

**Articles of Incorporation of
Global Peacebuilding Association of Japan**

This is an unofficial translation of the Articles of Incorporation in the Japanese language which are the authentic text.

Articles of Incorporation of Global Peacebuilding Association of Japan

Chapter 1 General Provisions

(Name)

Article 1 This corporation is called "Tokutei Hieiri Katsudo Houjin, Nihon Kokusai Heiwakouchiku Kyokai" in Japanese (meaning Corporation Engaging in Specified Non-Profit Activities, Japan International Peacebuilding Association). This is expressed in English as "Global Peacebuilding Association of Japan".

(Office)

Article 2 The principal office of this corporation is located at 1-7-2-801 Hiroo, Shibuya-ku, Tokyo.

(Purpose)

Article 3 The purpose of this corporation is to contribute to the peacebuilding efforts of the international community, and thereby to contribute to the public benefit, by deepening the general public's understanding of agenda relating to international peace, national security, development and poverty, and environmental preservation, among others, through research, information provision, awareness-raising and expert human resources development with respect to the activities engaged by the international community in the above fields.

(Type of Specified Non-Profit Activities)

Article 4 In order to achieve the purpose stated in the preceding article, this corporation conducts the following types of specified non-profit activities:

- (1) activities to promote social education;
- (2) activities to preserve environment;
- (3) activities to protect human rights or promote peace;
- (4) activities relating to international cooperation;
- (5) communication, advice or assistance concerning the operation or activities of organizations that engage each of the activities listed above.

(Type of Business)

Article 5 In order to achieve the purpose stated in Article 3, this corporation engages the following business activities as the business pertaining to its non-profit activities:

- (1) business relating to research and information provision with respect to international peace, national security, poverty and development, and environmental preservation, among others;
- (2) business relating to planning and convening of various lectures and events aimed at raising awareness for international peace, national security, poverty and development, and environmental preservation, among others;
- (3) business relating to human resources development in the fields of international peace, national security, poverty and development, and environmental preservation, among others.

Chapter 2 Members

(Categories)

Article 6 Members of this corporation consist of the following two categories. Regular Members are the members ("*shain*") as referred to under the Act on Promotion of Specified Non-Profit Activities (hereinafter referred to as the "Law").

- (1) Regular Members: Individuals and groups that have approved the purpose of this corporation and joined it.
- (2) Support Members: Individuals and groups that have joined this cooperation in order to support and assist with the purpose of this corporation.

(Admission)

Article 7 No particular qualification is required for the membership admission.

2 Those who wish to join this corporation as a member should apply to the President by means of an application form for admission that is separately specified by the President.

3 If an application is filed pursuant to the preceding paragraph, the President must accept the admission, unless there is a justifiable reason to do otherwise.

4 If the President disapproves the admission of a person who applied pursuant to Paragraph 2 of this article, the President must promptly notify the person with respect to disapproval in writing specifying the reason.

(Admission Fee and Membership Fee)

Article 8 Members must pay the admission fee and the membership fee specified separately at the General Meeting of the Members (hereinafter called the "General Meeting").

(Loss of Membership)

Article 9 A member who falls under one of the following items will lose his or her membership:

- (1) If a member submits a withdrawal notice;
- (2) If a member dies or is declared missing, or if an organization member dissolves;
- (3) If a member has failed to pay the membership fee for two or more years;
- (4) If a member has been expelled.

(Withdrawal)

Article 10 A member may voluntarily withdraw from this corporation by way of submitting to the President a withdrawal notice that is separately specified by the President.

(Expulsion)

Article 11 A member who falls under any of the following conditions may be expelled based on a resolution by the General Meeting:

- (1) If he or she violates any of the provisions of these Articles of Incorporation;
- (2) If he or she conducts an act that defames this corporation or is contrary to the purpose of this corporation.

2 If this corporation intends to expulse a member pursuant to the provisions of the preceding paragraph, it must afford such member with an opportunity to present his or her rebuttals before the final decision is made.

Chapter 3 Officers

(Category and Fixed Number of Officers)

Article 12 This corporation must have the following officers:

- (1) 5 to 10 directors (*riji*);
- (2) 1 or 2 auditors (*kanji*).

2 One of the directors may serve as the President and one or two directors may serve as the Vice President(s).

(Appointment)

Article 13 Directors and auditors are appointed at the General Meeting.

2 The President and the Vice Presidents are elected by and from among directors.

3 The spouse or more than one relative within the third degree of kinship of each officer must not be included in the officers. An officer, his or her spouse and relative within the third degree of kinship must not account for more than one-third of the total number of officers.

4 A person who falls under any of the items specified under Article 20 of the Law may not be an officer of this corporation.

5 An auditor may not concurrently hold the position of director or official of this corporation.

(Duties)

Article 14 The President represents this corporation and manages all of its operations.

2 Directors other than the President do not represent this corporation with regard to its operations.

3 The Vice Presidents assist the President and, in the event of an accident occurred to the President or in his absence, the Vice Presidents conduct the President's duties in replacement, in the order as nominated by the President in advance.

4 The directors constitute the Board of Directors and execute the operations of this corporation in accordance with the provisions of these Articles of Incorporation and resolutions made by the General Meeting or the Meeting of the Board of Directors (hereinafter called the "Board Meeting").

5 An auditor performs the following duties:

- (1) to inspect the directors' execution of operations;
- (2) to audit the status of the assets of this corporation;
- (3) to report to the General Meeting or the competent authority, if the audit under the preceding two subparagraphs has revealed any misconduct or material facts in violation of laws and regulations or these Articles of Incorporation in connection with the operations or assets of this corporation;
- (4) to convene the General Meeting when necessary for making the report referred to in the preceding subparagraph;
- (5) to state opinions to directors regarding their execution of operations or the status of the assets

of the corporation.

(Officers' Term of Office)

Article 15 The term of office of an officer is a period of two years; provided, however, that this does not preclude reappointment.

2 Notwithstanding the provision of the preceding paragraph, when a successor has not been selected, the term of office of the relevant officer may be extended up to the conclusion of the first General Meeting convened after the final day of his or her term of office.

3 The term of office for officers who have been appointed to fill a vacancy or due to an increase in the number of officers is the remaining term of their respective predecessor or the existing officers.

4 Officers must execute their duties until their respective successor takes office, even after their resignation or the expiration of their term of office.

(Filling of Officer Vacancy)

Article 16 Vacant positions must be filled without delay if the positions of more than one third of the fixed number of directors or auditors have become vacant.

(Dismissal)

Article 17 An officer who falls under any of the following conditions may be dismissed by a resolution of the General Meeting:

(1) If he or she is found to be incompetent for executing his or her duties due to a physical or mental failure;

(2) If there has been any violation of professional duties or any improper act as an officer.

2 If this corporation intends to dismiss an officer pursuant to the provisions of the preceding paragraph, it must afford such officer with an opportunity to present his or her rebuttals before the resolution by the General Meeting.

(Remuneration)

Article 18 Officers up to one-third of the total number of officers may receive remuneration.

2 This corporation may reimburse officers with the costs incurred by executing their duties.

3 Necessary matters concerning the preceding two paragraphs will be separately specified by the President, following a resolution by the General Meeting.

Chapter 4 Meetings

(Categories)

Article 19 There are two categories of meetings for this corporation: the General Meeting and the Board Meeting.

2 The General Meeting consists of an Ordinary General Meeting and an Extraordinary General Meeting.

(Composition of General Meeting)

Article 20 The General Meeting consists of Regular Members.

(Authority of General Meeting)

Article 21 The following matters will be resolved by the General Meeting:

- (1) changes to the Articles of Incorporation;
- (2) dissolution and merger;
- (3) expulsion of members;
- (4) business plans and budget as well as changes thereto;
- (5) business report and account settlement;
- (6) appointment and dismissal of officers;
- (7) duties and remuneration of officers;
- (8) amount of admission fee and membership fee;
- (9) assets management methods;
- (10) borrowings (excluding short-term borrowings that are redeemed with income within the business year. The same applies to Article 47.) and other new obligations and waiver of rights;
- (11) ownership of residual assets in case of dissolution;
- (12) secretariat organization and operation;
- (13) other important matters regarding the operations.

(Holding of General Meeting)

Article 22 The Ordinary General Meeting is held once a year.

2 Extraordinary General Meetings will be held in the following situations:

- (1) If the Board of Directors deems it necessary and calls for a convocation;
- (2) If a request for convocation is filed by one-fifth or more of all members in writing indicating the subject of the meeting;
- (3) If an auditor convenes pursuant to the provision of Paragraph 5, Subparagraph 4 of Article 14.

(Convening of General Meeting)

Article 23 The President convenes the General Meeting except in the case of Paragraph 2, Subparagraph 3 of the preceding article.

2 The President must convene an Extraordinary General Meeting within 30 days from the date when a request has been filed pursuant to the provisions of Paragraph 2, Subparagraphs 1 and 2 of the preceding Article.

3 If a General Meeting is convened, a notice must be given by at least 5 days prior to the date of the meeting in writing or through electronic means by indicating the date, place, purpose and agenda items of the meeting.

(Chairperson of General Meeting)

Article 24 The chairperson of the General Meeting is served by the President.

(Quorum of General Meeting)

Article 25 The General Meeting may not be held unless one-half or more of the total number of Regular Members attend the General Meeting.

(Resolution of General Meeting)

Article 26 The matters to be resolved by the General Meeting are those notified in advance under the provision of Paragraph 3 of Article 23.

2 Unless otherwise provided for in these Articles of Incorporation, the General Meeting resolves by a majority voting of the Regular Members who attended the General Meeting. In the event of equal votes, the President will decide.

(Voting Rights at General Meeting)

Article 27 The votes of all Regular Members are to be of equal value.

2 A Regular Member who cannot attend the General Meeting due to an unavoidable reason may vote on the matters notified in advance, in writing or by electronic means or by proxy through delegating his or her vote to another Regular Member.

3 Regular Members who voted in accordance with the provision of the preceding paragraph are deemed to have attended the General Meeting for the purpose of the application of the provisions of Articles 25 and 26 and Paragraph 1 of Article 28.

4 Regular Members who have a special interest in the decision of the General Meeting may not participate in the decision.

(Meeting Minutes of General Meeting)

Article 28 Regarding the proceedings of the General Meeting, the minutes containing the following particulars are prepared:

- (1) date, time and place;
- (2) total number of Regular Members and number of attendees (Record the number of voters in writing or through electronic means and the number of proxy voting);
- (3) agenda items;
- (4) summary of proceedings and the final resolutions;
- (5) matters concerning appointment of minutes signatories.

2 The minutes must be signed or sealed with typed names by the Chairperson and two minutes signatories appointed at the General Meeting.

(Structure of Board of Directors)

Article 29 The Board of Directors consists of directors.

(Authority of Board of Directors)

Article 30 Unless otherwise provided for in the Articles of Incorporation, the Board of Directors resolves the following matters:

- (1) matters to be submitted to the General Meeting;
- (2) matters concerning the execution of matters which were resolved by the General Meeting;

(3) other matters relating to the execution of activities that do not require the resolution by the General Meeting.

(Holding of Board Meeting)

Article 31 The Board Meeting is held in the following situations:

- (1) If the President deems it necessary;
- (2) If a request for convocation is filed by one-half or more of the total directors in writing indicating the subject of the Board Meeting.

(Convening of Board Meeting)

Article 32 The President convenes the Board Meeting.

2 If a request is filed pursuant to the provision of Subparagraph 2 of the preceding article, the President convenes the Board Meeting within 14 days from the date of the request.

3 If a Board Meeting is convened, a notice must be given by at least 5 days prior to the date of the meeting in writing or through electronic means by indicating the date, place, purpose and agenda items of the meeting.

(Chairperson of Board Meeting)

Article 33 The chairperson of the Board Meeting is served by the President.

(Resolution by Board Meeting)

Article 34 Matters to be resolved by the Board Meeting are those notified in advance pursuant to the provision of Paragraph 3 of Article 32.

2 The Board Meeting resolves by a majority voting of the total number of directors. In the event of equal votes, the President will decide.

(Voting rights at Board Meeting)

Article 35 The votes of all directors are to be of equal value.

2 A director who cannot attend the Board Meeting due to an unavoidable reason may vote in writing on the matters notified in advance.

3 Directors who voted in accordance with the provision of the preceding paragraph are deemed to have attended the Board Meeting for the purpose of the application of the provisions of Article 34 and Paragraph 1 of Article 36.

4 Directors who have a special interest in the decision of the Board Meeting may not participate in the decision.

(Minutes of Board Meeting)

Article 36 Regarding the proceedings of the Board Meeting, the minutes containing the following matters are prepared:

- (1) date, time and place;
- (2) total number of directors and number of attendees and their names (Note the directors who voted in writing);

- (3) agenda items;
- (4) summary of proceedings and the final resolutions;
- (5) matters concerning appointment of minutes signatories.

2 The minutes must be signed or sealed with typed names by the Chairperson and two minutes signatories appointed at the Board Meeting.

Chapter 5 Assets

(Composition of Assets)

Article 37 The assets of this corporation consist of the particulars listed in the following items:

- (1) assets listed in the original inventory of assets;
- (2) admission fees and membership fees;
- (3) donations;
- (4) revenues from property;
- (5) revenues from activities;
- (6) other revenues.

(Classification of Assets)

Article 38 The assets of this corporation are those related to specified non-profit activities.

(Management of Assets)

Article 39 The assets of this corporation will be managed by the President, and the method will be separately specified by the President, following a resolution by the General Meeting.

Chapter 6 Accounting

(Accounting Principle)

Article 40 The accounting of this corporation must be done in accordance with what is provided for in each paragraph of Article 27 of the Law.

(Accounting Category)

Article 41 The accounting of this corporation will be business accounting pertaining to specified non-profit activities.

(Fiscal Year)

Article 42 The fiscal year of this corporation begins on January 1st of each year and ends on December 31st of the same year.

(Business Plan and Budget)

Article 43 The business plan of this corporation and the accompanying budget are prepared by the President for each fiscal year and resolved by the General Meeting.

(Provisional Budget)

Article 44 If the budget is not established due to an unavoidable reason, regardless of the provisions of the preceding article, the President will, after the resolution by the Board Meeting, make a plan on the income/cost based on the budget of the previous fiscal year until the date of establishment of the budget.

2 The income/cost of the preceding paragraph is deemed as the income/cost of the newly established budget.

(Addition and Revision of Budget)

Article 45 If an unavoidable circumstance occurs after the establishment of the budget, an additional budget may be added or the fixed budget may be revised, following a resolution by the General Meeting.

(Business Report and Settlement of Accounts)

Article 46 The business report, activity statement, balance sheet, inventory of assets and other financial statements of this corporation are prepared by the President promptly after the end of each fiscal year and are audited and approved by the General Meeting.

2 If any surplus is generated in the financial statements, it will be carried over to the next fiscal year.

(Occasional Measures)

Article 47 In addition to what is set forth in the budget, obtaining borrowings, taking on new obligations or waiving rights must be resolved by the General Meeting.

Chapter 7 Changes to the Articles of Incorporation, Dissolution and Merger

(Changes to the Articles of Incorporation)

Article 48 If this corporation changes its Articles of Incorporation, the resolution must be made by a two-thirds or more majority vote of the Regular Members attending the General Meeting, and the particulars stipulated in Paragraph 3 of Article 25 of the Law must be certified by the competent authority.

2 If this corporation makes a change to the Articles of Incorporation (excluding a change pertaining to the particulars for which certification of the competent authority must be obtained under the preceding paragraph), it must report that fact to the competent authority.

(Dissolution)

Article 49 This corporation dissolves on the following grounds:

- (1) a resolution of the General Meeting;
- (2) the impossibility of successfully conducting the business pertaining to the specified non-profit activity that is the purpose of the corporation;
- (3) a lack of Regular Members;
- (4) a merger;
- (5) an order commencing bankruptcy proceedings;
- (6) the rescission of the certification of incorporation by the competent authority.

2 If this corporation dissolves on the ground under Subparagraph 1 of the preceding paragraph, a resolution by a vote of three-fourths or more of the total number of Regular Members must be made.

3 If this corporation dissolves on the ground under Subparagraph 2 of the preceding paragraph, the approval of the competent authority must be obtained.

(Ownership of Residual Assets)

Article 50 Residual assets upon this corporation's dissolution (except for the case of dissolution due to a merger or that was effected pursuant to an order commencing bankruptcy proceedings) will be transferred to those selected by the General Meeting from among those stipulated in Paragraph 3 of Article 11 of the Law.

(Merger)

Article 51 A merger of this corporation requires a resolution by a vote of three-fourths or more of the total number of Regular Members at the General Meeting and must be certified by the competent authority.

Chapter 8 Method of Public Notice

(Method of Public Notice)

Article 52 The public notice of this corporation is posted on the bulletin board of this corporation and posted in the official gazette.

Chapter 9 Secretariat

(Establishment of Secretariat)

Article 53 A secretariat may be established for this corporation to handle its affairs.

2 The secretariat may have a secretary general and necessary officials.

(Appointment and Dismissal of Officials)

Article 54 The President appoints and dismisses the secretary general and officials.

(Organization and Operation)

Article 55 Necessary matters concerning the organization and operation of the secretariat are

separately specified by the President, following a resolution by the General Meeting.

Chapter 10 Miscellaneous

(Bylaws)

Article 56 The bylaws to these Articles of Incorporation will be specified by the President, following a resolution by the Board Meeting.

Supplementary Provisions

1 These Articles of Incorporation will come into effect as from the date of the establishment of this corporation.

2 The officers at the time of incorporation of this corporation are as follows:

President	Sukehiro Hasegawa
Director	Takaaki Mizuno
Director	Yoshitaka Hanada
Director	Daizo Sakurai
Director	Naoko Kumagai
Director	Eiji Oyamada
Director	Katsumi Ishizuka
Auditor	Ken Inoue

3 The term of office of the officers at the time of incorporation will be from the date of its establishment to March 31, 2018, regardless of the provision of Paragraph 1 of Article 15.

4 The fiscal year of this corporation at the time of incorporation will be from the date of its establishment to December 31, 2017, regardless of the provision of Article 42.

5 The business plan and the budget of this corporation at the time of incorporation will be as set forth by the General Meeting which established this corporation, regardless of the provision of Article 43.

6 Regardless of the provision of Article 8, the admission fee and the membership fee at the time of incorporation of this corporation will be as follows:

(1) Admission Fee	Regular Member	Individual	0	Yen
		Group	0	Yen
(2) Membership Fee	Regular Member	Individual	5,000	Yen
		Group	10,000	Yen
	Support Member	Individual	5,000	Yen (Unit)
		Group	10,000	Yen (Unit)

List of Officers and Officers who Receive Remuneration

Tokutei Hieiri Katsudo Houjin, Nihon Kokusai Heiwakouchiku Kyokai

	Title	Name	Residence	Remuneration	Title
1	Director	Sukehiro Hasegawa	1-7-2-801 Hiroo Shibuya-Ward, Tokyo	Yes <input checked="" type="radio"/> No	President
2	Director	Takaaki Mizuno	7-1-15 Seijyo Setagaya-Ward, Tokyo	Yes <input checked="" type="radio"/> No	Vice President
3	Director	Yoshitaka Hanada	4-31-6-607 Parksquare Kichijoji-Honcho, Kichijoji-Honcho Musashino-City, Tokyo	Yes <input checked="" type="radio"/> No	Vice President
4	Director	Daizo Sakurai	2-27-13-306 Via Lattea oriente, Nakamura Nerima-Ward, Tokyo	Yes <input checked="" type="radio"/> No	
5	Director	Naoko Kumagai	3-4-5-603 River Inn Jyonai, Jyonai-Cho Nagaoka-City, Niigata	Yes <input checked="" type="radio"/> No	
6	Director	Eiji Oyamada	9-10 Momoyama Nagaoka Ecchu Kitamachi Fushimi-Ward, Kyoto-City, Kyoto	Yes <input checked="" type="radio"/> No	
7	Director	Katsumi Ishizuka	283-5 Sukiya Kasukabe-City, Saitama	Yes <input checked="" type="radio"/> No	
8	Auditor	Ken Inoue	1-25-7-1202 Nerima Nerima-Ward, Tokyo	Yes <input checked="" type="radio"/> No	
9					
10					