

# **Articles of Association Of the Telecommunications Technology Association of Korea (TTA)**

Adopted as of July 24, 1992

Amended as of Jan. 16, 1993

Amended as of Sept. 21, 1993

Amended as of Aug. 10, 1994

Amended as of Mar. 13, 1995

Amended as of June 5, 1995

Amended as of Jan. 31, 1997

Amended as of June 5, 1997

Amended as of Aug. 11, 1998

Amended as of July 26, 1999

Amended as of July 6, 2000

## Chapter 1 – General Provisions

### Article 1 (Name)

This juridical person shall be incorporated in accordance with the provisions of Article 30 of the Framework Act on Telecommunications and its name shall be Telecommunications Technology Association of Korea (hereinafter referred to as “TTA”) (Amended as of Jan. 31, 1997)

### Article 2 (Purpose)

The purpose of TTA is to contribute to the advancement of technologies, the enhancement of infrastructure and the promotion of information and telecommunication services and industries as well as the development of national economy by establishing and providing standards, that reflect the latest domestic and international technological advances, needed for global end-to-end interconnection of telecommunications and related information services, in close cooperation and joint collaboration with all the organizations and groups concerned with information and telecommunications such as service providers, network operators, manufacturing industries, academic circles, R&D institutes etc.

### Article 3 (Offices)

TTA shall have its principal or head office in the City of Seoul and its branch offices at other places as

appropriate.

#### Article 4 (Activities)

TTA shall perform the following activities for the achievement of the purpose as set forth in Article 2:  
(Amended as of Jan. 31, 1977)

1. Development, publication and dissemination of information and telecommunication standards;
2. Collection, assessment, studies and research, translation and publication of the latest domestic and international technological advances and standards as well as information on standardization trends, etc;
3. Research and development of technologies necessary for standards development as well as dissemination thereof;
4. Organizing and coordinating the activities of national Study Groups, etc. participating in the standardization work of international organizations;
5. Hosting of international conferences, meetings, seminars and presentations, etc. on information and telecommunication technology and standards;
6. International cooperation with global and regional standards organizations as well as standards organizations of individual countries, etc.;
7. Conformance testing and certification of standards;
8. Cooperation with the Government and other relevant national and international agencies and organizations, performing such tasks or services as entrusted to TTA by them or entrusting certain tasks or services to them;
9. Such projects or tasks as entrusted to TTA by the Government in accordance with the provisions of laws and administrative orders;
10. Other activities necessary for the achievement of the purpose of TTA and activities contingent to the performance of the activities listed above.

## Chapter 2 – Assets and Accounting

#### Article 5 (Classification of Assets)

The assets of TTA shall be classified into basic assets and operating assets.

#### Article 6 (Basic Assets)

- 1 TTA shall classify the following assets into the basic assets class:
  1. A capital of 1,000,000,000 Korean Won(KRW) which was fixed by the founding committed as the basic assets at the time of incorporation;
  2. The portion of the financial assets of TTA acquired through donations, contributions and/or

subsidies from the Government and business firms, which was classified into the basic assets category by the resolution of Board of Directors of TTA;

3. The portion of the operating assets or the surplus thereof transferred to the basic assets category by the resolution of the Board of Directors of TTA.

#### Article 7 (Operating Assets)

TTA shall classify all the assets of TTA other than basic assets into the operating assets category.

#### Article 8 (Restrictions on the Disposition of Basic Assets)

When intending to sell, donate, lend, lease, exchange, divert to other uses or offer as a mortgage any portion of its basic assets, TTA shall obtain prior permission of the Minister of Information and Communication, following approval by the resolution of the Board of Directors of TTA.

#### Article 9 (Revaluation of Assets)

Revaluation of the assets of TTA shall be conducted in accordance with the provisions of the Assets Revaluation Act, the Act on Appraisal and valuation and other laws pertinent to revaluation of assets.

#### Article 10 (Operating Expenses)

- ① Operating expenses of TTA shall be defrayed from its income from financial assets (interest, dividend, etc.), income from profit-making business, operating assets, membership fee paid by members and miscellaneous income, etc.
- ② When it is difficult to defray all the operating expenses from the income and operating assets mentioned in Paragraph above, some of the operating expenses may be defrayed from the basic assets of TTA upon resolution of the Board of Directors.

#### Article 11 (Management of Assets)

The Board of Directors shall determine how the financial assets of Association should be managed.

#### Article 12 (Annual Operational Plan of Activities, etc.)

- ① The Secretary-general shall prepare an annual operational plan of activities for each business year, including business management objectives, major activities to be undertaken and the budgets for that year. The Secretary-General shall then submit it to the Minister of Information and Communication, together with an estimated balance sheet and an estimated statement of profit and loss as well as supporting documents, for approval, following approval by the Board of Directors, prior to the day on which the new business year starts. The Secretary-General shall take the same procedures for modifications to the operational plan and additions and supplements to the budgets.

- ② The Secretary-General shall prepare the following documents and report them to the Minister of Information and Communication, following approval by the resolution of the Board of Directors, two months prior to the beginning of each business year.
1. The result of the activities and achievements made in the previous business year, including information necessary for assessment of business management objectives, and a statement of income and expenditure;
  2. A list of assets indicating the kind, amount and quantity of each item of asset.
- ③ Deleted (Amended as of Jan. 31, 1997)

#### Article 13 (Principles of Accounting)

- ① Accounting of business transactions of TTA shall be performed according to the principles of business accounting.
- ② Financial statements of TTA shall be established according to the Rules of Financial Statements.

#### Article 14 (Classification of Accounts)

- ① The accounts of TTA shall be classified into accounts of non-profit activities and accounts of profit-making activities.
- ② The income which is subject to taxation under the Corporate Tax Act and the expenses incidental thereto shall be treated as accounts of profit-making activities, and other income and expenses shall be treated as accounts of non-profit activities.
- ③ In case where it is difficult to treat certain expenses as either accounts of non-profit or profit-making activities as prescribed in Paragraph 2 above, such expenses shall be apportioned in accordance with the provisions of the Corporate Tax Act and related Regulations pertaining to the apportionment of common expenses.

#### Article 15 (Treatment of Excess of Income Over Expenditure)

The excess of income over expenditure for each business year after closing of accounts shall be either transferred to the basic assets account or carried forward to the succeeding business year for defrayal of expenses for non-profit activities.

#### Article 16 (Fiscal Year)

The fiscal year of TTA shall coincide with that of the Government.

### Chapter 3 - Officers

#### Article 17 (Officers)

- ① TTA shall have the following officers.
  1. Chairperson of the Board of Directors (1 person);
  2. Directors (20 persons or less, including the Chairperson and the Secretary-General);
  3. Secretary-General (1 person);
  4. Auditor (1 person).
- ② Officers other than the Secretary-General shall serve on a part-time or non-full-time basis. (Amended as of June 5, 1997)

#### Article 18 (Directors)

- ① Directors shall be elected by the Board of Directors. However, persons holding the positions or titles listed below shall become directors, without being elected by the Board, by right or by virtue of their positions or titles (hereinafter referred to as “non-elected directors”. (Amended as of July 6, 2000):
  1. Secretary-General;
  2. President, Electronics and Telecommunications Research Institute;
  3. President, DACOM, Inc.;
  4. President, SK Telecom, Inc.;
  5. Executive Vice-President, Korea Telecom ;
  6. Director-General, Information and Communication Policy Bureau, Ministry of Information and Communication. (Amended as of July 28, 1998/July 26, 1999)
- ② Directors, who are not non-elected directors, shall be elected from among persons with sufficient qualifications in terms of knowledge and experience in the field of information technology and telecommunication, with special considerations given to the composition of the Board of Directors so that it may be composed of directors who represent network operators, service providers, manufacturing industries, academic circles, R&D institutes, etc.

#### Article 19 (Term of Office of Directors)

- ① The term of directors who are not non-elected directors shall be two years from the day of election by the Board of Directors. However, re-election shall not be precluded by this provision when the term of office of a director expires and the successor is not elected, the term of office of that director shall be extended until the successor is elected. (Amended as of June 5, 1997)
- ② When the post of a director mentioned in the preceding Paragraph becomes vacant for any reason other than the expiration of the term of office, the Board of Directors shall elect a new director to fill the vacancy at the first meeting held after the occurrence of the vacancy. The term of office of the director so elected shall commence on the day of election.
- ③ When the person serving as a non-elected director resigns or retires from the relevant position or title, the person who has succeeded to that position or title shall become a new director.

#### Article 20 (Chairperson of the Board of Directors)

- ① The chairperson of the Board of Directors shall be elected, by mutual vote, from among the directors. (Amended as of June 5, 1997)
- ② The chairperson of the Board of Directors shall convene and preside over the meetings of the Board of Directors. When the post of the Chairperson of the Board of Directors becomes vacant, one of the non-elected directors, in order of the list provided in Article 18 Paragraph 1, shall convene, without delay, a meeting of the Board of Directors to elect a new chairperson.
- ③ In the absence or disability of the Chairperson, one of the non-elected directors, in order of the list provided in Article 18 Paragraph 1, shall perform the duties of the chairperson of the Board of Directors.

#### Article 21 (Secretary-General)

- ① The Secretary-General shall represent TTA, and direct the overall management of the business of TTA.
- ② The Secretary-General shall be elected by the Board of Directors, subject to the approval of the Minister of Information and Communication.
- ③ The term of office of the Secretary-General shall be two years from the day on which the Minister of Information and Communication approves the election by the Board of Directors. When re-elected, however, the term of office shall be one year. When the term of office of the Secretary-General expires and the successor is not elected by the Board of Directors or when the post of the Secretary-General becomes vacant for any reason other than the expiration of the term of office, the provisions of Article 19 Paragraphs 1 and 2, shall be applied *mutatis mutandis*.
- ④ In the absence or disability of the Secretary-General, the Chairperson of the Board of Directors or the director designated by the Chairperson shall perform the duties of the Secretary-General.

#### Article 22 (Auditor)

- ① The Auditor shall be elected by the Board of Directors, subject to the Approval of the Minister of Information and Communication.
- ② The term of office of the Auditor shall be two years from the day on which the Minister of Information and Communication approves the election by the Board of Directors. When re-elected, however, the term of office shall be one year. When the term of office of the Auditor expires and the successor is not elected by the Board of Directors, the provisions of Article 19 Paragraph 1, shall be applied *mutatis mutandis*.
- ③ When the post of the Auditor becomes vacant for any reason other than the expiration of the term of office, the Board of Directors shall elect the successor without delay.

#### Article 23 (Duties of the Auditor)

- ① The Auditor shall perform the following duties:
  1. Inspecting and auditing the management of business operation and finances of TTA, including making demands for submission of necessary information and data or explanation by directors concerned, and speaking at the meetings of the Board of Directors on these matters;
  2. Affixing signature or seal on the minutes of the proceedings of the meetings of the Board of Directors.
  3. Stating his views and comments, to the directors concerned, regarding the status of business management and finances of TTA.
  4. Reporting on the result of inspection and audit of the management of business operation and finances of TTA at the meetings of the Board of Directors.
  5. Requesting convocation of the meetings of the Board of Directors when it is necessary to report as prescribed in Sub-paragraph 4 above.
- ② When any case of illegality, injustice or serious irregularity has been found as a result of audit of the management of business and finances of TTA, the Auditor shall report such case to the Minister of Information and Communication without delay.
- ③ When there are reasons to be apprehensive that a director may cause serious losses to TTA, through actions that do not conform to the purpose of TTA or by committing acts in violation of any bylaws including these articles of association, the Auditor may appeal to a court of law for injunction to suspend the director concerned from duties.

#### Article 24 (Disqualifications)

- ① Any person who falls under any one of the following Sub-paragraphs shall not be eligible to be an offices of TTA.
  1. A minor (under 20 years of age), an incompetent or quasi-incompetent person.
  2. A bankrupt who has not been reinstated.
  3. A person who, having been sentenced to imprisonment or a punishment severer than imprisonment, finished serving the sentence or was exempted definitively from the execution of the sentence less than three years ago.
- ② When an if and officer falls under any one Sub-paragraph of Paragraph 1 above, that officer shall resign as a matter of fact.

### Chapter 4 – Advisory Groups, Technical Assembly for Information and Telecommunication Standards, and Subsidiary Committee

#### Article 25 (Advisory Groups)

- ① TTA may create a few advisory groups to provide advice and counseling service to the Secretary-General on such matters as long/medium-term policies and strategies of the management of business of TTA.
- ② Advisory groups shall consist of persons with sufficient qualifications in terms of professional knowledge and experience in the field of information and telecommunication, selected and commissioned as members by the Secretary-General.
- ③ TTA may indemnify members of advisory groups for attending meetings of advisory groups by paying amounts actually and reasonably incurred by them.

#### Article 26 (Technical Assembly for Information and Telecommunication Standards and Subsidiary Committees)

- ① TTA shall work through the Technical Assembly for Information and Telecommunication Standards (hereinafter referred to as “the Technical Assembly”) to efficiently carry out the business of establishing, revising and abolishing standards, etc. TTA may also create subsidiary committees to efficiently carry out such tasks as conformance testing and certification of standards etc. (Amended as of June 5, 1997)
- ② The Technical Assembly, in principle, shall consist of members of TTA. (Amended as of June 5, 1997)
- ③ The organization, procedures for standardization and any other matters necessary for the management for the Technical Assembly shall be stipulated in a set of rules separate herefrom upon resolution of the Technical Assembly. The matter necessary for the management of conformance testing and certification of standards, and the matters concerning membership and members’ participation in the activities of TTA shall be stipulated in sets of rules separate herefrom upon resolution of the Board of Directors.

### Chapter 5 – Board of Directors

#### Article 27 (Composition of the Board of Directors)

- ① The Board of Directors shall be composed of all the directors including the Chairperson of the Board of Directors.
- ② The Chairperson of the Board of Directors shall preside at all meetings of the Board of Directors.

#### Article 28 (Matters to be Resolved by the Board of Directors)

The following matters are subject to resolution of the Board of Directors:

1. Election and dismissal or removal of officers
2. Approval of annual operational plan of activities and budgets



3. Approval of the report on the result and achievement of annual operational plan of activities and the settlement of accounts
4. Revisions of or modifications to these Articles of Association.
5. Establishment or creation, management and disposition of basic assets
6. Merger and acquisition or dissolution or liquidation
7. Establishment of branch offices
8. Establishment or revision of rules and bylaws
9. Other matters that require the resolution of the Board of Directors as prescribed by laws, regulations, Administratives Orders and these Articles of Association.
10. Any other matters relating to the management of TTA deemed necessary by the Board of Directors.

Article 29 (Convocation of Meetings of the Board of Directors, etc.)

- ① A meeting of the Board of Directors shall be convened when the chairperson of the Board of Directors considers it necessary.
- ② The chairperson of the Board of Directors shall convene when there is a request for convocation of a meeting of the Board of Directors that falls under any one of the following cases, the chairperson of the Board of Directors shall convene the meeting within 20 days from the date of request;
  1. When the majority of directors on the roster request by specifying the purpose of the meeting;
  2. When the Auditor requests pursuant to the provisions of Article 23 Paragraph 1 Sub-paragraph 5.
- ③ A meeting of the Board of Directors shall be convened by giving a written notice to directors and the Auditor stating the date, time and place of and matters to be resolved at the meeting no later than seven days prior to the date of such meeting. However, the above shall not apply in the case when all the directors are present requesting holding of a meeting, or in the case when the chairperson considers it necessary to convene a meeting urgently by notifying the information mentioned above by one day prior to the date of such meeting.
- ④ In such a case as when it is necessary to convene a meeting of the Board of Directors but it is impossible to do so because of the vacancy of the post of the person with the right to convene a meeting or because of that person's evading of duties for more than seven days, the meeting may be convened with the consent of the majority of directors on the roster. In this case one of the non-elected directors in order of the list provided in Article 18 Paragraph 1, shall preside over the meeting.
- ⑤ Directors may entrust their voting right to their representatives who attend the meetings and vote on their behalf.
- ⑥ TTA may indemnify directors (members of the Board of Directors) for attending meetings of the Board of Directors by paying amounts actually and reasonably incurred by them.

#### Article 30 (Quorum for Resolutions)

- ① Except for the cases provided for in Articles 36 and 37, the presence of one half and more of the directors on the roster shall be necessary to constitute a quorum, and a majority vote of approval of the directors present shall be required to pass or adopt a resolution.
- ② The chairperson of the Board of Directors may authorize voting by letter ballots for resolutions of the Board of Directors on matters deemed trivial or unimportant. The chairperson, however, shall report the outcome of the voting to the subsequent meeting of the Board of Directors.

#### Article 31 (Secretary of the Board of Directors)

TTA shall appoint a secretary and several clerical personnel, from among its staff to assist the Board of Directors in holding meetings and in the transaction of business at meetings. No remuneration shall be paid to these personnel for their duties as secretary or clerks.

#### Article 32 (Minutes of Meetings)

When a meeting of the Board of Directors is held, TTA shall record the minutes of the meeting including the proceedings, matters resolved, the names and signatures and/or seals of the chairperson, directors present at the meeting and the Auditor, and keep such records at the principal office of TTA, while distributing a copy thereof to each director and the Auditor.

### Chapter 6 - Secretariat

#### Article 33 (Secretariat)

- ① The Secretariat shall be responsible for the overall management of the resources and business of TTA.
- ② Members of the staff of the Secretariat shall be appointed or dismissed by the Secretary-General.
- ③ Matters necessary for the management of the Secretariat such as the organization, number and remuneration of officers and staff personnel management and performance criteria or standards shall be stipulated in a set of rules or bylaws separate herefrom upon resolution of the Board of Directors.

## Chapter 7 – Supplementary Provisions

### Article 34 (Obligation of Secrecy)

Any one who is or has been an officer or a member of the staff of TTA shall not disclose, divulge or use illegally or without permission any secret obtained in connection with his or her duties at TTA.

### Article 35 (Rules of the Board of Directors)

The Board of Directors may stipulate a set of rules deemed necessary for the management of the business of the Board of Directors.

### Article 36 (Amendment to Articles of Association)

These Articles of Association may not be amended unless such amendment is approved by a majority of two-thirds or more of all the Directors on the Board of Directors and further approved by the Minister of Information and Communication.

### Article 37 (Dissolution of TTA)

TTA may not be dissolved unless such dissolution is approved by a majority of two-thirds or more of all the Directors on the Board of Directors and further approved by the Minister of Information and Communication.

### Article 38 (Disposition of Residual Assets)

TTA shall dispose of its residual assets, existing at the time of dissolution in compliance with Article 37, in a manner that would best serve the common interests of the members of TTA, following approval by the resolution of the Board of Directors and further authorization by the Minister of Information and Communication.

### Article 39 (Method of Giving Public Notices)

TTA shall give public notices and announcements by publishing them in an advertisement column of a daily newspaper published in the city of Seoul.

## Additional Provision

### Article 1 (Entry into Force)

These Articles of Association shall enter into force on October 28, 2000.