DRAFT CHARTER OF THE INTERNATIONAL NETWORK FOR SILK

Chapter I

General Provisions

Article 1 The International Network for Silk (hereinafter referred to as "the Organization") is an international, non-profit social organization voluntarily established by individuals, enterprises and organizations worldwide that are engaged in scientific research, development, production, consumption and management in the fields of mulberry, silkworm, cocoon, silk, and silk textiles.

The official name of the Organization is International Network for Silk, abbreviated as INS.

Article 2 The objectives of the Organization are to promote the development of a modern industrial system for mulberry, silkworm, cocoon, silk, and silk textiles; to enhance exchanges and cooperation among institutions, enterprises, universities, and research institutes worldwide; and to facilitate progress and development in silk-related science and technology, industry and economy at the global level.

Article 3 The domicile of the Organization is located in Hangzhou, Zhejiang Province, People's Republic of China.

Article 4 The Organization shall abide by the laws and regulations of China as well as those of other countries or regions in which it operates

and shall respect local customs and traditions.

Chapter II

Functions

Article 5 The Organization shall carry out the following activities in relation to the fields of mulberry, silkworm, cocoon, silk, and silk textiles:

(1) promoting academic exchange and theoretical research; developing and promoting standards and technical specifications; organizing international conferences, forums, and other activities; publishing international academic journals, books, and research reports; conducting science outreach and public education activities; undertaking scientific and technological evaluation as well as professional competency assessment for technical personnel;

(2) supporting technological innovation throughout the entire sericulture-to-silk industrial chain and developing the application value of mulberry, silkworm, cocoon, and silk resources in multiple sectors, fostering international cooperation in the silk industry; advancing innovation in technologies and equipment; strengthening industry self-regulatory mechanisms and promoting self-discipline; cultivating outstanding professionals and innovative teams.

Any activity requiring legal or regulatory approval shall be undertaken

only after such approval is obtained, and only within the Organization's approved scope of activities.

Chapter III

Membership

Article 6 Both institutional entities and individuals may become members of the Organization.

Article 7 The Organization shall accept members from a broad range of fields related to its activities. Foreign members shall, in principle, account for not less than one-third of the total membership.

Any entity or individual that abides by this Charter and meets the following criteria may voluntarily apply for membership:

Individual Members shall:

(1) possess full civil capacity;

(2) engage in professional or business activities relevant to the Organization's scope of activities; and

(3) be representative in the relevant field.

Institutional Entity Members shall:

(1) be legally established in its place of domicile;

(2) have objectives and activities related to those of the Organization;

(3) be representative in the relevant field; and

(4) endorse the Charter of the Organization.

Article 8 The procedure for admission to membership shall be as follows:

(1) submission of a written application for membership;

(2) submission of supporting documentation;

(3) review and approval by the Council; and

(4) issuance of a membership certificate by the Council or its authorized body, followed by public announcement of the admission.

Article 9 Members shall enjoy the following rights:

(1) the right to elect, to be elected, and to vote;

(2) the right to be informed of, to make recommendations on, and to supervise the work of the Organization;

(3) the priority to participate in the activities of the Organization and to receive its services; and

(4) the freedom to withdraw from the Organization.

Article 10 Members shall fulfill the following obligations:

(1) to comply with the Charter and all regulations of the Organization;

(2) to implement the resolutions of the Organization;

(3) to safeguard the lawful rights and interests of the Organization;

(4) to pay membership fees in accordance with the regulations of the Organization;

(5) to provide information and relevant materials to the Organization as requested; and

(6) not to disclose any confidential information of the Organization, except as otherwise required by applicable laws or regulations.

Article 11 Upon adoption of a resolution by the Council, the Organization may take the following disciplinary actions against any member that violates laws, regulations, or this Charter:

(1) warning;

(2) suspension of membership rights; or

(3) expulsion.

Article 12 A member intending to withdraw from the Organization shall submit a written notice of withdrawal.

Article 13 A member shall lose its membership status upon confirmation by the Council under any of the following circumstances:

(1) no longer meeting the membership criteria;

(2) failure to participate in the Organization's activities for more than two consecutive years as required;

(3) failure to pay membership fees for more than two consecutive years in accordance with regulations; or

(4) failure to fulfill the obligations of membership.

Article 14 Where a member withdraws, is expelled, or is confirmed to have lost membership under Article 13, such termination of membership shall be publicly announced to relevant parties, and all positions, rights, and obligations within the Organization of that member shall terminate.

Chapter IV

Structure

Section 1 General Assembly of Members

Article 15 The General Assembly of Members is the supreme authority of the Organization. Its powers and functions shall include:

(1) to formulate and amend the Charter;

(2) to decide on the Organization’s objectives, development plans, and other major matters;

(3) to formulate and amend the procedures for the election and removal of Council members, officers and supervisor, with the procedures for officers to be filed with the competent authority;

(4) to elect and remove members of the Council and the supervisor;

(5) to establish and amend the standards for membership fees;

(6) to review and approve the work reports and financial reports of the Council;

(7) to review the work reports of the supervisor;

(8) to decide on any change to the name of the Organization;

(9) to decide on the dissolution of the Organization;

(10) to decide on the procedures for conferring honorary titles; and

(11) to decide on other major matters.

Article 16 The General Assembly of Members shall be convened at least once every four years.

Members shall be notified of the agenda of the meeting no later than thirty days prior to its convening.

A General Assembly convened for the election of new members for a new term may be held in person or in a combination of in-person and video conference formats. Other General Assemblies may be held in person, virtually, or in a hybrid format.

Where voting is conducted by means other than video conferencing, the voting results shall be submitted to the Secretary by email within the prescribed voting period.

Article 17 An extraordinary session of the General Assembly shall be convened upon the proposal of the Council or at least one-third of the members of the Organization.

The Chairperson shall convene and preside over the extraordinary session. Where the Chairperson is unable to do so, the Chairperson may authorize the Secretary-General to convene and preside over the meeting on his or her behalf.

Article 18 A meeting of the General Assembly of Members may be convened only when more than two-thirds of the members are in attendance. Resolutions shall be valid only if they meet the following conditions:

(1) the formulation or amendment of the Charter shall require approval by more than two-thirds of the members present;

(2) decisions on changing the name or dissolving the Organization shall require approval by more than two-thirds of the members present;

(3) the election of Council members and the supervisor shall be based on the number of votes received; elected members must receive votes from at least half of the members present;

(4) the removal of a Council member and the supervisor shall require approval by more than half of the members present;

(5) the formulation or amendment of membership fee standards shall require approval by more than half of the members present through a secret ballot;

(6) other resolutions shall require approval by more than half of the

members present.

Section 2 The Council

Article 19 The Council is the executive body of the General Assembly of Members. It shall be elected by the General Assembly from among the members and shall lead the work of the Organization when the General Assembly is not in session. The Council shall be accountable to the General Assembly.

The number of Council members shall generally not exceed one-third of the total membership.

Council members shall not receive remuneration from the Organization, except for those who are employees of the Organization under an employment contract.

Article 20 Members of the Council shall meet the following qualifications:

(1) have significant influence within the Organization's field of activities;

(2) have an international perspective and a spirit of cooperation;

(3) actively participate in the management of the Organization;

(4) actively contribute advice and recommendations for the development of the industry; and

(5) be recommended by the Secretariat as an institutional entity or

individual candidate following a comprehensive evaluation.

Article 21 The election and removal of Council members shall follow these procedures:

(1) The first Council shall be nominated jointly by the founding members and the members at the time of establishment, and, with the consent of the competent authority, be elected by the General Assembly of Members.

(2) For the election of the Council for a new term, at least four months before the General Assembly is convened, the current Council shall nominate and establish an Election Committee composed of representatives of officers, Council members, members, and the supervisor. Under the leadership of the Council, the Election Committee shall be responsible for organizing and conducting the election process.

The Election Committee shall draft an election plan, prepare and nominate candidates for Council members and officers. The proposed plan and nominations shall be submitted to the competent authority for review at least three months prior to the convening of the General Assembly session. Any mid-term adjustment involving officers shall be subject to prior review and approval by the competent authority before the convening of the election meeting.

Elections and removals of Council members shall be conducted in accordance with this Charter at the General Assembly sessions.

(3) During the interval between General Assembly sessions, the Council may consider and approve the adjustment of a limited number of Council members if necessary. Any such additions or removals shall not exceed one-fifth of the initial total number of Council members.

Article 22 Each institutional entity member in the Council shall designate a representative to exercise its duties as a Council member. If a Council member changes its representative, it shall give written notice to the Organization.

Article 23 Council members shall enjoy the following rights:

(4) the right to elect, to be elected, and to vote within the Council;

(5) the right to be informed about, to offer recommendations on, and to exercise oversight over the Organization’s work, finances, and major matters;

(6) the right to participate in the formulation of key internal management rules and to make proposals; and

(7) the right to propose the convening of extraordinary meetings to the Chairperson or the Council.

Article 24 Council members shall comply with laws, regulations, and this Charter, perform their duties, and fulfill the following obligations:

(1) to attend meetings of the Council and to implement its resolutions;

(2) to exercise their powers with due care, diligence and good faith, and to act in the best interests of the Organization;

(3) to exercise rights within the scope of their responsibilities;

(4) not to seek improper benefits by virtue of their position;

(5) not to engage in activities detrimental to the lawful interests of the Organization;

(6) not to disclose any confidential information of the Organization obtained during their tenure, except as otherwise provided by laws or regulations; and

(7) to accept lawful supervision and reasonable recommendations from the supervisor.

Article 25 The powers and functions of the Council are:

(1) to implement the resolutions of the General Assembly of Members;

(2) to elect and remove the officers of the Organization, deliberate on matters concerning the change of legal representative;

(3) to report on the work and financial status to the General Assembly of Members;

(4) to review annual work reports, work plans, financial budgets, and final accounts;

(5) to convene the General Assembly and to organize election work for a new term;

(6) to formulate important internal management rules;

(7) to decide on the establishment, modification, and dissolution of branches, representative offices, administrative offices, and other affiliated bodies, and to lead their work;

(8) to decide on candidates for honorary positions;

(9) to decide on the appointment of Deputy Secretary-Generals and principal persons in charge of affiliated bodies;

(10) to determine methods of performance evaluation and remuneration management;

(11) to consider changes to activity funds;

(12) to consider changes of domicile that do not require amendments to the Charter;

(13) to propose the dissolution of the Organization; and

(14) to decide on other major matters.

Article 26 The term of the Council shall be four years.

If an early election for a new term or extension of the term is necessary, such proposal shall be approved by more than two-thirds of all Council members, and shall be subject to review and approval by

the competent authority, and reported in writing to the registration authority. Any advance or extension of the term shall not exceed one year.

Article 27 A Council meeting may be convened only when more than two-thirds of Council members are present. Resolutions shall be valid only upon approval by more than one-half of those present unless required otherwise.

The following matters shall require approval by more than two-thirds of the Council members present:

(1) removal of officers;

(2) proposals to change the name of the Organization;

(3) proposals to amend the Charter; and

(4) proposals to terminate the Organization.

Article 28 Council members shall attend meetings in person. If unable to attend, an institutional entity member shall, by written authorization, designate a person from its own organization or another Council member to attend and exercise the member's powers within the authorized scope. Individual members may authorize another Council member as their proxy in writing authorization. Each Council member may accept only one proxy authorization at a time.

Any Council member who, without justified reason, fails to attend

three consecutive Council meetings or misses three meetings during a term shall automatically lose Council membership.

Article 29 The Council shall convene at least one meeting annually. Under special circumstances, meetings may be held virtually. Matters involving adjustments of officers shall not be decided through telecommunication methods other than video conferences.

Article 30 An extraordinary Council meeting shall be convened upon the proposal of the Chairperson, more than one-fifth of the Council members, or the supervisor.

The extraordinary meeting shall be convened and presided over by the Chairperson. If the Chairperson is unable to do so, an officer designated by the proposing Council members or the supervisor shall convene and preside.

Section 3 Officers

Article 31 The Organization shall have one Chairperson, three to nine Vice Chairpersons, and one Secretary-General as its officers.

Article 32 Officers shall meet the following qualifications:

(1) possess the professional knowledge, experience, and competence relevant to the Organization’s field, and hold

significant standing or influence within that field;

(2) observe laws and regulations, and faithfully perform their duties;

(3) be in good health and capable of fulfilling their responsibilities; the Secretary-General shall serve full-time and shall hold Chinese nationality;

(4) possess full civil capacity; and

(5) have no disqualifying circumstances under Chinese laws, regulations, or relevant state provisions.

If an officer ceases to meet the eligibility requirements during their term, they shall be removed from their position in accordance with the prescribed procedures.

The Chairperson and the Secretary-General shall not be held by the same person.

Article 33 The Chairperson, Vice Chairpersons and the Secretary-General shall be elected from among the Council members.

Elections shall be conducted by secret ballot, and candidates shall be determined by the number of votes received. Any elected Officer must obtain votes from at least half of the total valid votes cast.

Article 34 The terms of officers shall be the same as that of the Council. In principle, the same position shall not be held for more than two consecutive terms. Any extension of term shall require approval by

more than two-thirds of Council members and the consent of the competent authority, followed by filing with the registration authority.

Article 35 The legal representative of the Organization shall be an officer holding Chinese nationality and shall sign documents on behalf of the Organization.

The legal representative of the Organization shall not concurrently serve as the legal representative of any other social organization.

Article 36 Where the officer serving as legal representative is removed or resigns, the Organization shall, within twenty days after the appointment of a new legal representative in accordance with prescribed procedures, submit the change for review by the competent authority and apply to the registration authority for modification of registration.

If the former legal representative refuses or is unable to cooperate with the change procedures, the Organization may, upon a valid Council resolution approving the change, have the new legal representative sign the application, submit it for review to the competent authority, and then apply for registration of the change.

Article 37 The Chairperson shall perform the following duties:

(1) convene and preside over meetings of the General Assembly of

Members and the Council;

(2) supervise the implementation of resolutions of the General Assembly and the Council;

(3) report to the General Assembly and the Council on the work of the Organization; and

(4) be responsible for the overall work of the Organization.

The Chairperson shall report annually to the Council.

If the Chairperson is unable to perform their duties, a Vice Chairperson elected by the Council shall act on their behalf. If the Vice Chairperson is unable to perform the duties, the competent authority may designate another officer to do so.

Article 38 The Secretary-General shall perform the following duties:

(1) coordinate the work of all departments and bodies of the Organization;

(2) organize the day-to-day work of the administrative offices;

(3) nominate candidates for Deputy Secretary-General(s) and heads of affiliated bodies and submit them to the Council for decision;

(4) handle the employment of full-time staff;

(5) prepare proposals on staff remuneration for deliberation by the Council;

(6) prepare annual work reports and plans for submission to the Council;

(7) prepare annual financial budget and final accounts reports for submission to the Council;

(8) draft internal management rules and submit to the Council for filing;

(9) propose motions to establish, amend, or dissolve branches, representative offices, administrative offices, and other affiliated bodies of the Organization; and

(10) oversee the Secretariat in handling other affairs of the Organization.

Article 39 Minutes and records shall be made for all meetings of the General Assembly of Members, the Council and the supervisor. Written resolutions shall be prepared for all adopted decisions and confirmed by participating members. Meeting minutes, records, and resolutions shall be made available for members' inspection and preserved for not less than thirty years.

Changes in Council membership, the officers and the supervisor shall be promptly communicated to the members in an appropriate manner.

Section 4 Supervisor

Article 40 The Organization shall appoint one supervisor, who shall be a national of the People's Republic of China. The term of the supervisor shall be the same as that of the Council members and may

be renewed upon expiration.

Where necessary for supervisory purposes, the competent authority may appoint a supervisor to the Organization to provide oversight and guidance.

Article 41 The supervisor shall not concurrently serve as any officer, Council member, head of any affiliated body, financial management personnel, or staff member of the Organization. The supervisor shall not have a close family relationship with, nor be from the same organization as, any of the foregoing persons. The supervisor shall not hold any other position within the Organization.

Article 42 The supervisor shall exercise the following powers and functions:

(1) to attend meetings of the Council and raise inquiries or make recommendations regarding matters under deliberation;

(2) to supervise the performance of duties by Council members and officers of the Organization, to require Council members and officers to submit reports on the performance of their duties, and to propose the removal of any person who seriously violates this Charter or resolutions of the General Assembly of Members;

(3) to examine the financial reports of the Organization, and to report on the work of the supervisor and submit proposals to the

General Assembly of Members;

(4) to require officers, Council members or financial management personnel to promptly rectify any conduct that harms the interests of the Organization;

(5) to report issues identified in the Organization's operations to the competent authority, the registration authority, and the competent authorities for taxation and accounting; and

(6) to decide on other matters that should be reviewed by the supervisor.

Article 43 The supervisor shall comply with relevant laws and regulations of the People's Republic of China and this Charter, and shall faithfully and diligently perform his or her duties.

Article 44 The supervisor may conduct investigations into the activities of the Organization and, where necessary, may engage accounting firms or other professional institutions to assist in the performance of supervisory duties.

The Organization shall provide the necessary conditions for the supervisor to exercise his or her powers and shall bear the expenses required for the performance of such duties.

Section 5 Branches and Representative Offices

Article 45 As required by its work, the Organization may establish branches and representative offices within the scope of its objectives and business activities.

Branches and representative offices are integral parts of the Organization and may conduct activities within the scope of authorization granted by the Organization, with legal responsibility borne by the Organization.

Branches may be established according to membership composition or business category. Representative offices may be established outside the Organization's domicile to conduct liaison, exchange, research, and related activities on the Organization's behalf.

Article 46 Branches and representative offices established within China shall be managed in accordance with relevant Chinese regulations.

Article 47 Branches and representative offices established outside China shall be subject to the approval of the competent authority or the authority in charge of foreign affairs, following deliberation and approval by the Council.

Article 48 Branches and representative offices shall comply with the laws and regulations of both China and the host country or region, and

respect local customs and traditions when conducting activities.

Section 6 Internal Management and Dispute Settlement

Article 49 The Organization shall establish and improve its internal management systems and procedures, including:

(1) membership management rules;

(2) membership fee management measures;

(3) financial management system;

(4) asset management system;

(5) internal control system; and

(6) personnel performance evaluation and remuneration management system.

Article 50 The remuneration management system of the Organization shall be disclosed within an appropriate scope and be subject to democratic supervision.

Article 51 The Organization shall maintain rosters of its members, Council members, and officers, and properly preserve certificates, seals, archives, documents, and other materials at its domicile. No entity or individual may unlawfully seize such items.

When staff members change or leave their positions, a proper handover shall be conducted with the successor.

Article 52 If the Organization's certificates or seals are lost, replacement or reissuance may be requested only after approval by more than two-thirds of the Council members and publication of a loss declaration through appropriate public media.

If the items are unlawfully taken by individuals, legal measures shall be pursued for their recovery.

Article 53 The Organization shall establish and improve its information disclosure system and promptly make necessary information available to its members and the public.

Article 54 The Organization shall establish mechanisms for democratic consultation and internal dispute settlement.

If internal disputes cannot be resolved through consultation, they may be settled through mediation, litigation, or other lawful means in accordance with the laws and regulations of the People's Republic of China.

Chapter V

Financial and Asset Management

Article 55 The Organization shall include the following sources of income:

(1) membership fees;

(2) donations;

(3) income from activities or services conducted within the approved scope of activities;

(4) interest income; and

(5) other legitimate sources of income.

Article 56 The Organization shall determine the standards for membership fees and collect such fees in accordance with the relevant regulations of the People's Republic of China.

Article 57 All income of the Organization shall be used, after covering expenses reasonably related to its operations, exclusively for the activities within the scope set forth in this Charter.

Article 58 The Organization shall, in accordance with the Accounting Law of the People's Republic of China, the Accounting System for Non-Governmental Not-for-Profit Organizations, and other relevant laws and regulations, establish and improve its financial management system, appoint qualified accounting personnel, and conduct accounting supervision in compliance with applicable laws and regulations.

Article 59 The management of the Organization's assets shall comply with the asset and financial management systems prescribed by the laws and regulations of China, and shall be subject to the supervision of the General Assembly of Members and relevant authorities.

Article 60 Major decisions concerning the allocation, use, or disposal of the Organization's assets shall be reviewed and approved by the General Assembly of Members or the Council.

Article 61 Any officer, Council member, or relevant staff who fails to act in good faith or with due care, resulting in damage to the Organization, shall bear personal responsibility as provided by applicable laws and regulations.

Article 62 A financial audit shall be conducted prior to each change of governing term or legal representative of the Organization.

Article 63 All assets of the Organization, together with any appreciation thereof, shall be owned by the Organization. No entity or individual may seize, divide among individuals, or misappropriate such assets, nor shall any distribution of such assets be made among members.

Article 64 The Organization shall exercise financial prudence, minimize unnecessary expenditures, and ensure the full and efficient use of its property and resources.

Chapter VI

Amendment Procedures

Article 65 Amendments to this Charter shall be adopted by the Council and submitted to the General Assembly of Members for review.

Article 66 Amendments to this Charter shall be submitted to the competent authority for review and approval, and to the administrative authority for registration for approval, within thirty days following their adoption by a two-thirds majority of the members present at the General Assembly. The amendments shall take effect only upon approval by the administrative authority for registration.

Chapter VII

Dissolution Procedures and Property Distribution

Article 67 A proposal to dissolve the Organization shall be made by the Council and submitted to the General Assembly of Members for approval.

Article 68 Prior to dissolution, the Organization shall, under the

guidance of the competent authority, establish a liquidation committee in accordance with the law to settle all outstanding liabilities and receivables, and to handle all remaining affairs. During the liquidation period, no activities other than liquidation shall be conducted.

Article 69 Any remaining property of the Organization after liquidation shall be used, in accordance with applicable Chinese regulations and under the supervision of the competent authority and registration authority, to support activities consistent with the Organization's objectives or be donated to social organizations registered in China with similar purposes.

Article 70 The Organization shall be deemed dissolved upon completion of deregistration procedures with the administrative authority for registration.

Chapter VIII

Working Languages

Article 71 The official working languages of the Organization shall be Chinese and English. Where there is any conflict or ambiguity in interpretation, the Chinese version shall prevail.

Chapter IX

Supplementary Provisions

Article 72 This Charter was adopted at the ____ [number] General Assembly on _____ [year] _____ [month] _____ [day].

Article 73 The right of interpretation of this Charter shall reside with the Council of the Organization.

Article 74 This Charter shall come into force on the date of approval by the administrative authority for registration.