

# Articles of Association of Alumni Association of I-Shou University

Adopted on October 13, 2001 at the first General Assembly

Amendments adopted on October 16, 2005 at the second General Assembly

Amendments adopted on June 28, 2008 at the third General Assembly

Amendments adopted on December 19, 2010 at the fifth General Assembly

Reviewed and approved under the Ministry of the Interior's Letter No. Tai-Nei-Zi-Di No. 1000032015 dated on  
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## Chapter One General Principles

- Article 1 The Association is established under the name "Alumni Association of I-Shou University, R.O.C." (hereinafter referred to as the "Association").
- Article 2 The Association is a non-profit-seeking social entity registered under the law of Republic of China. The establishment of the Association aims to facilitate the development of I-Shou University (hereinafter referred to as the "University"), cement the relationship between the University and alumni, and promote the cooperation and connection among alumni.
- Article 3 The organizational area of the Association refers to all administrative areas of the country.
- Article 4 The Association is situated at No.1, Sec. 1, Syuecheng Road, Dashu District, Kaohsiung City, Taiwan, R.O.C. The Association may establish subordinate organizations under the consent of the competent authorities.  
The directions for the establishment of subordinate organizations referred to in the preceding paragraph shall be made by the Board of Directors and become effective after being approved by the competent authorities.  
The Association shall notify the competent authorities of any change in the Association's address, the establishment of new subordinate organizations, or any change in the address of any subordinate organization.
- Article 5 The Association aims to:
1. cement the relationship between the University and alumni;
  2. organize friendship-building activities for alumni;
  3. promote the cooperation and connection among alumni;
  4. provide alumni with the latest information on employment and business start-up opportunities; and
  5. facilitate the University's development.
- Article 6 The competent authorities in charge of the Association are the Ministry of the Interior, while the competent authorities in charge of the industry are the Ministry of Education.

The industry which the Association belongs to shall be subject to the guidance and supervision by the competent authorities in charge of the industry.

## Chapter Two Membership

### Article 7 Membership Qualifications:

1. Individual Members: those who (a) are at the age of twenty or above, (b) have graduated from any department or graduate institute established by the University, completed any program offered by the University, or studied at the University but didn't graduate, and (c) complete the application procedures.
2. Honorary Members: individual members who have significant contributions to the University and/or the Association will be awarded the title of honorary member under the consent of the Board of Directors; those who have made a donation of NT\$10,000 or more will also be awarded the title of honorary member.
3. Sponsoring Members: groups or individual who have provided sponsorships to the Association will be awarded the title of sponsoring member; the criteria of awarding the title shall be established by the Board of Directors and the Board of Supervisors.

Article 8 Individual members and honorary members have the right to vote, elect, be elected and unseat

Sponsoring members have no right to vote, elect, be elected and unseat unless they have acquired the status as individual member.

Article 9 All members of the Association shall abide by the Articles of Association set forth by the Association and the decision reached at the General Assembly.

Article 10 If any member should violate the law or the Articles of Association set forth by the Association, or refuse to abide by the decisions reached at the General Assembly, such a member shall receive a warning or be suspended from exercising the privileges and rights granted to members. If any member should pose danger to the Association, such a member shall be dropped from the Association according to the decision reached at the General Assembly.

Article 11 If any member is disqualified from being a member of the Association or dropped from the Association according to the decision reached at the General Assembly, such a member is considered being expelled from the Association.

Article 12 Any member who wishes to withdraw from the Association may provide the Association with a written statement which details the reasons for withdrawal.

## Chapter Three Organization and Authority

Article 13 The General Assembly of the Association is the highest decision-making body. The Board of Directors is the body formally responsible for implementation, and acts on behalf of the General Assembly when the General Assembly is in

recess. The Board of Supervisors is the body formally responsible for supervision.

When the number of members exceeds 300, member representatives may be elected based on the percentage of members from each area before the General Assembly meets and exercises its authority.

Member representatives shall serve a two-year term. The number of member representatives and election rules shall be decided by the Board of Directors and become effective after being reviewed and approved by the competent authorities.

Article 14 The General Assembly is responsible for:

1. setting forth and amending the Articles of Association;
2. electing and unseating directors and/or supervisors;
3. deciding membership fees, the donation amount and donation methods;
4. deliberating annual work plans, annual reports, annual budgets and final financial statements;
5. deliberating proposals concerning expulsion of members (member representatives) from the Association (General Assembly);
6. deliberating proposals concerning property disposal;
7. deliberating the proposal concerning the dissolution of the Association; and
8. deliberating major issues about members' rights and obligations.

The scope of major issues referred to in Subparagraph 8 of the preceding paragraph shall be decided by the Board of Directors.

Article 15 The Association shall have twenty-seven directors and nine supervisors to form the Board of Directors and the Board of Supervisors, respectively. Directors and supervisors shall be elected among member representatives.

After the results of the election of directors and supervisors are revealed, nine candidates and three candidates who have not been elected shall be appointed as alternate members for the post of director and supervisor, respectively, based on the number of votes these candidates have received in descending order. When a director or supervisor is absent from his or her duties halfway, an alternate member shall be called in to serve as a director or supervisor until the term of office is fulfilled.

The Board of Directors can propose a candidate list for next directors and supervisors.

Absentee voting can be used for the election of directors and supervisors, but absentee voting shall not be used for any two consecutive elections. The election rules concerning absentee voting shall be approved by the Board of Directors and become effective after being reviewed and approved by the

competent authorities.

Article 16

The Board of Directors is responsible for:

1. deliberating applicants' qualifications for becoming members (member representatives);
2. electing and unseating standing directors and the director-general;
3. deliberating proposals concerning the resignation of directors, standing directors or the director-general;
4. recruiting and dismissing staff members;
5. deliberating annual work plans, annual reports, annual budgets and final financial statements; and
6. other relevant issues.

Article 17

The organization of the Board of Directors is as follows:

1. The Board of Directors shall have nine standing directors who are elected among directors. Moreover, the director-general shall be elected among standing directors by all the directors, and the director-general shall appoint one standing director as the deputy director-general.
2. The director-general is formally responsible for all affairs related to the Association, acts on behalf of the Association, and serves as the chairperson of both the General Assembly and the Board of Directors. If the director-general cannot fulfill his or her duties, the deputy director-general shall act on his or her behalf. If the deputy director-general cannot act on behalf of the director-general, the acting director-general shall be elected among standing directors.
3. When the director-general, the deputy director-general or any standing director is absent from his or her duties halfway, a by-election shall be held within one month.

Article 18

The Board of Supervisors is responsible for:

1. supervising the operation of the Board of Directors;
2. deliberating final financial statements annually;
3. electing and unseating standing supervisors;
4. deliberating proposals concerning the resignation of supervisors and standing supervisors; and
5. other relevant issues.

Article 19

The organization of the Board of Supervisors is as follows:

1. The Board of Supervisors shall have three standing supervisors who are elected among supervisors. The convener of the Board of Supervisors shall be elected among standing supervisors, and the convener is responsible for supervising the operation of the Association and serves as the chairperson of the Board of Supervisors.

2. If the convener cannot fulfill his or her duties, he or she shall appoint one standing supervisor to act on his or her behalf. If the convener doesn't or cannot appoint a deputy, the acting convener shall be elected among standing supervisors.
3. When the chairperson or any standing supervisor is absent from his or her duties halfway, a by-election shall be held within one month

Article 20 Directors and supervisors are volunteer members, and serve a two-year term and may be re-elected. The director-general can be re-elected only once.

Article 21 A director or supervisor shall be dismissed immediately under any of the following circumstances:

1. being disqualified from being a member of the Association;
2. having resigned for any reason under the consent of the Board of Directors or the Board of Supervisors;
3. being unseated or dismissed; or
4. being suspended from exercising his or her privileges and rights for a period longer than half of the term of office.

Article 22 The Association shall have one secretary-general who is responsible for handling all affairs related to the Association as required by the director-general, as well as several staff members. In principle, the appointment and dismissal of the secretary-general shall be proposed by the director-general, approved by the Board of Directors, and become effective after being reviewed and approved by the competent authorities. It is to be noted that the proposal concerning the dismissal of the secretary-general shall first be notified to the competent authorities.

The staff members referred to in the preceding paragraph shall not be the directors or supervisors of the Association.

Responsibilities and duties of the staff members mentioned above shall be decided by the Board of Directors.

Article 23 The Association may establish committees, panels or other internal organizations. The directions for the establishment of such committees, panels or internal organizations shall become effective after being approved by the Board of Directors, and the same procedure applies to any amendment to such directions.

Article 24 The Association may have one honorary director-general, several honorary directors, and several consultants as appointed in the name of the Board of Directors. The honorary director-general, honorary directors and consultants shall serve the same term of office as that of directors and supervisors.

## Chapter Four Meetings

Article 25 Meetings of the General Assembly can be divided into regular meetings and

emergency meetings, and shall be convened by the director-general. Except for emergency meetings, a written meeting notice must be made at least fifteen days prior to the meeting date.

The General Assembly shall hold the regular meeting at least once every year, while emergency meetings are called when the Board of Directors considers it necessary, as required by more than one-tenth of the total membership, or as required in writing by the Board of Supervisors.

Article 26 If any member representative cannot attend the General Assembly in person, he or she may authorize another member representative in writing to act as the deputy. Each member representative can act as the deputy of one member representative only.

Article 27 A quorum of more than half of total member representatives will be required to validate a meeting. A decision shall not be made unless the majority of the member representatives present vote in favor of the proposal. However, in case of the following proposals, a decision shall not be made unless more than two-thirds of the member representatives present vote in favor of the proposal:

1. setting forth and amending the Articles of Association;
2. dropping a member (a member representative) from the Association (the General Assembly);
3. unseating directors and/or supervisors;
4. disposing of the Association's property;
5. dissolving the Association; and
6. major issues about members' rights and obligations.

After the registration for juristic persons is completed, no amendment to the Articles of Association shall be made unless more than three-fourths of the member representatives present at the General Assembly vote in favor of the proposal or more than two-thirds of total membership supports the proposal in writing.

The Association may be dissolved, at any time, by a decision made at the General Assembly by more than two-thirds of total member representatives.

Article 28 The Board of Directors shall meet at least once every six months, so shall the Board of Supervisors. Joint meetings or emergency meetings may be held as occasion requires.

Except for emergency meetings, a written meeting notice must be made at least seven days prior to the meeting date. A quorum of more than half of total directors (supervisors) will be required to validate a meeting of the Board of Directors (the Board of Supervisors). A decision shall not be made unless the majority of the directors (supervisors) present vote in favor of the proposal.

Article 29 Directors shall attend the meetings of the Board of Directors in person, while

supervisors shall attend the meetings of the Board of Supervisors in person. Any director or supervisor is not allowed to require another person to attend meetings on his or her behalf. If any director or supervisor is absent from any two consecutive meetings without legitimate reasons, he or she will be considered automatically resigning from the Board of Directors (the Board of Supervisors).

## Chapter Five Funding and Accounting

Article 30 The Association's funding sources are as follows:

1. membership fees;
2. donations;
3. entrustment income;
4. funds and interests; and
5. other incomes.

Article 31 The fiscal year begins on the first day of January and ends on the thirty-first day of December every year.

Article 32 The Association's annual work plans, statements of estimated income and expenditure, and the payroll shall be prepared by the Board of Directors at least two months prior to the beginning of a fiscal year, and then submitted to the General Assembly for adoption (submitted to the joint meeting of the Board of Directors and the Board of Supervisors for adoption if it is impossible for the General Assembly to hold a meeting) and to the competent authorities for review and approval before the beginning of a fiscal year. Annual work plans, statements of income and expenditure, cash flow statements, balance sheets, inventories, and funds statements of the Association shall be prepared within two months following the end of each fiscal year, and then submitted to the Board of Supervisors and the Board of Directors before submitted to the General Assembly and reported to the competent authorities at the end of March every year. (If it is impossible for the General Assembly to hold a meeting, then the Association must notify the competent authorities in advance.)

Article 33 Upon the dissolution of the Association, the surplus property of the Association shall be distributed to a local self-governing organization or an organization deemed proper by the competent authorities.

## Chapter Six Supplementary Provisions

Article 34 Any matter not mentioned herein shall be governed by relevant laws and decrees.

Article 35 The Articles of Association become effective after being adopted by the General Assembly and reviewed and approved by the competent authorities. The same procedure applies to any amendment to the Articles of Association.

Article 36      The Articles of Association was adopted at the first meeting of the first General Assembly on October 13, 2001, and reviewed and approved under the Ministry of the Interior's Letter No. Tai-Nei-She-Zi-Di No. 09100700400 dated on January 9, 2002.