corporation and which are determined as the permanent property by the Board of Directors and (2) other property contributed on the condition that such property shall be made as permanent property. Common property shall be those other than permanent property.

Section 13.02 Fiscal Year

The fiscal year of the Corporation shall follow the governmental fiscal year.

Section 13.03 Method of Raising Expenses

The expenses required for maintenance and operation of the Corporation shall be raised by membership fees, business proceeds, subsidies, donations, fund-raising, increased value in the Corporation's property and other earnings.

Section 13.04 Management of Property

Any sales, donations, lease and/or exchange of the permanent property, provision of the permanent property as security or establishment of any encumbrances over, or giving up the rights to the permanent property exceeding 100,000 KRW in current market value shall be approved by the Board of Directors.

The property of the Corporation shall not be rented to or caused to be used, free of charge, by (1) a person falling under the following categories, or (2) any other person if deemed inappropriate:

01. Directors or Auditors;
02. Those who are in a kinship relations under the Civil Code with a Director or Auditor; or
03. Those who are in a close relation with the Corporate property.

Section 13.05 Disposition of Surplus

Any surplus generated at the end of each fiscal year shall be incorporated, in whole or in part, into the permanent property or shall be carried forward to the following fiscal year.

Section 13.06 Restriction of Remuneration of Offices

No remuneration shall be paid to the officers of the Corporation; provided, that out-of-pocket expenses shall be compensated.

Section 13.07 Borrowed Money

Any long-term borrowing money shall be subject to the resolutions of the Board of Directors.

Article 14. Amendment to Articles of Incorporation and Dissolution, etc.

Section 14.01 Amendment of Articles of Incorporation

Amendment to the Articles of Incorporation shall be drafted by the Secretariat and shall require an affirmative majority vote of the Voting Members present at a general meeting, and thereafter shall be approved by the Minister of Foreign Affairs.

Section 14.02 Dissolution

Dissolution of the Corporation shall require affirmative vote of at least two-thirds of the Voting Members present at a meeting at which three-fourth or more of all the Voting Members are present, and thereafter shall be reported to the Minister of Foreign Affairs.

Section 14.03 Reversion of Remaining Property

In case that the Corporation has been dissolved for whatever reasons, the remaining property shall be contributed to the State, local autonomous entity or any other non-profit organization whose business purposes are similar to those of the Corporation.

Section 14.04. Bylaws

Any matters necessary for enforcement of the Articles of Incorporation shall be prescribed in the form of bylaws upon resolutions of the Board of Directors.

Article 15. Addenda

Section 15.01 Enforcement Date

The Articles of Incorporation shall be effective from the date of registration of incorporation of the Corporation.

Section 15.02 The First Officers

The first officers of the Corporation shall be elected at the inaugural general meeting of members.

Section 15.03 Report on Business Plan, etc.

The business plan and the budget of incomes and expenditures for the immediately following fiscal year and the business performance and statement of account for the relevant fiscal year together with the inventory for the relevant fiscal year shall be submitted to the Minister of Foreign Affairs within two (2) months following the end of each fiscal year.

Section 15.04 Report on Donations

The website of the Corporation is set up at www.goal.or.kr, and a statement showing the annual collection of donations and the usage of it is publicly released through the website.

Section 15.05 Promoters

The promoters for incorporation of this Corporation shall be as follows:

Name	Occupation	Remarks
Won Wung Kim	National Assembly Member	
Choong Hwan Kim	Head of Gangdong Gu	
Kyu Hyung Ro	Representative of R&R	
Hie Sook Park	Secretary of Won Buddhism, Gangnam School	
Jong Hoon Rhee	Researcher of National Assembly	
Chang Mo Choi	Professor of Keonkook University	
Hung Soo Kang	Vice President of R&R	

Section 15.06 Mutatis Mutandis Application

Any matters as to the operation of the Corporation not specifically provided for in these Articles of Incorporation shall be determined by mutatis mutandis application of the relevant provisions of the Civil Code and the Regulations for Incorporation and Supervision of Non-Profit Corporations under the jurisdiction of the Ministry of Foreign Affairs.