

Articles of Association

International Association of Printing Museums

Background

- A. In 2016, a conference of international printing museums was held during the Jikji Festival in Cheongju, Korea.
- B. The following year, the signatories (the *Working Group*) were invited back to Cheongju to assist with the establishment of and to formulate rules for an international organisation to advance the culture, history and heritage of printing throughout the world.
- C. By these articles of association, the Working Group now wishes to establish the “International Association of Printing Museums” (the *Association*).
- D. Membership will be open to all organisations and individuals who support the purpose and activities of the Association. The Association will be governed by a board elected by the members of the Association.
- E. The Association will engage in international printing projects, act as a forum for collaboration and networking, and organise and sponsor international events related to the culture, history and heritage of printing.
- F. The Association may, from time to time, investigate further amendment or structuring in order to better serve its purpose and the needs of the international heritage printing community.

Chapter 1. General Provisions

Article 1. Name of Association

The name of this organisation is “The International Association of Printing Museums” (the *Association*).

Article 2. Principal Place of Business

The initial principal place of business of the Association is the Cheongju Early Printing Museum, 713 Jikjidae-ro, Heungdeok-gu, Cheongju-si, Korea. The principle place of business may be updated from time to time by resolution of the board.

Article 3. Purpose

The primary purpose of the Association is to promote and support throughout the world:

- (i) the advancement of printing museums and similar organisations;
- (ii) the culture, history, and heritage of printing, through the preservation and dissemination of related knowledge; and
- (iii) collaboration and networking between museums, similar organisations, experts and enthusiasts in the above fields.

Article 4. Activities

The Association may engage in any of the following activities so long as they are consistent with the purpose of the Association:

- (i) carrying out, participating in and sponsoring various academic, educational and cultural projects relating to the culture, history, and heritage of printing;
- (ii) assisting with and acting as a forum to facilitate information exchange, collaboration and coordination between printing museums, similar organisations, experts and enthusiasts throughout the world;
- (iii) publishing, whether or not in collaboration with museums or other organisations, various printing publications;
- (iv) organising, sponsoring and accrediting international events related to the culture, history and heritage of printing; and
- (v) any other activities consistent with the purpose of the Association.

Article 5. No Assets or Liabilities

The Association will not hold any monetary assets, operate a bank account, engage in any revenue-making activities or incur any liability, and no officer or member of the Association has the power to bind the Association or any other officer or member in this way.

Article 6. Evolution

In order to better serve its purpose, the Association may, from time to time, investigate and undertake any or all of the following:

- (i) amendment of these articles of association (including, for example, the prohibition on holding assets or incurring liabilities in article 6) in accordance with article 15.2;
- (ii) incorporation of the Association under a specific jurisdiction;
- (iii) establishment of one or more regional offices of the Association; and
- (iv) establishment of a successor organisation, in which case this Association will be dissolved in accordance with article 15.3.

Chapter 2. Membership

Article 7. Application and Approval of Members

7.1. Any organisation or individual who supports the purpose and activities of the Association may apply for membership of the Association. The board may specify an application process (which may be electronic).

7.2. Approval of members is at the sole discretion of the board.

Article 8. Categories of Members

8.1. Regular members: Members will be regular members unless decided otherwise by the board under article 8.2.

8.2. Special members: Where the board considers it appropriate, the board may elect to make any organisation or individual a special member. Special members have all the rights of regular members, except where expressly stated otherwise in these articles of association.

Article 9. Rights and Duties of Members

9.1. All members are entitled to participate in the operation of the Association through attendance and speaking at general meetings.

9.2. Regular members (but not special members) are entitled to propose and vote on resolutions at general meetings.

(Final Version)

9.3. Regular members (but not special members) are eligible for election to the board.

9.4. Members that are organisations may exercise the rights in 9.1 to 9.3 above through their own members and representatives.

9.5. All members must comply with these articles of association, all resolutions of a general meeting and the board, and any bylaws adopted by the board.

Article 10. Withdrawal and Suspension of Membership

10.1. A member may at any time withdraw his or her membership by submitting a letter of withdrawal to the board by mail or electronically.

10.2. The board may at its sole discretion suspend or expel any member where the board believes that the member has by act or omission violated the purpose of the Association, damaged the reputation of the Association or failed to comply article 9.5.

Chapter 3. General Meetings

Article 11. Composition of General Meetings

All members may attend general meetings, but only regular members are entitled to propose and vote on resolutions. Resolutions of general meetings take precedence over resolutions and bylaws of the board.

Article 12. Convocation of General Meeting

12.1. General meetings may be either biennial general meetings or special general meetings.

12.2. Biennial general meetings will be convened once every two years, with the first to be held in 2020.

12.3. Special general meetings will be convened in accordance with article 13.

12.4. Subject to article 13, the board will determine the order and method of all general meetings including the agenda, whether the meeting will be held physically or electronically, location (if applicable) and time, and will notify members of the general meeting via electronic mail at least 30 days in advance.

Article 13. Special General Meetings

When a majority of board members or at least one third of members (but not less than twenty members) demand convocation of a general meeting by presenting a resolution signed by all such members to the board, then the board will convene a special general meeting within 60 days of the date the demand is made and include the matters described in the resolution on the agenda.

Article 14. Quorum for Resolution

14.1. General meetings must be held in the presence (whether physical or electronic) of one third of members, who may adopt resolutions by a majority of the members present.

14.2. Each member may delegate his or her voting right to another member or his or her proxy by providing prior to the general meeting a written letter of delegation to the chairperson.

14.3. When an agenda item directly related to a member is to be voted on, the member concerned will be excluded from the quorum for the purposes of the resolution and prohibited from voting.

Article 15. Matters Subject to Resolution of a General Meeting

(Final Version)

The members, through general meetings, have sole decision-making power in respect of, and will vote on, the following:

- 15.1. Appointment and removal of board members.
- 15.2. Amendment of these articles of association.
- 15.3. Dissolution of the Association.
- 15.4. Other matters deemed significant as determined by the board.

Chapter 4. Board

Article 16. Composition of Board

16.1. The board will be comprised of a maximum of ten members including one chairperson, one vice-chairperson, secretary and ordinary board members, representing (to the extent possible) a broad geographical balance.

16.2. Board members will be appointed at biennial general meetings and their term of office (unless removed earlier) will expire at the following biennial general meeting. Terms are renewable.

16.3 The members of the Working Group will be the initial board members of the Association, with their term of office (unless removed earlier) expiring at the first biennial general meeting of the Association. During such term, the initial board members will govern in a caretaker capacity and focus on growing the membership base of the Association and establishing relationships and networks across the international heritage printing community.

16.4. The board may, from time to time, co-opt any regular member to become a board member, provided that the number of board members does not exceed the number in article 16.1.

Article 17. Convocation of Board

17.1. Board meetings will be convened at least once a year and otherwise where considered necessary by the chairperson or demanded under article 18.

17.2. Subject to article 18, the chairperson will determine the order and method of all board meetings including the agenda, whether the meeting will be held physically or electronically, location (if applicable) and time, and will notify board members of the meeting via electronic mail at least 30 days in advance.

Article 18. Special Board Meetings

When a majority of board members demand convocation of a board meeting by presenting a resolution signed by all such members to the chairperson, then the chairperson will convene a special board meeting within 60 days of the date the demand is made and include the matters described in the resolution on the agenda.

Article 19. Quorum for Resolution

14.1. Meetings of the board must be held in the presence (whether physical or electronic) of one third of board members, and may adopt resolutions by a majority of the board members present.

14.2. The voting rights of the board members cannot be delegated.

14.3. When an agenda item directly related to a board member is to be voted on, the board member concerned will be excluded from the quorum for the purposes of the resolution and prohibited from voting.

Article 20. Resolution in Lieu of Meeting

(Final Version)

20.1. A resolution in writing (whether or not electronic) signed by a majority of the board members is valid as if it had been passed at a meeting of the board.

20.2. In the case of insignificant or urgent matters, a resolution in writing (whether or not electronic) signed by the chairperson is valid as if it has been passed at a meeting of the board. Such resolution will be ratified at the next meeting of the board.

Article 21. Matters Subject to Resolution of Board

The board may vote on all matters related to the activities of the Association, except those matters for which the members, through general meetings, have sole decision-making power under article 15.

Article 22. Bylaws

The board may adopt any bylaws which it considers necessary or desirable for the administration and operation of the Association or to otherwise support the activities of the Association. All bylaws must be consistent with these articles of association which, in the event of conflict with any bylaws, take priority.

Chapter 5. Executive Office

Article 23. Executive Office

23.1. The board may from time to time appoint an executive office and delegate certain matters and activities of the Association to the executive office.

23.2. The board may amend or revoke the delegation, and issue directives, to the executive office at any time.

23.3. The initial executive office of the Association will be the Cheongju Early Printing Museum, 713 Jikjidae-ro, Heungdeok-gu, Cheongju-si, Korea.

Signed on the 30th day of August 2018 by the members of the Working Group, being the initial board members:

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(Final Version)

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