

台灣美國商會章程

Articles of Association of the American Chamber of Commerce in Taiwan

本章程以中文及英文版本作成。如有不一致之處，應以中文版為準。

These Articles are made in Chinese and English versions. Should there be any discrepancies, the Chinese version shall prevail.

Articles of Association of the American Chamber of Commerce in Taiwan

CHAPTER I – General Clauses

Article 1

Name. The name of the organization is the American Chamber of Commerce in Taiwan (the “Chamber”).

Article 2

Non-profit Social Organization. The Chamber is a non-profit social organization established under the laws of the Republic of China (the “ROC”), for the purposes of sharing information, providing networking opportunities and advocating for laws and regulations that make Taiwan’s business environment more open, innovative and prosperous.

Article 3

Objectives

The Chamber may pursue the following objectives in accordance with applicable laws and regulations:

- (a) promote the investment climate for international businesses and the sale of their goods and services in the ROC;
- (b) promote understanding and cordial relations between the Members (as defined herein) and government officials of the ROC and the United States of America (the “United States”);
- (c) promote the enforcement of laws and regulations, transparent procedures for governmental decision making and fair competition in the ROC and throughout the Asia/Pacific region;
- (d) disseminate information which enhances the Members' understanding of the legal, commercial and cultural aspects of conducting business and living in the ROC;
- (e) sponsor educational and social events for the Members and their guests; and
- (f) assist the Members to achieve other normal legitimate common goals.

Article 4

Competent Authority

The competent government authority of the Chamber is the Ministry of Interior.

Article 5

Legal Domicile and Organization Area. The Chamber's legal domicile and organization area will include the whole of Taiwan.

Article 6

Site and Branches.

1. The site of the Chamber shall be located where the competent government authority is located, and branches may be established with the approval of the competent government authority.
2. Setting up or modifying the location of the office of the Chamber or its branches shall be reported to the competent government authority.

CHAPTER II – Membership, Governors and Supervisors

Article 7

Membership Types. The Chamber shall have the following types of members (each, a “Member” and collectively, the “Members”):

1. **Corporate Sustaining Member.** A corporation, partnership, association or other entity admitted as a Corporate Sustaining Member has the right to appoint up to five Representatives and may register Additional Members in line with subsection 8 of this Article. A Corporate Sustaining Member established under the laws of a jurisdiction other than the ROC or determined by the Board of Governors to be owned or controlled, directly or indirectly, by one or more entities established under the laws of, or citizens of, a jurisdiction other than the ROC shall be regarded as a Corporate Sustaining Member International.
2. **Company Member.** A corporation, partnership, association or other entity admitted as a Company Member has the right to one Representative but may register Additional Members in line with subsection 8 of this Article. A Company Member established under the laws of a jurisdiction other than the ROC or determined by the Board of Governors to be owned or controlled, directly or indirectly, by one or more entities established under the laws of, or citizens of, a jurisdiction other than the ROC shall be regarded as a Company Member International.
3. **Individual Member.** An adult individual who is a student, retiree, job seeker, freelancer or small business owner and is admitted as an Individual Member.
4. **NGO Member.** A non-profit educational, cultural or religious organization which has been admitted as an NGO Member.
5. **Trade Office Member.** A non-profit organization which promotes trade and/or investment between the ROC and any other jurisdiction and has been admitted as a Trade Office Member.
6. **Young Professional Member.** An adult individual employed in Taiwan under the age of 28 who has been admitted as a Young Professional Member.
7. **Non-Resident Member.** An entity which has no office in the ROC or an adult individual who does not reside in the ROC, who in either case has been admitted as a Non-Resident Member.
8. **Additional Representatives.** Each Corporate Sustaining Member with more than five Representatives and each Company Member, NGO Member or Trade Office Member with more than one Representative shall pay additional annual dues for each additional Representative (each, an “Additional Representative”).
9. **Honorary Member.** An entity or adult individual, who in either case has been admitted as an Honorary Member. There are no entrance fees or annual dues. Honorary Members do not have the right to vote or serve as Board members or Committee cochairs. The term of Honorary Membership shall be three years, with additional terms subject to Board of Governors approval. Incumbent Honorary Members as of the date of this amendment shall be subject to Board of Governors reappointment.

Article 8

Admission to Membership.

1. An entity or individual intending to become a Member shall file a written application with the Chamber in the form prescribed by the Board of Governors.
2. An applicant shall identify in the application the type of membership for which the application is filed and shall confirm eligibility for membership of that type.
3. An applicant shall provide such evidence of eligibility as the Chamber may request.
4. An applicant shall become a Member upon approval of the application by the Board of Governors and payment of all applicable fees and dues.

Article 9

Appointment of Representatives.

1. Each Member which is an entity may designate one or more adult individuals (each, a "Representative") for the exercise of its rights as a Member, and may change or revoke any designation at any time upon written notice to the Chamber and payment of such re-designation fee as the Chamber may prescribe.
2. Each Corporate Sustaining Member and each Company Member shall designate one of its Representatives to hold office as its Voting Representative (each, a "Voting Representative").

Article 10

Voting by Voting Members.

1. A "Voting Member" means an Individual Member who is a citizen of the United States or the Voting Representative of a Corporate Sustaining Member or a Company Member.
2. Each Voting Member shall have one vote for electing each Governor, one vote for electing each Supervisor and one vote on each other matter.
3. If a majority of the Voting Members is not present at a meeting of the Voting Members, in person or by proxy, the Chairperson shall adjourn the meeting until a majority of the Voting Members is present.
4. Members other than Voting Members may attend a meeting of the Voting Members, but shall not be counted to determine whether a quorum is present and shall not cast a vote.

Article 11

Board of Governors.

1. The Chamber shall have a Board of Governors (the "Board of Governors") consisting of eleven governors (each a "Governor").
2. Each Governor shall be elected for a term of two calendar years with the terms of six Governors commencing from even-numbered years and the terms of five governors commencing from odd-numbered years.
3. Unless subject to Article 25, any single Representative from a Sustaining Corporate International Member or a Company International Member, or an Individual Member who is a citizen of the United States, may serve as a Governor.
4. For all purposes hereunder, whether a calendar year is odd- or even-numbered shall be determined in reference to the Gregorian calendar.

Article 12

Board of Supervisors.

1. The Chamber shall have a Board of Supervisors (the "Board of Supervisors") consisting of three supervisors (each a "Supervisor").
2. Each Supervisor shall be elected for a term of one calendar year.
3. Unless subject to Article 25, a single Representative from a Sustaining Corporate International Member or a Company International Member, or an Individual Member who is a citizen of the United States, may serve as a Supervisor.

Article 13

Alternate Governors and Supervisors. When electing the aforementioned Governors and Supervisors, up to three alternate Governors and one alternate Supervisor may be designated at the same time (in accordance with the order of the number of votes they received in the election) to step in as Governor or Supervisor should any Governor or Supervisor seat become vacant.

Article 14

Rights and Obligations of Members.

1. Members are required to abide by these Articles of Association of the Chamber (the "Articles") and all resolutions of meetings of the Voting Members and the Board of Governors, and must pay when due all applicable fees, membership dues and other amounts owed to the Chamber.
2. Any debt of a Member to the Chamber shall survive such Member's resignation or expulsion.
3. A Member may resign at any time upon at least one month's prior written notice to the Chamber.
4. As determined by the Board of Governors, any Member who fails to pay all applicable fees, membership dues and other amounts owed to the Chamber within 90 days shall be deemed to have resigned.
5. A Member who resigns is not entitled to a refund of any portion of his/her annual dues.

Article 15

Expulsion, Censure, and Suspension

1. The Voting Members may expel any Member for a material violation of ROC laws or the Articles upon a vote pursuant to Article 10.
2. Prior to any vote on expulsion, the Board of Governors shall provide such Member an opportunity to explain at a meeting of the Board of Governors and shall report the results of the meeting to the Voting Members.
3. The President shall notify the Member promptly of the outcome of such vote.
4. A Member who is expelled is not entitled to a refund of any portion of his/her annual dues.
5. The Board of Governors may, by a resolution passed by the affirmative vote of a two-third's majority of Governors at a meeting attended – physically or via videoconference technology – by a majority of the Governors (i) issue and deliver a written censure to any Member who in the reasonable judgment of the Governors has committed a violation of ROC laws or the Articles (a "Censured Member"); (ii) suspend any membership rights of such Censured Member for such length of time as the Governors deem appropriate; or (iii) call an extraordinary General Meeting for the purpose of expulsion of such Censured Member.

Article 16

In any of the following circumstances, a Member shall no longer be considered a Member of

the Chamber:

1. A Member no longer meets the qualifications of a Member of the Chamber.
2. A Member has been expelled by a resolution of a General Meeting of the Voting Members.
3. A Member withdraws from the Chamber by submitting a written statement explaining the Member's reason for withdrawing.

Chapter 3 – Organization and Authority

Article 17

Authority of Voting Members. The General Meeting of the Voting Members shall be the body of ultimate authority of the Chamber.

Article 18

Powers at the General Meeting. The General Meeting of the Voting Members shall have the following powers:

1. adopt the Articles and any subsequent amendments thereto;
2. elect or dismiss Governors or Supervisors;
3. determine the fees and dues to be paid by Members;
4. review and approve the annual work plan, report, budget and accounts;
5. review and approve any expulsion of a Member;
6. resolve any disposition of assets;
7. resolve the dissolution of the Chamber;
8. adopt any resolutions pertaining to other important matters related to the rights or obligations of Members.

The scope of the important matters stated in subsection 8 shall be determined by the Board of Governors.

Article 19

Board of Governors. The Board of Governors shall be the executive body of the Chamber and shall act on behalf of the Members when meetings of the Voting Members are not in session. It shall:

1. elect and recall the Standing Officers;
2. nominate candidates for Governors and Supervisors;
3. approve and record resignations of Governors and fill vacancies on the Board of Governors;
4. exercise and fulfill the rights and obligations of the Chamber under any employment contract with the President, and hire and dismiss employees of the Chamber or authorize the President to do so subject to limits on his/her authority;
5. prepare the Chamber's annual financial statements and annual budget, operation plan and report for submission to a meeting of Voting Members;
6. determine whether to approve Committee Chairs and applicants for membership; and
7. decide or approve any matter relating to the Chamber not otherwise addressed by ROC laws and regulations, the Articles or a resolution of a meeting of Voting Members.

Article 20

Board of Supervisors. The Board of Supervisors shall be the supervisory board of the Chamber. It shall:

1. review and approve the Chamber's annual financial statements;
2. approve and record resignations of Supervisors and fill vacancies on the Board of Supervisors; and
3. report to the Chairperson, the President, the Board of Governors and the Voting Members any violation of the Articles of which it becomes aware.

Article 21

Chairperson.

1. The Board of Governors shall elect a Chairperson from among the Governors.
2. The Chairperson shall represent the Chamber externally and serve as the presiding officer of General Meetings of the Members and meetings of the Board of Governors.
3. When the Chairperson is unable to perform his or her duties, the Standing Vice Chair shall act on the Chairperson's behalf, failing which the Vice Chair shall act on the Chairperson's behalf. If the Vice Chair is unable to accept that role, a person shall be chosen by the Governors from among themselves to act on the Chairperson's behalf.
4. Whenever the position of Chairperson becomes vacant, the Board of Governors shall hold an election within one month to fill the position.

Article 22

Standing Officers.

1. The Board of Governors shall elect three standing officers (each, a "Standing Officer") from among the Governors, including a Chairperson, a Standing Vice Chair and a Vice Chair.
2. The Standing Officers, together with the Other Officers, shall supervise routine affairs of the Chamber.
3. The Chairperson shall have the powers and perform the functions set forth in Article 21.
4. When a Standing Officer other than the Chairperson is unable to perform his or her duties, the Chairperson, in consultation with the remaining Standing Officers, shall appoint a person from the Governors to act on his or her behalf, failing which a person shall be chosen by the Governors among themselves to act on behalf of the Standing Officers.
5. Whenever any position of Standing Officers becomes vacant, the Board of Governors shall hold an election within one month to fill this position.
6. Each Standing Officer shall be elected for a term of one calendar year.
7. No person may serve as the Chairperson for more than two consecutive terms. No person may continue to serve as a Standing Officer if he/she ceases to be a Governor.

Article 23

Other Officers.

1. The Board of Governors shall appoint a Secretary and a Treasurer (each, an "Officer").
2. The Secretary shall review drafts of the minutes of each meeting of the Board of Governors and sign the approved minutes for the purpose of identification.
3. The Treasurer shall supervise the Chamber's financial and accounting matters, including the management of revenues and expenditures and the preparation of financial statements and budgets.
4. Each Officer shall be appointed for a term of one calendar year.
5. Whenever an Officer position becomes vacant, the Board of Governors shall fill the position within one month.
6. No person may serve as an Officer if he/she ceases to be a Governor.

Article 24

Resignations and Vacancies.

1. The resignation of any Governor or Supervisor shall be submitted, in writing, to the Board of Governors or Supervisors (as the case may be) for approval. The Board of Governors' or Supervisors shall not unreasonably withhold such approval. The Board of Governors or Supervisors shall report the resignation to the General Meetings of the Members.
2. Any Governor or Supervisor shall lose office automatically if:
 - (a) he/she ceases to be an Individual Member who is a citizen of the United States or a Representative of the Corporate Sustaining International Member or Company International Member of which he/she was a Representative at the time of his/her election; or
 - (b) the company that he/she represents ceases to be a Corporate Sustaining International Member or Company International Member.
3. If a Governor or Supervisor loses office pursuant to the preceding paragraph, he/she shall fill his/her own vacancy for the balance of his/her term if he/she re-establishes his/her eligibility to serve within 45 days.
4. Any other vacancy on the Board of Governors or the Board of Supervisors shall be filled for the balance of the relevant term by the alternative Governor or Supervisor as provided under Article 13.
5. If two or more candidates received the same number of votes, they shall draw lots to determine which candidate fills the vacancy.

Article 25

Term Limits. All Governors and Supervisors of the Chamber shall hold office without remuneration. No individual is eligible for nomination as a Governor or Supervisor if he/she has served in such role (or combined roles) for the previous 60 consecutive months. Such an individual may be nominated again after he or she has sat out at least one term.

Article 26

Discharge from Office. Upon any of the following circumstances, a Governor or Supervisor shall be immediately discharged from office:

1. he/she no longer meets membership qualifications;
2. he/she resigns for cause;
3. he/she is dismissed or otherwise removed from office;
4. his/her membership is suspended for more than one half of his/her term as Governor or Supervisor.

Article 27

President.

1. The Chamber shall hire one individual to serve as its President.
2. The President shall support the Board of Governors by managing the overall direction of the Chamber and by proposing policies, objectives and implementation plans. He/she also shall supervise and conduct the day-to-day affairs of the Chamber in compliance with ROC laws and regulations, the Articles and resolutions of the Voting Members and the Board of Governors.
3. Without limiting the generality of the foregoing, the President shall:
 - (a) advance the purpose and objectives of the Chamber through membership services and relations and communications with the government;

- (b) support the Chairperson, the Board of Governors, the Board of Supervisors and Committee Chairs and maintain appropriate financial and administrative management structures for the Chamber;
- (c) upon request of the Board of Governors be registered with the competent ROC government authorities as the responsible person of the Chamber and as the publisher of all publications of the Chamber;
- (d) prepare the Chamber's account books and financial statements, attend to collection of the membership fees, dues and other amounts owed to the Chamber, sign vouchers and checks and provide proper accounting for revenues and expenditures of the Chamber's funds, all in accordance with procedures approved by the Treasurer;
- (e) maintain and keep custody of the Chamber's office and property, including its chop, and supervise, direct and, subject to Article 19, hire and dismiss all other employees of the Chamber; and
- (f) maintain custody of the account books and records of the Chamber, including copies of the Articles, all standing resolutions and minutes of meetings of the Voting Members, the Board of Governors, the Board of Supervisors and Chamber committees, all contracts and all financial, accounting and employment records of the Chamber. Unless otherwise approved by the Board of Governors, the President shall devote his/her full working time, skill and attention to the operation and affairs of the Chamber.

Article 28

No Dual Relationship as Employees

1. No Governor, Supervisor, Standing Officer, Officer or Committee Chair shall be deemed to be an employee of the Chamber or be paid for his/her service to the Chamber.
2. No employee of the Chamber shall serve as a Governor, Supervisor, Standing Officer, Officer or Committee Chair.

Article 29

Committee Chairs.

1. The President shall nominate one or more Individual Members or Representatives of Corporate Sustaining, Company, or NGO Members for approval by the Board of Governors to serve as a committee chair of each committee of the Chamber (each, a "Committee Chair").
2. Each Committee Chair shall serve for a term of two calendar years and shall comply with the Chamber's Committee Guidelines.
3. The Chairperson, with the approval of the Board of Governors, shall have the authority to remove any Committee Chair.

CHAPTER IV – Meetings

Article 30

General Meetings.

1. The Chamber may have regular General Meetings and extraordinary General Meetings of the Voting Members, both of which shall be called by the Chairperson. Except in the case of an extraordinary General Meeting called in the event of an emergency, written notices shall be sent to the Members at least 15 days prior to the General Meeting.
2. The regular General Meeting shall be convened once each year.

3. Extraordinary General Meetings shall be convened when the Board of Governors deems it necessary to do so, or upon written request by at least one-tenth of the Voting Members, or upon written request by the Board of Supervisors.

Article 31

Proxies.

1. A Voting Member who cannot attend a meeting of the Voting Members may appoint another Voting Member to attend such meeting and cast his/her vote as his/her proxy.
2. Any Voting Member present by proxy is counted to determine whether a quorum is present.
3. Any proxy shall be appointed in writing in a form approved for such purpose by the Board of Governors.
4. No Voting Member may serve as a proxy for more than one other Voting Member.

Article 32

Resolutions of Voting Members and Alternative Voting Arrangements.

1. A resolution of a meeting of Voting Members requires the affirmative vote of a simple majority of the Voting Members present at a meeting attended by a majority of the Voting Members, provided, however, that
 - (A) any of the following actions requires a resolution of a meeting of Voting Members approved by the affirmative vote of two thirds of the Voting Members present at a meeting attended by a majority of the Voting Members:
 - (i) any resolution to expel a Member or to recall a Governor or Supervisor;
 - (ii) disposition of all or a material portion of the Chamber's immovable assets; or
 - (iii) any material change in the rights or obligations of the Members;
 - (B) any amendment to the Articles requires a resolution of Voting Members approved by the affirmative vote of three quarters of the Voting Members present at a meeting attended by a majority of the Voting Members; or the written consent of two-thirds of the Voting Members; and
 - (C) dissolution of the Chamber requires a resolution of Voting Members approved by the affirmative vote of two thirds of the Voting Members.
2. The Governors and Supervisors may be elected by mailing a written ballot without a meeting, and the procedures for written ballot shall be approved by the Board of Governors and subject to the prior approval of the competent authority.
3. The Board of Governors may establish appropriate procedures to solicit the opinions of the Members on matters not requiring a vote of the Voting Members.

Article 33

Joint and Special Meetings.

1. Except in unusual circumstances, the Board of Governors and the Board of Supervisors shall convene a joint meeting a minimum of eight times a year, with at least one meeting during each quarter, and the President shall notify each Governor and Supervisor the date and place of each such meeting by seven days' prior notice.
2. The Chairperson or one-third of the Governors may convene a special meeting of the Board of Governors at any time upon notice to each Governor.
3. Any two Supervisors may convene a special meeting of the Supervisors at any time upon notice to each Supervisor.

Article 34

Voting and Required Attendance.

1. A meeting of the Board of Governors or the Board of Supervisors may be held via videoconference technology, in which case the attendees shall be deemed to have physically attended the meeting, provided, however, that any such meeting held which concerns elections (including any recall election matters) may not be held via videoconference technology.
2. Unless otherwise expressly stated herein, a resolution of the Board of Governors or the Board of Supervisors requires the affirmative vote of a simple majority of the Governors or Supervisors at a meeting attended – physically or via videoconference technology – by a majority of the Governors or Supervisors, as relevant.
3. Except in unusual circumstances, each Governor and Supervisor shall attend each meeting of the Board of Governors or the Board of Supervisors, as relevant. Proxies are not permitted.
4. Any Governor or Supervisor who fails to attend two consecutive meetings without cause shall be deemed to have resigned unless he/she provides a statement of good cause for his/her absence which is approved by the Board of Governors or the Board of Supervisors, as relevant.

CHAPTER V – Finance and Accounting

Article 35

Sources of Fund.

The operations of the Chamber shall be funded from the following sources:

1. Entrance Fees and Annual Dues.

The Chamber shall determine and publish the latest Entrance Fees and Annual Dues. The Board of Governors may, in the case of any increase in the consumer price index as published by the Executive Yuan’s Directorate-General of Budget, Accounting and Statistics (the “CPI”) from the year in which the Entrance Fees and Annual Dues were last adjusted to the current year (if adjusting for the first time, any increase in the CPI from the year in which the Chamber was established to the current year) (any such increase, the “Percentage Increase”), resolve to increase the Entrance Fees and Annual Dues applicable to the following fiscal year by any percentage less than the Percentage Increase. Except for the foregoing increase of the Entrance Fees and Annual Dues, all other adjustments thereto shall be approved by a resolution of a General Meeting of the Voting Members. Any resolution approving an adjustment to the Entrance Fees and Annual Dues shall be published and notice thereof delivered to the Members.

Type of Membership as defined in Article 7	Entrance Fee	Annual Dues
Corporate Sustaining Member	NT\$23,100	NT\$87,700
Company Member	NT\$23,100	NT\$48,600
Individual Member	NT\$17,300	NT\$34,000
NGO Member	NT\$1,150	NT\$29,200
Trade Office Member	NT\$1,150	NT\$13,300
Young Professional Member	NT\$1,150	NT\$12,000
Non-Resident Member	US\$115	US\$731
Additional Representative		NT\$13,600
Honorary Member	nil	nil

2. Enterprise fees.
3. Mandate income.

4. Advertising and sponsorship.
5. Earnings from funds of the Chamber.
6. Other lawful revenue.

Article 36

Fiscal Year/ Reports.

1. The fiscal year of this Chamber shall correspond to the calendar year, which shall be from January 1st to December 31st each year.
2. At least two months prior to the commencement of the next fiscal year, the Board of Governors shall prepare the annual work plan, budget and summary of employee compensation and submit those to the General Meeting for approval (if for any reason the General Meeting cannot be held on time, then such documents shall be submitted to the joint meeting of the Governors and Supervisors for approval), and such documents shall be submitted to the competent government authority for confirmation before the beginning of the next fiscal year.
3. The Board of Governors shall also prepare the annual work report, final accounting of income and expenses, cashbook, balance sheets, property directory and income and expenses of the funds of the Chamber.
4. These reports shall be reviewed by the Board of Supervisors, and the Board of Supervisors shall prepare and submit its review opinion for the Board of Governors, and then submit it to the General Meeting for approval.
5. These reports shall be filed with the competent government authority before the end of March each year (if the General Meeting cannot be convened on time, then these reports shall be submitted first to the competent government authority).

CHAPTER VI Supplementary Provisions

Article 37

Applicable Law.

Matters not provided for in these Articles shall be handled according to applicable law of Taiwan.

Article 38

Effectiveness of Articles.

These Articles shall become effective upon adoption by the General Meeting of the Voting Members and filing to the appropriate competent government authority for confirmation. Amendments shall be handled in the same manner.

Article 39

Approval of Articles.

The Articles was first approved by the General Meeting of the Voting Members convened on the date of 6 January, 2021, and has been filed to and confirmed by the Ministry of Interior with the Letter No. [Tai-Nei-Tuan-Tzu No. 1100005186] issued on the date of 1 February, 2021.

The first amendment was made on November 16, 2021 and will take effect on the next calendar day.

The second amendment was made on November 21, 2023 and will take effect on the next calendar day.

The third amendment was made on November 19, 2024 and will take effect on the next calendar day.

台灣美國商會章程

第一章 總則

第一條

名稱。本會名稱為台灣美國商會（以下簡稱本會）。

第二條

非營利組織。本會為依中華民國法律設立、非以營利為目的之社會團體，以共享信息，提供商務交流機會並倡導法律法規以使台灣的商業環境更加開放、創新和繁榮為宗旨。

第三條

任務。

本會之任務如下，並依相關法令規定推動及執行：

- (1) 促進外商投資及外國商品、服務在中華民國之銷售。
- (2) 促進會員（如本章程所定義）與中華民國政府機關及美國政府機關間之瞭解與友好關係。
- (3) 促進中華民國和亞太地區法令之執行、政府決策之透明化，以及公平之競爭。
- (4) 傳遞資訊以增進會員在中華民國經商及生活上對法令、商業及文化各方面之瞭解。
- (5) 贊助會員及其客戶之教育與社會活動。
- (6) 協助會員達成其他一般合法之共同目標。

第四條

主管機關。

本會之主管機關為內政部。

第五條

組織區域。本會以中華民國全國行政區域為組織區域。

第六條

會址及分支機構。

1. 本會會址設於主管機關所在地區，並得報經主管機關核准設分支機構。
2. 會址及分支機構之地址於設置及變更時，應函報主管機關核備。

第二章 會員、理事及監事

第七條

會員種類。本會會員種類如下：

1. **法人贊助會員**。法人贊助會員指公司、合夥、社團組織或其他團體，經註冊為法人贊助會員者。法人贊助會員有權推派至多五名代表，並得依本條第八項辦理附加會員之註冊。非依中華民國法律所設立之法人贊助會員，以及其他經理事會認定係直接或間接為一個或數個非依中華民國法律所設立之團體或非中華民國公民所擁有或控制之法人贊助會員，應視為係國際法人贊助會員。
2. **公司會員**。公司會員指公司、合夥、社團組織或其他團體，經註冊為公司會員者。公司會員有權推派一名代表，並得依本條第八項辦理附加會員之註冊。非依中華民國法律所設立之公司會員，以及其他經理事會認定係直接或間接為一個或數個非依中華民國法律所設立之團體或非中華民國公民所擁有或控制之公司會員，應視為係國際公司會員。
3. **個人會員**。個人會員專指學生、退休者、求職者、自由職業者或小規模營業者經註冊為個人會員之成年自然人。
4. **非政府組織會員**。非政府組織會員指經註冊為非政府組織會員之非營利性教育、文化或宗教組織。
5. **貿易辦事處會員**。貿易辦事處會員指在推廣中華民國與其他國家或地區之貿易及／或投資之非營利組織，且經註冊為貿易辦事處會員者。
6. **專業青年會員**。專業青年會員指年齡在二十八歲以下受雇於台灣之成年人，且經註冊為專業青年會員者。
7. **駐外會員**。駐外會員指在中華民國無辦事處之團體，或不居住於中華民國之成年人，且經註冊為駐外會員者。
8. **額外代表**。法人贊助會員代表超過五人以上或公司會員、非政府組織會員或貿易辦事處會員代表超過一人以上者，應就每一額外代表支付附加年費。
9. **名譽會員**。名譽會員指經註冊為名譽會員之團體或成年自然人。名譽會員無需繳納入會費及常年會費。名譽會員無投票權，亦不得擔任理監事或委員會共同主席。名譽會員之會員資格為三年，得經理事會核准延長該期間。本條修正前之現任名譽會員，仍應經理事會之再為指定。

第八條

入會。

1. 凡欲加入本會之團體或個人，應依理事會規定之格式向本會提出書面入會申請書。
2. 申請人應於申請書上書明所申請之會員種類，並確認符合該類會員之資格。
3. 如經本會要求，申請人應提出符合資格之證明。
4. 申請人入會申請經理事會核准並繳納相關費用後始成為本會會員。

第九條

推派代表。

1. 每一團體會員，得推派一名或數名成年人為其代表（以下簡稱代表），以行使其會員權利，亦得隨時改派或撤銷推派，但應以書面通知本會，並依本會之規定繳納改派費用。
2. 每一法人贊助會員及公司會員應指定推派代表中之一人擔任投票代表之職位（以下簡稱投票代表）。

第十條

表決。

1. 正會員指為美國公民之個人會員及法人贊助會員與公司會員之投票代表。
2. 每一正會員對每一理事、監事之選舉各有一表決權，對其他事項亦有一表決權。
3. 正會員大會（以下稱會員大會）若正會員親自出席或委託出席未過半數時，理事長應順延會議至正會員出席人數過半數時召開。
4. 正會員以外之會員得列席會員大會，但不記入法定出席人數，亦不具表決權。

第十一條

理事會。

1. 本會置理事十一人組成理事會。
2. 理事任期兩年，六人之任期自偶數年度起算，五人之任期自奇數年度起算。
3. 除依第二十五條規定外，任一國際法人贊助會員或國際公司會員之任何單一代表，或任一美國籍之個人會員，得任理事。
4. 就本條目的而言，奇數、偶數年度之認定，以西曆為準。

第十二條

監事會。

1. 本會置監事三人組成監事會。
2. 監事任期一年。
3. 除依第二十五條規定外，任一國際法人贊助會員或國際公司會員之任何單一代表，或任一美國籍之個人會員，得任監事。

第十三條

候補理監事。

選舉前述理事、監事時，得依選舉得票數順序同時指定候補理事最多三人，候補監事一人，遇理事、監事出缺時，分別依序遞補之。

第十四條

會員之權利義務。

1. 會員應遵守本章程及會員大會與理事會之決議，並應繳納應納之相關費用、會費及其他積欠款項。
2. 會員積欠本會之任何債務不因其退會或除名而消滅。
3. 會員得以書面於一個月前向本會聲明退會。
4. 經理事會認定，未於九十日內繳納所有相關費用、會費及其他積欠本會之款項之會員，視為退會。
5. 會員經退會者不得請求退還任何部分之年費。

第十五條

除名、譴責和停職。

1. 會員有重大違反中華民國法令或本章程之規定者，正會員得依第十條之規定表決予以除名。
2. 表決之前，理事會應邀請該會員在理事會會議上說明，並將會議結果通知正會員。
3. 執行長應即時將表決結果通知該會員。
4. 會員經除名者不得請求退還任何部分之年費。

5. 理事會可在理事會多數成員親自或通過視訊會議出席的會議上，經三分之二多數理事贊成票通過決議，(i) 向理事合理判斷違反中華民國法律或章程的任何成員（“受譴責成員”）發出書面譴責；(ii) 在理事認為適當的期限內暫停該受譴責成員的任何會員權利；或 (iii) 召開特別會員大會，將該受譴責的會員予以除名。

第十六條

會員有下列情事之一者，為出會：

1. 喪失會員資格者。
2. 經會員大會決議除名者。
3. 會員以書面敘明理由向本會聲明退會者。

第三章 組織及職權

第十七條

會員大會。本會以會員大會為最高權力機構。

第十八條

會員大會之職權。會員大會之職權如下：

1. 訂定與變更章程。
2. 選舉及罷免理事、監事。
3. 議決會員所應支付之費用。
4. 議決年度工作計畫、報告及預算、決算。
5. 議決會員之除名處分。
6. 議決財產之處分。
7. 議決本會之解散。
8. 議決與會員權利義務有關之其他重大事項。

前項第 8 款重大事項之範圍由理事會定之。

第十九條

理事會。理事會為本會之執行機構，並於會員大會閉會期間代其職權。理事會之職權如下：

1. 選舉或罷免常務理事。
2. 提名理事及監事候選人。
3. 議決備查理事之辭職，及遞補理事之出缺。
4. 行使與履行本會與執行長間僱傭合約之權利義務及僱用、解僱本會工作人員或授權執行長於一定權限內為之。
5. 於提交會員大會前擬定年度預算、決算及工作計畫、報告。
6. 議決委員會主席以及審定會員入會之申請。
7. 議決其他與本會相關而中華民國法令、本章程或會員大會決議未明訂之事項。

第二十條

監事會。監事會為本會之監察機構，其職權如下：

1. 審核本會年度決算。
2. 議決備查監事之辭職，及遞補監事出缺。

3. 於發現有違反本章程之情事時，向理事長、執行長、理事會及正會員提出報告。

第二十一條

理事長。

1. 理事會應自理事中選舉一人為理事長。
2. 理事長對外代表本會，並擔任會員大會、理事會主席。
3. 理事長因事不能執行職務時，由常務副理事長代理之，常務副理事長無法代理者，由副理事長代理之，副理事長無法代理者，由理事互推一人代理之。
4. 理事長職位出缺時，理事會應於一個月內選出替任者。

第二十二條

常務理事。

1. 理事會應互選常務理事三人，包括理事長一人、常務副理事長一人、副理事長一人。
2. 常務理事，會同其他執行員，應監督本會日常事務。
3. 理事長之職權與職務如第二十一條所定。
4. 理事長以外之常務理事因事不能執行職務時，理事長應於諮詢其他常務理事意見後，指定理事一人代理之，未指定或不能指定時，由理事互推一人代理之。
5. 常務理事出缺時應於一個月內由理事會補選之。
6. 常務理事任期一年。
7. 理事長不得連任超過兩屆。常務理事喪失理事資格者自動解職。

第二十三條

其他執行員。

1. 理事會應指派秘書長一人、財務長一人（各為一「執行員」）。
2. 秘書長應校閱理事會會議紀錄，並於核可之會議記錄簽名識別。
3. 財務長應監督本會之財務及會計事務，包括收入與支出之管理及決算與預算之準備。
4. 執行員任期一年。
5. 執行員職位出缺時，理事會應於一個月內指派替任者。
6. 執行員喪失理事資格者自動解職。

第二十四條

辭職與出缺。

1. 理事或監事的辭職應以書面形式提交理事會或監事會（視情況而定）批准。理事會或監事會不得無理拒絕批准。理事會或監事會應向會員大會報告辭職情況。
2. 理事、監事有下列情事之一者，自動解任：
 - (a) 喪失美國籍個人會員之資格，或喪失代表其當選時之國際法人贊助會員或國際公司會員之資格者。
 - (b) 其代表之公司喪失國際法人贊助會員或國際公司會員之資格者。
3. 理事或監事因前項規定解任，如於四十五日內補正其任職之資格者，應續任其職務至原任期屆滿。

4. 理事會、監事會之其他出缺應由第 13 條規定的候補理事或監事，補足餘留之任期。
5. 若數候選人之得票數相同，則抽籤決定繼任人選。

第二十五條

任期之限制。理事、監事均為無給職。同一人若曾於前六十個月連續擔任理事、監事職務者（無論其中一項或兩者合計），不得被提名為理事或監事候選人。該人應停止擔任理監事至少一個任期後，始得再度被提名為理事或監事候選人。

第二十六條

解任。理事、監事有下列情事之一者，應即解任：

1. 喪失會員資格者。
2. 因故辭職者。
3. 被罷免或撤免者。
4. 受停權處分期間逾任期二分之一者。

第二十七條

執行長。

1. 本會應聘僱執行長一人。
2. 執行長應總理本會會務，並提出相關政策、任務及執行計畫，以協助理事會。執行長並應依中華民國法令及本章程之規定及會員大會與理事會之決議，監督、執行本會之日常事務。
3. 除此之外，執行長之職務如下：
 - (a) 透過會員服務、政府聯繫及溝通，推動本會宗旨與任務之達成。
 - (b) 協助理事長、理事會、監事會及委員會主席，並維護本會之財務與行政管理結構。
 - (c) 依理事會之要求，向中華民國相關主管機關登記為本會負責人及本會所有出版品之發行人。
 - (d) 依財務長核可之程序造具本會帳冊及財務報表、收取各項會費、費用及其他款項、簽立單據及支票，並管理本會基金收支之會計事務。
 - (e) 負責維護及保管本會辦公處所及財產，包括本會會印，並監督、指揮及依第十九條之規定僱用、解僱本會其他工作人員。
 - (f) 負責保管本會帳冊與紀錄，包括本章程、會員大會、理事會、監事會及各委員會之現行決議與會議記錄及所有本會之契約書及財務、會計與聘僱資料。除經理事會核可外，執行長應將其全部工作時間、能力及注意專心投入本會會務。

第二十八條

工作人員雙重關係之禁止。

1. 理事、監事、常務理事、執行員及委員會主席均非本會工作人員，亦不得因提供本會服務而受領報酬。
2. 本會工作人員不得擔任理事、監事、常務理事、執行員或委員會主席。

第二十九條

委員會主席。

1. 執行長應分別提名一名或數名個人會員或法人贊助會員、公司會員或非政府組織會員之代表，經理事會同意後，擔任本會各委員會之主席（各為一「委員會主席」）。
2. 委員會主席任期兩年，且須遵守本會之各委員會相關準則。
3. 經理事會核可後，理事長有權解除任一委員會主席之職務。

第四章 會議

第三十條

會員大會。

1. 會員大會分定期會議與臨時會議二種，由理事長召集，召集時除緊急事故之臨時會議外，應於十五日前以書面通知會員。
2. 定期會議每年召開一次。
3. 臨時會議於理事會認為必要，或經正會員十分之一以上之請求，或監事會函請召集時召開之。

第三十一條

委託出席。

1. 正會員不能出席會員大會者，得委託其他正會員出席並代表其行使表決權。
2. 委託出席之正會員人數計入法定出席人數。
3. 委託出席應以經理事會認可之書面為之。
4. 每一正會員僅能受一正會員之委託。

第三十二條

正會員之決議及替代表決安排。

1. 會員大會之決議應有過半數正會員之出席、出席正會員過半數之同意行之，但：
 - (A) 下列決議，應有過半數正會員之出席、出席正會員三分之二以上之同意行之：
 - (i) 會員之除名及理事或監事之罷免。
 - (ii) 本會全部或主要部分固定財產之處分。
 - (iii) 會員權利義務之重大變更。
 - (B) 本會章程之變更，以過半數正會員之出席、出席正會員四分之三以上之同意行之，或以全體正會員三分之二以上書面之同意行之。
 - (C) 本會之解散以全體正會員三分之二以上同意之決議行之。
2. 本會理事、監事之選舉，得採用通訊選舉；通訊選舉辦法應提經理事會議通過報請主管機關核備後行之。
3. 理事會得訂定適當程序就毋須正會員表決之事項徵求會員之意見。

第三十三條

聯席會議及臨時會議。

1. 除特殊情形外，理事會及監事會應至少每年召開八次、每季至少召開一次聯席會議，執行長應於七日前將會議時間、地點通知各理事、監事。
2. 理事會臨時會議得由理事長或三分之一以上之理事，於通知各理事後隨時召集之。
3. 監事臨時會議之召開得由監事二人以上通知各監事後隨時召集之。

第三十四條

表決及出席義務。

1. 本會理監事會議得以視訊會議為之，理事或監事以視訊參與會議者，視為親自出席。如該等會議之召開係涉及選舉者（包括罷免之投票表決事宜），不得採行視訊會議。
2. 除本章程另有規定外，理事會或監事會會議之決議，各以理事、監事過半數之出席（親自出席或透過視訊會議參加），出席人數過半數之同意行之。
3. 除特殊情形外，每位理事、監事應分別出席全部理事會或監事會會議。理事、監事不得委託他人出席。
4. 理事、監事連續無故兩次未出席理事會或監事會會議者，視同辭職，但有提出正當理由並經理事會或監事會接受者，不在此限。

第五章 經費及會計

第三十五條

經費來源。

本會經費來源如下：

1. 入會費及常年會費。

依本會之最新公告為準。如行政院主計總處公告之消費者物價指數（以下稱消費者物價指數）較入會費及常年會費上次調整年度之指數上漲（如為首次調整，則指消費者物價指數較本會成立年度之指數上漲）（該等上漲，以下稱上漲百分比），理事會得於小於上漲百分比之範圍內決議調漲次一會計年度之入會費與常年會費。除前述入會費與常年會費之調漲得由理事會決議外，入會費或常年會費之變更應經會員大會決議。入會費或常年會費之變更應於決議後公告並通知各會員。

會員種類	入會費	年費
法人贊助會員	新台幣 23,100 元	新台幣 87,700 元
公司會員	新台幣 23,100 元	新台幣 48,600 元
個人會員	新台幣 17,300 元	新台幣 34,000 元
非政府組織會員	新台幣 1,150 元	新台幣 29,200 元
貿易辦事處會員	新台幣 1,150 元	新台幣 13,300 元
專業青年會員	新台幣 1,150 元	新台幣 12,000 元
駐外會員	美金 115 元	美金 731 元
額外代表		新台幣 13,600 元
名譽會員	無	無

2. 事業費。
3. 委託收益。
4. 廣告及贊助。
5. 基金及其孳息。
6. 其他合法收入。

第三十六條

會計年度／報告報表。

1. 本會會計年度以曆年為準，自每年一月一日起至十二月三十一日止。
2. 本會每年於會計年度開始前二個月由理事會編造年度工作計畫、收支預算表、員工待遇表，提會員大會通過（會員大會因故未能如期召開者，先提理監事聯席會議通過），於會計年度開始前報主管機關核備。
3. 理事會並應編造年度工作報告、收支決算表、現金出納表、資產負債表、財產目錄及基金收支表。
4. 該等報告報表應送監事會審核後，造具審核意見書送還理事會，提會員大會通過。
5. 該等報告報表應於三月底前報主管機關核備（會員大會未能如期召開者，先報主管機關）。

第六章 附則

第三十七條

有關法令。

本章程未規定事項，悉依中華民國有關法令規定辦理。

第三十八條

章程之施行。

本章程經會員大會通過，報經主管機關核備後施行，變更時亦同。

第三十九條

章程之通過。

本章程經本會110年01月06日第一屆第一次會員大會通過。報經內政部110年02月01日台內團字第1100005186號函准予備查。

第一次修正於110年11月16日，並於翌日起實施。

第二次修正於112年11月21日，並於翌日起實施。

第三次修正於113年11月19日，並於翌日起實施。