

# **ASIA NONWOVEN FABRICS ASSOCIATION**

## **BY – LAWS**

### **Article 1 – Name**

- 1. The name of the Association shall be ASIA NONWOVEN FABRICS ASSOCIATION, which may be abbreviated as “ANFA”.**
- 2. The head office of the Association shall be located in Osaka, Japan**

### **Article 2 – Purpose**

- 1. The purpose of the Association shall be, as a civilian organization that represents Asia’s nonwovens industry both in name and substances, to contribute to the healthy growth of nonwovens-related industries in Asia and to promote the mutual benefit and friendly relationship of the Members.**
- 2. To achieve the purpose mentioned above, ANFA shall conduct the following activities:**
  - a) To provide the Members with up-to-date information relative to nonwovens through periodical publications**
  - b) To exchange information and opinion about various issues relative to nonwovens which are important and necessary for the Members mutually**
  - c) To hold seminars in some cities in the Asian region annually**
  - d) To organize an international nonwovens exhibition called Asia Nonwovens Exhibition (ANEX) to be held in the Asian region every three (3) years**
  - e) To exchange information and opinion with INDA, America and EDANA, Europe about various common issues which involve such regions and Asia**
  - f) To plan and carry out such events and activities as may be required by the Members or considered to be appropriate and desirable for ANFA, subject to approval of the Board of Directors**
- 3. To carry out such activities functionally, ANFA shall have a Working Committee. The Committee shall be located in Shanghai., China.**

### **Article 3 – Membership**

- 1. Membership of the Association shall be open to any corporation or individual which is engaged in the nonwovens-related industries and whose place of business is located in Asia. The nonwovens-related industries herein include**

roll goods producers, converters/fabricators, manufacturers and marketers of finished products, machinery and equipment manufacturers, material suppliers, traders, consultants, or others which may be approved by the Board of Directors.

2. The procedures of application for Membership shall be filed first with the form provided by the Association. Then, the applicant shall become a Member of the Association upon approval by the Board of Directors and payment of dues set forth in Article 4-1.

#### **Article 4 – Dues and other special dues**

1. Each Member shall pay the dues of US\$ 100 a year in lump sum.  
One who becomes a Member in the first half term of the fiscal year shall pay the full amount on the entry, while one who becomes a Member in the latter half term of the fiscal year shall pay the half the dues.
2. Additional dues for special activities or projects may be collected separately, subject to a decision of the Board of Directors.

#### **Article 5 – Rights and Benefits of Membership**

Each Member has the following rights and benefits:

- a) to vote on Association matters
- b) to be elected as Officer or Director of the Association
- c) to elect his or her regional representative(s) to General Meetings of the Association
- d) to receive a copy of the minutes of said Meetings
- e) to receive each copy of all Association publications

#### **Article 6 – Obligation of Members**

Each Member shall be bound by the terms of the By-Laws of the Association.

#### **Article 7 – Loss of Membership**

1. Membership may be forfeited through failure to fulfill the obligations.
2. Such forfeit of Membership shall be agreed by two-thirds (2/3) vote of the Directors present at the Board of Directors meeting. However, no Member shall be so removed except upon three (3) weeks notice from the Secretary General by mail or fax specifying the grounds upon which removal is based and after giving such Member an opportunity to be heard.

#### **Article 8 – Cancellation of Membership**

One who wants to withdraw from Membership shall give notice to the Chairman in writing. However, the dues for the said fiscal term shall be paid up.

#### **Article 9 – Suspension and Reversion of Membership**

The board of Directors may suspend Membership to any Member who acts against the purpose of the Association prescribed in Article 3, or who is in default in the payment of dues without any just reason. In the latter case, however, Membership shall be recovered immediately after the payment.

#### **Article 10 – Board of Directors**

1. The Board of Directors shall have full powers of management and administration, subject to the prerogatives of the General Meeting.
2. It shall have full power and authority to establish general policies for the Association to put into effect the resolutions and decisions of the Association and to exercise general supervision of receipts and expenditures of the Association.
3. The Board of Directors shall consist of not less than 12 and not more than 21 individuals elected by the Members, broadly representatives of the different regional and industrial Membership. The total number of the Directors shall be odd numbers.
4. The regional appointment of the Directors shall be basically one (1) Director per ten (10) Members, provided that the number of Directors for a region is not more than five (5).
5. Members of the Board shall be nominated by the Nominating Committee (provided in Article 11 – A) and approved by majority vote at the General Meeting of the Members.  
Not more than one (1) representative of any Member may serve on the Board of Directors at any one time.
6. The tenure of the Directors shall be three (3) years, provided that they may be re-elected.  
In the event that any of the Directors retires during his (her) term of office, an alternate Director to him (her) shall be nominated from amongst the Members in the region where such retiring Director is located, subject to an approval of the General Meeting. The tenure of the alternate Director shall be the remaining term of his (her) predecessor.
7. In case a Board member cannot attend the Board Meeting, he or she may give a proxy to another member of the Board. However, no member of the Board shall not hold more than two proxies.
8. Meetings of the Board shall be held at such time and place as the Chairman of the Board may designate. Six-week notice of meetings shall normally be given by the Secretary General. However, in some cases of emergency, meetings of the Board may be validly held, provided at least four-week notice be given by the Secretary General.

## **Article 11 – Committee**

### **A. Nominating Committee**

At least 60 days before the General Meeting, the Chairman shall appoint a Nominating Committee composed of five (5) members, which shall report to the General Meeting a list of candidates for the offices of Chairman, Vice-Chairman, Auditors and other members of the Board of Directors.

### **B. Standing Committee**

Standing Committee covering the major area of continuing concern to the Association, as determined by the Board of Directors, shall be established. The Board of Directors shall determine the size of such Committees and shall designate the persons to serve on them.

### **C. Working Committee**

Working Committee shall cover several specific areas of annual activity plans; especially,

#### **a) Public relations**

- PR of ANFA and ANEX at international exhibitions

#### **b) Publishing of “Nonwovens Asia”**

#### **c) Recruiting of ANFA Members, particularly in ASEAN region.**

#### **d) Preparation work for ANEX show**

#### **e) Other activities as may be required by the Members**

The Committee shall be composed of Committee Executive Officer and several staff members who will be nominated by the Executive Officer.

## **Article 12 – General Meeting**

### **1. The General Meeting of the Members is the sovereign body of the Association.**

The regular General Meeting shall be held once a year at least and the special General Meeting may be held from time to time when deemed to be necessary.

### **2. It shall resolve all of ANFA management matters such as activity plans and budgets and appointment of the Chairman and Vice-Chairmen, Auditors and other members of the Board of Directors.**

### **3. General Meetings of the Members shall be called by the Secretary General acting under the instructions of the Board of Directors, or the Chairman, or upon written request of one-third (1/3) of the Members.**

### **4. Notice of the General Meetings, together with the agenda and resolution plans, shall be sent to each Member, at such Member’s address at last shown on the books of the Association, at least thirty (30) days prior to the date of such Meetings. Failure of any addresses to receive such notice shall not affect the validity of any such Meeting.**

5. Any appropriate question or business other than matters regarding dissolution of the Association and amendments to the By-Laws may be brought before the Annual Meeting without notice thereof.
6. Each Member shall have one (1) vote at such meetings.
7. At the General Meetings the presence of a majority of the total number of the Members in person or by proxy shall constitute a quorum.
8. The Directors representing each region shall be responsible for checking the presence or absence of the Members in the said region and collecting the proxies from absent Members or their pros and cons for each of the agenda.
9. A majority vote at any General Meeting shall prevail except for matters concerning the dissolution and amendments of the By-Laws. Two-thirds (2/3) vote shall be required for important matters such as dissolution of the Association, revisions or amendments to the By-Laws and other important issues which will affect the interest of each Member considerably.

#### **Article 13 – Officers**

1. ANFA shall have one (1) Chairman, three (3) Vice-Chairmen, one (1) Auditor and one (1) Secretary General.
2. The Chairman, the Vice-Chairmen and the Auditor shall be nominated from amongst the Directors by the Nomination Committee and approved at the General Meeting of the Association by vote of the Membership.
3. ANFA may have one (1) Honorary Chairman by recommendation from the Board of Directors, regardless of Membership. However, he has no voting right.
4. ANFA shall have one (1) Executive Officer of the Working Committee set forth in Article 11-C. The Executive Officer shall be the Vice Chairman or Directors of the Association.
5. The tenure of Chairman and Vice Chairman shall be three (3) year, provided that they may be re-elected. Basically, however, their successors shall be appointed from amongst each region's directors by rotation. They shall hold office until the election of their successors and shall serve without compensation.

The tenure of other Officers (Auditors, Executive Officer and Secretary General) shall be three (3) years, provided that they may be re-appointed.

In the event that any of such Officers retires during his (or her) term of office, an alternate Officer to him (or her) shall be nominated by the Nominating Committee and approved by the General Meeting of the Members. The tenure of the alternate Officer shall be the remaining term of his (or her) predecessor.

6. The Secretary General shall be appointed by the Board of Directors. He or

she shall not be an employee of any Member of the Association.

7. The Chairman shall be the chief policy-making Officer of the Association and shall consult with the Vice-Chairmen.
8. The Vice-Chairmen shall perform the duties of the Chairman, in order of seniority, whenever the Chairman is not available.
9. The Auditors shall audit all records of the Association, e.g. accounting books, income statements and balance sheet, expenditure vouchers, cash at hand and bank, and they shall make an audit report at the General Meeting of the Members.
10. The Executive Officer of the Working Committee shall be responsible for the management of all the tasks assigned to the said Committee and shall report the working results to the Board of Directors.
11. The Secretary General shall be charged with the duty, authority and responsibility of directing the affairs of the Association. He (or she) shall be responsible to the Board of Directors and subject to its direction.
  - 1) He (or she) shall attend all meetings of Members of the Association and shall report to the Members on matters of interest. He (or she) shall attend all meetings of the Board of Directors and shall furnish to the Board all information it requires concerning his (her)conduct of the Association business.
  - 2) He (or she) shall also attend all Committees.
  - 3) He (or she) shall be custodian of all records of the Association and shall be in charge of the administration of the office of the Association.
  - 4) He (or she) shall give proper notice of all meetings and shall prepare agenda, attend and act as a secretary of all meetings. He (or she) shall record all votes and keep minutes of all proceedings taken at such meetings in a book or books to be kept for that purpose. He (or she) shall perform such other duties as may, from time to time, be assigned to him (or her) by the Board of Directors.

#### **Article 14 – Fiscal Year**

The fiscal year of the Association shall be the period from January 1 to December 31.

#### **Article 15 – Accounting**

The accounting of the Association shall consist of the general accounts and the special accounts.

##### **1. General accounts**

The general accounts relate to the expenses and expenditures of ANFA's routine activities to be appropriated from the income of dues.

## **2. Special accounts**

The special accounts relate to the budgets for special events or projects approved by the Board of Directors.

Special dues provided in Article 4-2 and earnings from such events or projects shall be treated as special incomes.

## **Article 16 – Accounting jobs and report**

- 1. The Secretary General shall be responsible for all such accounting jobs.**
- 2. Daily accounts shall be managed in the local currency and in accordance with the local accounting rules. However, all the official accounting statements shall be made in English.**
- 3. Accounting statements, after audited by the Auditors, shall be sent to all the Directors for approval within sixty (60) days after the closing of accounts and in advance of the General Meeting.**

## **Article 17 – Revision of amendment of the By-Laws**

Any revision or amendment of the By-Laws shall be adopted by two-thirds (2/3) vote at the General Meeting of the Members.

## **Article 18 – Dissolution**

The dissolution of the Association shall be subject to two-thirds (2/3) vote at the General Meeting of the Members.

## **Article 19 – Language**

The language used at meetings of the Members and in official documents shall be English. At meetings of the Members, however, any language may be decided from time to time by the members present.

## **Article 20 – Matters not specified herein**

Any matters not specified herein shall be referred to the Board of Directors meetings.

These By-Laws shall become effective on 1<sup>st</sup> day of November, 2000.

Date: October 23, 2000

Revised: November 15, 2001

Revised: March 10, 2004

Revised: November 19, 2006

Revised: October 24, 2007

**Revised: November 1, 2010**  
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