

# Articles of Incorporation (“Articles”)

## Chapter I General Principles

**Article 1** The official name of this chapter is the Taiwan Animal Association (hereafter referred as the TAA)

**Article 2** The TAA is a non-profit social organization duly established under the laws of the Republic of China for the pursuit of the following objectives: to promote the welfare of all Taiwan’s animals through, but not limited to, public education, humane population control and the rescue, rehabilitation and re-homing of Taiwan’s free-roaming animals.

**Article 3** The membership and activities of the TAA are limited within the jurisdictional territory of the Republic of China.

**Article 4** The TAA shall establish its office within the district of the competent government authority, and may establish branch offices in other locations upon the due authorization of the competent government authority. The rules and conditions governing the organization and operations of the branch offices are subject to the discretion of the Board of Directors. Following official board resolution, the proposed rules and conditions shall be forwarded to the competent government authority for evaluation and approval. The TAA shall process the establishment or change of address(es) of the TAA office and subsequent branch offices pursuant to the requirements of the competent government authority.

**Article 5** The TAA is responsible for the following duties:

1. To rescue animals in danger and provide emergency medical treatment.
2. To provide short-term shelter service and long-term adoption plans for needy stray animals.
3. To promote responsible pet guardianship, including encouraging the public to neuter and properly train their animals.
- ~~4. To actively raise funds in order to carry out its objectives.~~
5. To promote the humane treatment of animals, including humane methods of controlling the population levels and health of free-roaming animals.
6. To establish liaison and cooperative relationships with the government and related organization(s).

Article 6 The TAA is subject to the jurisdiction of the Ministry of the Interior. All campaigns, activities, and programs of the TAA are subject to the supervision and guidance of the respective authorities.

## **Chapter II Membership**

**Article 7** Membership qualifications:

1. Individual members: Any individual age 20 and above, having a sincere interest in and identifying with the TAA objectives.
2. Group members: Any private or state institution or organization, having a sincere interest in and identifying with the TAA objectives may apply for membership.
3. Sponsoring members: Any group or individual who sponsors TAA objectives.

A party applying for membership may submit an application form for the Board of Directors to evaluate and approve; upon approval, membership becomes official once the applicant pays membership fees.

A group member should appoint an official representative who shall exercise the members' rights and privileges in the TAA.

**Article 8** A member (member representative) has voting rights, the right to elect and be elected into an office, and the right to recall elected officers or Directors from office. Every member (member representative) has one vote.

A sponsor member is not entitled to any of the aforementioned membership rights.

**Article 9** Every member is duty bound to observe the provisions of the TAA Articles and meeting resolutions, as well as to pay the respective membership dues. Members who fail to submit membership fee shall not be able to exercise the rights entitled to members. Membership will be automatically revoked to those members who fail to pay membership fee for a second consecutive year. If such a member wishes to reapply or reinstate his or her membership status, the Board of Directors shall vote on whether this person can be readmitted; in addition, the person must also pay all outstanding membership dues prior to receiving membership status.

**Article 10** Where a member (member representative) violates the law, provisions of the TAA Articles, or fails to abide by the meeting resolution of the general membership meeting, the Board of Directors may pass a resolution to issue a warning or temporarily suspend membership rights. Where such violation is of serious significance and jeopardizes the interests of the organization, a resolution may be passed in the General Membership (Member Representatives) Meeting to remove the member's name from the membership roster.

**Article 11** Any member who loses membership qualifications or whose name has been eliminated from the membership roster pursuant to a resolution of the General Membership Meeting shall immediately lose membership status.

**Article 12** A member may apply for a withdrawal from membership through a written letter to the TAA. Said letter should state reason for the withdrawal application.

### **Chapter III Organization and Authorities**

**Article 13** The General Membership Meeting is the highest form of authority in the TAA. Where total membership exceeds 300 members, a member representative may be elected to represent the respective district; thereafter, a General Member Representatives Meeting may be held to exercise the authority of the General Membership Meeting. The elected member representative has an office term of 2 years. Total number of member representatives and member representative election procedure is subject to the discretion of the Board of Directors. Related regulations should be submitted to the evaluation and approval of the respective competent authority for evaluation and approval.

**Article 14** The authorities of the General Membership Meeting:

1. To define and amend Articles provisions;
2. To elect Directors and Supervisors to office or institute their recall from office;
3. To deliberate and decide on the amount and collection procedure for the entrance membership fees, annual membership fees, service charges and fees, and membership donations.
4. To deliberate and decide on annual work programs, reports, budget, and accounting matters.
5. To deliberate and decide on the removal of member or member

representative name from the membership roster.

6. To deliberate and resolve on the disposition of TAA assets and properties.
7. To deliberate and decide on the dissolution of the TAA.
8. To deliberate and decide on significant matters concerning membership rights and obligations.

Parameters of the significant matters as provided in the preceding Paragraph 8 are subject to the discretion of the Board of Directors.

**Article 15** The members (member representatives) shall elect 9 Director(s) and 3 Supervisor(s) who shall compose the TAA Boards of Directors and Supervisors. The election of the aforesaid Directors and Supervisors shall be conducted through ballot voting. Said election shall likewise elect 2 alternate Directors and 1 alternate Supervisor who shall be called on to assume office in the event of a vacancy in the board of director or supervisor. The outgoing Board of Directors may present a list of nominated Director and Supervisor candidates for the election.

Mail voting may be employed in the director and supervisor elections; however, mail voting should not be continuously conducted. Mail voting procedure shall be determined in the Board of Directors meeting. The resolved procedure should be forwarded to the competent authority for evaluation and approval. Implementation shall follow official approval.

**Article 16** The authorities of the Board of Directors:

1. To evaluate member (member representative) qualifications.
2. To elect or recall the Standing Directors and Chairperson of the Board.
3. To deliberate and decide on the resignations of Directors, Standing Directors and the Chairperson of the Board.
4. To deliberate and decide on the employment and dismissal of staff workers.
5. To define the annual work schedule, report of operations, budget schedule, and accounting matters.
6. To attend to all other matters for implementation.

**Article 17** The Directors shall elect 3 Standing Directors to the Board from among themselves; thereafter, from the elected Standing Directors, elect the Chairperson of the Board. The Chairperson of the Board sees to the management and supervision of Federation affairs, and serves as the official representative of the Federation. The Chairperson presides over the General Membership Meeting and the Board of

Directors meetings. Where the Chairperson is unable to attend to his/her duties, he/she may appoint a Standing Director to serve as his/her proxy. Where no deputy is appointed, the Standing Directors may elect a deputy from among themselves. Where the seat of the Chairperson or Standing Director is vacant, a successor should be elected into office within one month from date of vacancy.

**Article 18** The authorities of the Board of Supervisors:

1. To supervise the Board of Directors in the execution of their duties.
2. To audit the annual financial report.
3. To elect and recall Standing Supervisors.
4. To deliberate and decide on the on the resignations of Supervisors and Standing Supervisors.
5. To attend to all other supervisory matters.

**Article 19** The Supervisors shall elect 1 Standing Supervisor(s) to the Board from among themselves to inspect and supervise the daily operations of the Federation and from among themselves shall elect one person to serve as Chairperson of the Board of Supervisors. Where the Standing Supervisor is unable to attend to his/her duties, he/she may appoint a Supervisor to serve as his/her proxy. Where no deputy is appointed, the Supervisors may elect a deputy from among themselves. Where the seat of the Chairperson of the Board of Supervisors (Standing Supervisor) is vacant, a successor should be elected into office within one month from date of vacancy.

**Article 20** The positions of Directors and Supervisors are unpaid positions. Term of office is two years; however, term may be continued upon reelection. A Director or Supervisor is entitled to a single reelection only. Terms for the Director and Supervisor positions shall commence on the date of the first Director's meeting.

**Article 21** Under any of the following circumstances, a Director or Supervisor shall be relieved of his/her office:

1. Loss of member (member representative) qualifications.
2. Submission of a resignation application with due cause, and said application is approved in a Board of Directors or Board of Supervisors meeting resolution.
3. Recalled or dismissed from office.
4. Placed under suspension from office and period of suspension exceeds 50% of the total term period.

**Article 22** A Secretary General under the direct supervision of the Chairperson of the Board should be appointed to attend to the affairs of the Federation. Moreover, pursuant to the requirements of the Federation, staff members shall be employed through the nomination of the Chairperson of the Board and approval of the Board of Directors. Roster of employees should be submitted to the competent authority for record purposes.

No elected Director or Supervisor may be employed for the foregoing positions.

The Board of Directors shall separately define the hierarchy of office and the duties and authorities of staff members.

**Article 23** TAA may organize ad hoc committees, task forces, and other internal action groups to suit its purposes. Organizational rules shall be defined and determined by the Board of Directors; implementation shall follow Board resolution. The same shall be true for amendments.

**Article 24** The Board of Directors may nominate and elect an Honorary Chairperson of the Board and any number of Honorary Directors and consultants. Their term of office shall be the same with that of Directors and Supervisors.

#### **Chapter IV Meetings**

**Article 25** The General Membership Meeting may be in the form of a regular General Membership Meeting or an Emergency General Membership Meeting, subject to the summon of the Chairperson of the Board. Except for an Emergency General Membership Meeting held under urgent circumstances, a fifteen-day written meeting notice shall be required.

A regular General Membership Meeting is held annually; whereas the Emergency General Membership Meeting is held whenever the Board of Directors finds its necessary in the circumstances, or upon the request of at least one-fifth of the total members (member representatives), or upon a written request from the Board of Supervisors.

However, after the incorporation of the TAA, the request of at least one-tenth of the total members (member representatives) shall be necessary to summon an Emergency

General Membership Meeting.

**Article 26** Where a member (member representative) is unable to attend a General Membership Meeting, a proxy letter assigning rights and authorities to another member (member representative) may be executed. Each member (member representative) may act as proxy for one member only.

**Article 27** A quorum of at least 51% of the total members (member representatives) shall be necessary to convene a General Membership Meeting, and the approval votes of majority of the quorum shall be required to pass a meeting resolution. However, where a resolution for any of the following significant motions is to be passed, the approval votes of at least two-thirds of the quorum shall be required to pass the meeting resolution: a new Articles provision or an Articles amendment, the cancellation of the status of a member or member representative, the recall of a Director or a Supervisor, disposition of assets and property, dissolution of TAA, and other motions involving membership rights and obligations.

However, after the incorporation of the TAA, the approval votes of at least three-fourths of the quorum or two-thirds of the total membership shall be required to pass a meeting resolution for the amendment of Articles provisions. As for the meeting resolution to dissolve TAA, the approval votes of at least two-thirds of the total membership shall be required to pass the resolution.

**Article 28** The Board of Directors and Board of Supervisors are required to convene at least once every six months; where circumstances require, a joint meeting or emergency meeting may be convened. Except in the case of an emergency board meeting, a seven-day written meeting notice shall be required. Moreover, a quorum of at least 51% of the Directors and/or Supervisors shall be required to convene a board meeting, and the approval votes of the quorum majority shall be required to pass a meeting resolution.

**Article 29** Members of the Boards of Directors and Supervisors are required to attend their respective board meetings; no proxy appointment is authorized. A Director or Supervisor who fails to attend two consecutive board meetings shall be regarded as giving notice of resignation.

## **Chapter V Budget and Accounting**

**Article 30** Fund sources of the Federation budget are as follow:

1. Membership fees: NT\$500 for individual members and NT\$500 for group members to be paid upon acceptance into the Federation
2. Annual fees: NT\$500 for individual members and NT\$500 for group members;
3. Service charges and fees;
4. Member donations;
5. Earnings from trusts;
6. Trust funds and related interest earnings;
7. Other revenues.

**Article 31** The fiscal year of the Federation is based on the calendar year, commencing on the 1st of January and ending on the 31st of December of each year.

**Article 32** Two months prior to the commencement of a new fiscal year, the Board of Directors is required to prepare the annual work schedule, the budget schedule, and the employee remunerations schedule. Said schedules should be presented to the General Membership Meeting for evaluation and resolution. Where the General Membership Meeting could not be convened as scheduled, schedules may be presented to the Joint Meeting of the Boards of Directors and Supervisors for evaluation and resolution. Thereafter, schedules should be forwarded to the competent authorities for evaluation and reference. Moreover, two months following the expiration of a fiscal year, the Board of Directors is required to prepare the annual operations report, income statement, cash flow report, balance sheet, asset and property details, and trust fund revenues and expenses. Said reports should be forwarded to the Board of Supervisors for audit evaluation. The Board of Supervisors should prepare an audit opinion statement to be attached to the reports due for the evaluation of the General Membership Meeting. Said report should be submitted to the respective competent authority for record purposes before the 31st of March. (Where the General Membership Meeting could not be convened as scheduled, the matter should be reported to the respective competent authority).

**Article 33** Remaining assets and properties of the Federation after its dissolution shall become the property of local self-government organization or the designated organization of the respective competent authority.

## **Chapter VI Addenda**

**Article 34** Where matters are not covered in the Articles provisions, the respective governing laws shall apply.

**Article 35** Upon a General Membership (member representative) Meeting Resolution ratifying the provisions of the Articles, Articles should be presented to the respective competent authority for approval. Implementation shall follow official approval. The same shall be true in the event of an amendment.

**Article 36** This set of Articles is ratified pursuant to the meeting resolution of the First General Membership Meeting held on \_\_\_\_\_, and the authorization memorandum of the Ministry of the Interior dated \_\_\_\_\_, document no. Tai-nei-she-tzu-ti-\_\_\_\_\_.

~~Article 37 Communication and correspondence of the Federation shall be conducted in both Chinese and English.~~

~~Article 38 The Articles of Incorporation are presented in both Chinese and English: should a discrepancy arise the Chinese version will prevail.~~