

# JOICFP Constitution

## Chapter 1: General Provisions

(Name)

### **Article 1:**

The name of this legal entity shall be “Koueki Zaidan Houjin JOICFP ” (hereinafter referred to as the “Foundation”). In English the name shall be “Japanese Organization for International Cooperation in Family Planning (JOICFP)”.

(Office)

### **Article 2:**

The head office of the Foundation shall be located in Shinjuku-ku, Tokyo, Japan.

2. The Foundation may have subsidiary offices wherever necessary following resolution of the board of directors.

## Chapter 2: Aims & Objectives and Activities

(Aims and Objectives)

### **Article 3:**

The objectives of the Foundation shall be to contribute to the improvement of health and extension of welfare services of people throughout the world, through the promotion of international cooperation in the fields of population and health, in order to realize societies where lifelong health and health care rights can be enjoyed, with the aim of securing for people information on reproductive health rights (health care and rights relating to sex and reproduction) including family planning, maternal and child health and HIV/AIDS prevention as well as the ability to exercise, freely of their own will, a choice of health care services.

(Activities)

### **Article 4:**

The Foundation shall carry out the following activities in order to achieve the aims and objectives stated in the preceding article:

- (1) technical cooperation and human resource development in the field of population and health;
- (2) development of activities that contribute to society, expansion of the number of contributors and supporting the contribution of products in the field of population and health;
- (3) disseminating information and proposals for action in the field of population and health;
- (4) research and studies in the field of population and health;
- (5) supporting emergency relief and recovery operations in the field of population and health;
- (6) collaboration and cooperation with UN agencies, international organizations and the governments and NGOs of other countries in the field of population and health; and
- (7) other activities in order to achieve the aims and objectives of the Foundation.

2. The aforementioned activities shall be carried out both domestically and internationally.

## Chapter 3: Property and Accounts

(Classification of Assets)

### **Article 5:**

The assets of the Foundation shall be classified as core assets and other assets.

2. Core assets shall be those assets determined by the board of directors as being essential to carry out the Foundation's aims and objectives under paragraph 2, article 172 of the Act on General Incorporated Associations and General Incorporated Foundations (hereinafter "the Art").

3. The other assets shall be those other than core assets.

4. Management of assets donated after the day on which public interest authorization has been obtained shall be determined in accordance with Regulations on Donation Management to be determined separately by resolution of the board of directors.

(Maintenance and Disposal of Core Assets)

**Article 6:**

The Foundation shall endeavor to maintain and manage core assets in an appropriate manner.

2. Where for some unavoidable reason the Foundation disposes of core assets or offers them as collateral, the resolution of the board of directors followed by the resolution of the board of trustees shall be obtained.

(Management of Assets)

**Article 7:**

Management of the Foundation's assets shall be undertaken by the representative directors (hereinafter "the chairperson" and "the senior managing director") in accordance with Regulations on Funds Management to be determined separately by resolution of the board of directors.

2. Where voting rights are to be exercised in respect of stock (capital subscription) owned by the Foundation, advance approval is required from at least two thirds of the current directors at a meeting of the directors.

(Fiscal Year)

**Article 8:**

The fiscal year of the Foundation shall start from 1st April and end on 31st March of the following year for every year.

(Operational Plan and Budget)

**Article 9:**

The chairperson shall prepare an operational plan and a budget statement etc. (documents which set out the operational plan, budget statement, financing and capital investment estimates) and following a resolution of the directors they shall be presented to the first meeting thereafter of the trustees being no later than the day before the beginning of each fiscal year. If the documents are revised, the same procedures shall be followed.

2. The operational plan and budget statement etc. (documents which set out the operational plan, budget statement, financing and capital investment estimates) in the preceding paragraph shall be submitted to the relevant government authority by the day before the commencement of each fiscal year.

(Annual Report and Financial Statements)

**Article 10:**

The chairperson shall prepare the following documents after the end of each fiscal year and after being audited by the auditors they shall be approved by the board of trustees following a resolution of the board of directors:

- (1) annual report;
- (2) explanatory notes to the annual report;

- (3) balance sheet;
- (4) profit and loss statement (net asset increase/decrease statement);
- (5) explanatory notes to the balance sheet and profit and loss statement (net asset increase/decrease statement); and
- (6) inventory of property.

2. The inventory of property and other documents in the preceding paragraph shall be submitted to the relevant government authority within three months after the completion of each fiscal year.

3. In addition to the documents stated in paragraph 1, the following documents shall be kept for five years at the head office and they shall be available for public access and the constitution shall be kept at the head office and shall be available for public access:

- (1) audit reports;
- (2) lists of the directors, auditors and trustees;
- (3) documents specifying the criteria for payment of remuneration etc. to the directors, auditors and trustees; and
- (4) documents providing an overview of the status of the operational structure and operational activities and specifying the key figures in respect of them.

(Calculation of Remaining Amount of Assets Acquired for Public Interest Purposes)

**Article 11:**

The chairperson, in accordance with article 48 of the Implementation Regulations for the Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations, shall calculate the remaining amount of assets acquired for public interest purposes on the final day of the relevant fiscal year and specify the amount in the documents in paragraph, 4 item (4) of the preceding article.

(Accounting Principles etc.)

**Article 12:**

The Foundation's accounting practices shall be carried out in accordance with the generally accepted accounting practices for public interest entities.

2. Any matters necessary for the Foundation's accounting procedures shall be dealt with in accordance with Regulations on Accounting to be determined separately by resolution of the board of directors.

3. Handling of reserve funds for expenditure on specific purposes and of funds which are held for the purpose of acquiring or upgrading specific assets shall be conducted in accordance with Handling Regulations to be determined separately by resolution of the board of directors.

Chapter 4: Trustees and the Board of Trustees

Section 1: Trustees

(Rules)

**Article 13:**

The Foundation shall conform to the spirit and standards of the ethical code (voluntary code of conduct) to be determined separately by the board of trustees, manage its operations fairly and properly and endeavor to achieve the Foundation's aims and objectives stated in article 3 as well as support and advance the Foundation's social standing.

(Number of Trustees)

**Article 14:**

The number of trustees for the Foundation shall be not less than 10 and not more than 18.

(Appointment and Dismissal of Trustees)

**Article 15**

Appointment and dismissal of trustees shall be undertaken by the board of trustees in accordance with articles 179 to 195 of the Act on General Incorporated Associations and General Incorporated Foundations.

2. When trustees are appointed, each of the following conditions shall be complied with:

(1) the number of trustees that fall within a. to f. below must not exceed one third of the total number of trustees:

- a. third degree kinship of a trustee or a trustee's spouse;
- b. persons not officially married but living in de facto marriage with a trustee;
- c. employees of a trustee
- d. persons other than those in b. and c. that maintain a living through gaining money or other property from a trustee;
- e. spouses of those listed in c. and d.; and
- f. Third degree kinship of the persons listed in b., c. and d. and sharing living arrangements;

(2) the total number of trustees that fall within a. to d. below in another organization (excluding public interest entities) shall not exceed one third of the total number of trustees:

- a. directors;
- b. employees;
- c. senior executive officers other than directors of the same organization (in the case of a representative or manager of an unincorporated association, such representative or manager) or staff members that perform operational activities; or
- d. employees of the following organizations (excluding parliamentarians and assembly members of local governments):
  - (1) national government institutions;
  - (2) local governments;
  - (3) independent administrative institutions as prescribed under paragraph 1, article 2 of the Act on General Rules for Independent Administrative Agencies;
  - (4) national universities as prescribed under paragraph 1, article 2 of the Act on General Rules of National Universities Corporation Law or university linked institutions as prescribed under paragraph 3 of the same article;
  - (5) local government administrative agencies as prescribed under paragraph 1, article 2 of the Local Government Administrative Agencies Act; or
  - (6) semi-governmental corporations or authorized corporations.

(Conditions on Number of Trustees etc.)

**Article 16:**

Of the total number of the Foundation's trustees, no more than one third may have a special relationship with any director or his/her family or a special relationship with any trustee or his/her family. In addition, no trustee may have a special relationship with an auditor or his/her family.

2. No trustee may serve as a director, an auditor or an employee of the Foundation (or its subsidiary organizations)

3. When there is a change in trustee, such change shall be registered within two weeks and the main details of the change together with the registration certificate shall be submitted to the relevant government authority.

(Authority)

**Article 17:**

The Foundation's trustees shall constitute the board of trustees and in addition to participating in the passing of resolutions on matters prescribed in article 21 shall exercise such other authority as is prescribed by applicable laws and ordinances.

(Tenure)

**Article 18:**

A trustee shall hold office until the closing of the last regular meeting of the trustees falling in the fiscal year which ends within 4 years from the date of his/her appointment. Re-appointment is not precluded.

2. A trustee appointed as a substitute shall hold office for the same original period as the trustee whom he/she replaces.

3. If the number of trustees falls below the number prescribed by article 14, trustees who have passed the end of their tenure period or who have retired from office shall continue to have the rights and duties of a trustee until new trustees are appointed.

(Remuneration of Trustees etc.)

**Article 19:**

Trustees shall receive payment for expenses necessary for them to carry out their assigned duties. The total of such payments shall not exceed 500,000 yen per year.

2. Any necessary matters in the preceding paragraph shall be determined by Regulations on Remuneration for Directors, Auditors and Trustees to be resolved separately by the board of trustees.

Section 2: Board of Trustees

(Composition)

**Article 20:**

The board of trustees shall be composed of all the trustees.

(Authority)

**Article 21:**

The board of trustees shall decide the following matters:

- (1) appointment and dismissal of the Foundation's officers;
  - (2) setting the amounts for remuneration and expenses of the Foundation's officers and establishing regulations for these;
  - (3) modification of the constitution;
  - (4) approval of the annual report and financial statements for every fiscal year;
  - (5) long-term borrowing and disposal & acquisition of important assets;
  - (6) donation of residual amounts of assets acquired for public interest purposes and disposal of the remaining assets;
  - (7) merger, transfer of all or part of the Foundation's operations or termination of the Foundation's operations; and
  - (8) in addition to the preceding items, any matters prescribed under the Act on General Incorporated Associations and General Incorporated Foundations or under this constitution.
2. Notwithstanding the preceding paragraph, the board of trustees may not resolve any matters which are not specified in writing for the agenda of a board of trustees' meeting under paragraph 1, article 24.

(Holding of Meetings)

**Article 22:**

Board meetings of the trustees shall consist of two types namely regular meetings of the trustees and extraordinary meetings of the trustees.

2. A regular meeting of the trustees shall be held within three months after the end of each fiscal year to consider the financial results. Further, an extraordinary meeting of the trustees shall be held prior to starting each fiscal year to consider the budget.

3. Extraordinary meetings of the trustees may be held whenever it is necessary.

(Convening)

**Article 23:**

Meetings of the trustees, unless otherwise prescribed by applicable laws and ordinances, shall be convened by the chairperson following a resolution of the directors.

2. A trustee may request the chairperson to convene a meeting of the trustees indicating the agenda and reasons for convening the meeting of the trustees.

3. If the chairperson receives a request in accordance with the preceding paragraph, the chairperson shall convene the meeting of the trustees without delay.

(Notice of Convening)

**Article 24;**

For the purposes of convening a meeting of the trustees, the chairperson shall at least one week prior to the day of the meeting notify the trustees in writing of the meeting time, date, location and proposed agenda.

2. Notwithstanding the preceding paragraph, a meeting of the trustees can be convened without the above procedures if all trustees give their consent.

(Presiding Officer)

**Article 25:**

A presiding officer shall be appointed from the trustees who are present at a meeting.

2. The presiding officer shall chair the meeting.

(Quorum)

**Article 26:**

A meeting of the trustees may not be held unless more than half of the trustees are in attendance.

(Resolutions)

**Article 27:**

Resolutions by the board of trustees shall be passed where more than half of the trustees are present, excluding any trustee with a specific conflict of interest in relation to the relevant resolution, and by more than half of such trustees.

2. Notwithstanding the preceding paragraph, resolutions on the following matters must be passed by a two-thirds majority of the trustees in attendance, excluding any trustee with a specific conflict of interest in relation to the relevant resolution:

- (1) dismissal of auditors;
- (2) criteria for remuneration of trustees;
- (3) partial exemption of liability of the Foundation's officers etc.;
- (4) modification of the constitution; and
- (5) any matters prescribed by applicable laws and ordinances.

3. In the case of appointing directors and auditors, a separate resolution shall be passed for each candidate under paragraph 1 of this article. If the total number of candidates for directors and

auditors exceeds the designated numbers prescribed in article 32, the directors and auditors shall be appointed from the candidates who have obtained a majority of votes and in order of those who received the most votes until the designated number is filled in as prescribed in article 32.

(Abbreviation of Resolution Procedures)

**Article 28:**

If a director proposes a matter for resolution by a meeting of the trustees and all the trustees who are eligible to vote on such proposal indicate their agreement in writing or by electronic means, then it shall be deemed that a resolution was duly passed at a meeting of the trustees to give effect to such proposal.

(Abbreviation of Reporting Procedures)

**Article 29:**

When there is a matter which a director needs to report to a meeting of the trustees, if all the trustees indicate their agreement in writing or by electronic means, then it shall be deemed that the matter was duly reported to a meeting of the trustees.

(Minutes)

**Article 30:**

Minutes of meetings of the trustees shall be produced in accordance with applicable laws and ordinances.

2. The presiding officer and two other trustees who attended the meeting and are appointed as signatories shall sign and seal the minutes of the meeting.

(Regulations on Management of Meetings of Trustees)

**Article 31:**

Matters necessary for managing meetings of the trustees shall be determined in accordance with applicable laws and ordinances and the constitution and in accordance with Regulations on Management of Meetings of the Trustees to be determined by the board of trustees.

Chapter 5: Officers Etc. and Directors' Meetings

Section 1: Officers Etc.

(Establishment of Officers)

**Article 32:**

The Foundation shall have the following officers:

(1) not less than 8 and no more than 15 directors; and

(2) not more than 2 auditors.

2. Not more than two of the directors shall be representative directors. Of these one may be chairperson and the other senior managing director.

3. There shall be no more than two executive directors selected from the directors other than the representative director(s) pursuant to item 2, paragraph 1, article 91 of the Act on General Incorporated Associations and General Incorporated Foundations. Of these, one may be managing director.

(Appointment of Officers)

**Article 33:**

Directors and auditors shall be appointed by resolution of the board of trustees.

2. The chairperson, senior managing director, managing director and other executive director shall be appointed from among the directors by resolution of the board of directors.

(Duties and Authority of Directors)

**Article 34:**

The directors shall constitute the board of directors and shall execute their duties in accordance with applicable laws and ordinances and this constitution.

2. The chairperson and senior managing director shall represent the Foundation and implement the Foundation's operations in accordance with applicable laws and ordinances and this constitution. The managing director and other executive director shall share responsibility for implementing the Foundation's operations in accordance with the Regulations on Authorities and Duties to be determined separately by the board of directors.

3. The chairperson, senior managing director, managing director and other executive director shall report to the board of directors, at least twice every fiscal year at intervals exceeding 4 months, the status of the performance of their duties.

(Duties and Authority of Auditors)

**Article 35:**

The auditors shall carry out the following duties:

(1) they shall audit the performance of the directors' operational duties and produce an audit report in accordance with applicable laws and ordinances;

(2) the auditors, whenever it is necessary, may request directors and employees to report on the Foundation's activities and may investigate the situation of the Foundation's operations and assets;

(3) the auditors shall audit the financial statements and annual report etc. for every fiscal year;

(4) the auditors shall attend board of directors' and board of trustees' meetings and express their opinions when it is required;

(5) if the auditors discover misconduct or possible misconduct by directors or discover a contravention of applicable laws and ordinances or of the constitution or extremely untoward circumstances they shall, without delay, report their findings to the board of trustees and the board of directors;

(6) if it is necessary to make a report pursuant to the preceding paragraph, they shall request the chairperson to convene a meeting of the directors. However if a notice for convening the meeting of the directors specifying the date of the meeting as a day falling within 2 weeks of the auditors' request has not been issued within 5 days of such request, the auditors may directly convene a meeting of the directors;

(7) the auditors shall review the proposals, documents and other items prescribed by applicable law and ordinances which any director proposes to present to the board of trustees. If they discover a contravention of applicable laws and ordinances or of the constitution or extremely untoward circumstances, they shall report the findings of their review to the board of trustees;

(8) if a director acts outside the scope of the Foundation's aims and objectives or otherwise acts in contravention of applicable laws and ordinances or the constitution or if it appears that a director may be so acting and as a result the Foundation may suffer significant loss or damage, the auditors may request the director to stop such action; and

(9) the auditors shall exercise such other authority as is stated in applicable laws and ordinances.

(Tenure of Officers)



**Article 36:**

A director shall hold office until the closing of the last regular meeting of the trustees falling in the fiscal year which ends within 2 years from the date of his/her appointment. Re-appointment is not precluded.

2. An auditor shall hold office until the closing of the last regular meeting of the trustees falling in the fiscal year which ends within 4 years from the date of his/her appointment. Re-appointment is not precluded.

3. A director or auditor appointed as a substitute shall hold office for the same original period as the director or auditor whom he/she replaces.

4. If the number of directors or auditors falls below the number prescribed by article 14, directors or, as the case may be, auditors who have passed the end of their tenure period or who have retired from office shall continue to have the rights and duties of a director/auditor until new directors/auditors are appointed.

(Dismissal of Officers)

**Article 37:**

A director or auditor may be dismissed by resolution of the board of trustees in any of the following cases:

- (1) infringement or neglect of official duties; or
- (2) a director or auditor does not properly perform his/her official duties as a result of physical or mental disorder or is found to be incapable of performing his/her duties.

(Conditions on Numbers of Officers etc.)

**Article 38:**

Of the total number of the Foundation's directors, no more than one third (of the current directors) may have a special relationship with another director.

2. The Foundation's auditors shall not include any director (or a member of a director's family or a person in a special relationship with a director), trustee (or a member of a trustee's family or a person in a special relationship with a trustee) or employee of the Foundation. In addition, each auditor shall not be a member of another auditor's family or be in a special relationship with another auditor.

(Remuneration etc.)

**Article 39:**

Remuneration may be paid to officers.

2. Officers may be reimbursed for expenses necessary for the performance of their duties.

3. The necessary items under the preceding paragraph 2 shall be in accordance with Regulations on Payment of Remuneration and Expenses for Officers and Trustees to be determined separately by resolution of the board of trustees.

(Exemption from Liability)

**Article 40:**

The Foundation may by resolution of the board of directors, in circumstances fulfilling the applicable conditions under relevant laws and ordinances, exempt officers of their indemnity obligations under paragraph 1 of article 111 of the Act on General Incorporated Associations and General Incorporated Foundations as applied to article 198 thereof by limiting the indemnity amount to the sum obtained by deducting the minimum indemnity liability amount applicable under relevant laws and ordinances from their indemnity liability.

2. The Foundation may, by resolution of the board of directors, conclude contracts with external officers which limit the indemnity obligations referred to in the previous paragraph in circumstances fulfilling the applicable conditions under relevant laws and ordinances. However the limit of indemnity obligations based on such contracts will be the higher of an amount set in advance of not less than one hundred thousand Yen and the minimum liability amount prescribed under applicable laws and ordinances.

(President)

**Article 41:**

The Foundation may appoint a president.

2. A president shall be appointed by the board of directors and the chairperson shall commission him or her with appropriate tasks.

3. The president shall respond to consultations of the chairperson and give his/her opinions in relation to the Foundation's management.

4. The tenure of the president shall be two years. However re-appointment is not precluded.

5. The president may receive remuneration.

(Special Advisor)

**Article 42:**

The Foundation may appoint a special advisor.

2. A special advisor shall be appointed by the board of directors and the chairperson shall commission him or her with appropriate tasks.

3. The special advisor shall respond to consultations of the chairperson and give his/her opinions in relation to the Foundation's management.

4. The tenure of the special advisor shall be two years. However re-appointment is not precluded.

5. The special advisor may receive remuneration.

Section 2: Board of Directors

(Composition)

**Article 43:**

The board of directors shall consist of all the directors.

(Authority)

**Article 44:**

The board of directors shall carry out the following duties:

(1) decisions on time, location and proposed agenda for meetings of the trustees;

(2) establishment of regulations and matters relating to their amendment and abolition;

(3) decisions on the performance of the Foundation's operations in addition to the above items;

(4) supervision of the performance of the directors' duties; and

(5) appointment and dismissal of chairperson, senior managing director, managing director and other executive director.

2. The board of directors may not delegate decisions to directors on the following and other important matters:

(1) disposal and acceptance of important assets;

(2) large scale borrowing;

(3) appointment or dismissal of important employees;

(4) establishment, alteration and abolition of subsidiary offices and other important organizational structures;

(5) preparation and adjustment of internal management systems (i.e. systems to ensure directors' execution of their duties in compliance with applicable laws, ordinances and the constitution and other systems to ensure compliance with applicable laws and ordinances for the purposes of ensuring the appropriateness of the Foundation's corporate duties); and  
(6) exemption from indemnity liability prescribed under article 40, paragraph 1 and the conclusion of liability limitation contracts prescribed under paragraph 2, article 40.

3. If the Foundation owns stock (capital subscription) which is subject to the latter part of paragraph 1, article 40 of the Act on Special Measurements Concerning Taxation, including subsequently obtained shares of the same issue, the board of directors shall obtain advance approval by two thirds or more of the total number of the directors (current directors) at a meeting of the directors before exercising the rights of shareholders etc. in relation to the issuer company, except for the following items:

- (1) receipt of dividends;
- (2) bonus issue stock;
- (3) application for shareholder dividend increase; and
- (4) receipt of documents distributed to shareholders.

(Types and Convening of Meetings)

**Article 45:**

Board meetings of the directors shall consist of two types namely regular meetings of the directors and extraordinary meetings of the directors.

2. Regular meetings of the directors shall be held at least two times per fiscal year with intervals of more than four months.

3. Extraordinary meetings of the directors can be held in any of the following cases:

- (1) where the chairperson deems it necessary;
- (2) where a director has requested the chairperson to convene a meeting of the directors by submitting a document with the proposed agenda in writing;
- (3) if a notice convening a meeting within 2 weeks of a request made pursuant to the preceding item is not issued within 5 days of such request, the director who made such request may convene the meeting; and
- (4) a board meeting can be convened by the request of an auditor addressed to the chairperson or by the auditor him/herself under paragraphs 2 and 3, article 101 of the Act on General Incorporated Associations and General Incorporated Foundations applied to article 197 thereof.

(Convening)

**Article 46:**

Meetings of the directors shall be convened by the chairperson. However, this does not include meetings convened by another director under item (3), paragraph 3 of the preceding article or convened by an auditor under the latter case of item (4), paragraph 3 of the preceding article.

2. In the case of item (3), paragraph 3 of the preceding article, the relevant director shall convene the meeting. In the case of the latter instance in item (4), paragraph 3 of the preceding article, the relevant auditor shall convene the meeting.

3. In the case of item (2) or the first instance in item (4), paragraph 3 of the preceding article, the chairperson shall convene the (extraordinary) meeting within five (5) days after the request and issue a notice for convening the meeting within two weeks after the request.

4. For the purposes of convening a meeting of the directors, the chairperson shall issue a notice in writing addressed to each director and auditor of the meeting time, date, location and proposed agenda one week in advance of holding the meeting.

5. Notwithstanding the preceding provisions, a meeting of the directors can be held without taking the said convening procedures if all directors and auditors give their consent.

(Presiding officer)

**Article 47:**

The chairperson shall be the presiding officer for meetings of the directors. If the chairperson cannot be the presiding officer because of an accident or the chairperson is absent, the senior managing director shall be the presiding officer for the meeting.

(Quorum)

**Article 48:**

A meeting of the directors cannot be held unless more than half of the directors are in attendance.

(Resolution)

**Article 49:**

A resolution by the directors shall be effective with the attendance and voting at a meeting of more than half of the directors excluding directors with a specific conflict of interest with the relevant resolution.

(Abbreviation of Resolution)

**Article 50:**

If a director proposes a matter for resolution by a meeting of the directors and all the directors who are eligible to vote on such proposal indicate their agreement in writing or by electronic means, then it shall be deemed that a resolution was duly passed at a meeting of the directors to give effect to such proposal unless an auditor expresses his/her objection against such outcome.

(Abbreviation of Reporting)

**Article 51:**

If a director or an auditor notifies all the directors and all the auditors of the matters to be reported at a meeting of the directors, it is not necessary for such matters to be reported at the meeting.  
2. The provisions of the preceding paragraph shall not apply to reporting under paragraph 3, article 34.

(Minutes of Meetings)

**Article 52:**

Minutes of meetings of the directors shall be produced in accordance with applicable laws and ordinances.  
2. Representative directors and auditors who attend the meeting shall sign and seal the minutes referred to in the previous paragraph.

(Regulations on Management of Meetings of Directors)

**Article 53:**

Matters necessary for managing meetings of directors shall be determined in accordance with applicable laws and ordinances and this constitution and, in addition, in accordance with Regulations on Management Meetings of Directors to be determined by the board of directors.

Chapter 6: Amendments of the Constitution and Dissolution

(Amendments of the Constitution)

**Article 54:**

This constitution can be amended by resolution passed at a meeting of the trustees by not less than two thirds of the trustees eligible to vote. However, amendment cannot be made to the aims and objectives under article 3, the activities under paragraph 1, article 4, the method of appointment and the dismissal of trustees under paragraph 1, article 15 and donation of remaining assets acquired for public interest purposes under article 57.

2. The authorization of the Cabinet Office of the Japanese Government shall be obtained for the content of any proposed changes to the constitution (excluding insignificant ones) which relate to matters such as the area where public interest operations are conducted, the head office, the locations of subsidiary organizations (including the establishment or closure of subsidiary organizations) and the types or content of public interest operations all as regulated by article 11 paragraph 1 of the Act on Authorization of Public Interest Entities.

3. If an amendment is made other than those of the previous paragraph, it shall be notified without delay to the relevant governmental authorities.

(Merger etc.)

**Article 55:**

The Foundation may, by resolution of not less than two thirds of the trustees who are eligible to vote, merge with another general corporation or general foundation or transfer all or part of its operations or close down all of its public interest operations.

2. If it is proposed to take action under the preceding paragraph, it shall be notified in advance to the relevant governmental authorities.

(Dissolution)

**Article 56:**

The Foundation will be dissolved upon the occurrence of grounds for dissolution established under article 202 of the Act on General Incorporated Associations and General Incorporated Foundations or grounds prescribed by other applicable law and ordinances.

(Donation of Assets Following Revocation of Public Interest Authorization)

**Article 57:**

If the Foundation has its public interest authorization revoked (excluding where its rights and obligations are assumed by a legal entity which is a public interest legal entity) or if through a merger it ceases to exist as a legal entity (excluding where its rights and obligations are assumed by a legal entity which is a public interest legal entity) the amount of property corresponding to the balance of assets acquired for public interest purposes shall be donated, following a resolution passed at a meeting of the trustees, within one month of day of the revocation of its public interest authorization or merger to the national government or a local government or a legal entity as is prescribed in paragraph 17, article 5 of the Act on Authorization of Public Interest Entities.

(Reversion of Residual Assets)

**Article 58:**

If the Foundation is liquidated, its residual assets shall be donated to the national government or a local government or a legal entity as is prescribed in paragraph 17, article 5 of the Act on Authorization or a legal entity which corresponds to a public interest entity regulated under paragraph 1, article 40 of the Act on Special Measures Concerning Taxation.

**Chapter 7: Secretariat**

(Establishment etc)

**Article 59:**

The Foundation shall establish a secretariat for carrying out the Foundation's administrative affairs.

2. The secretariat shall consist of a general manager as well as the necessary staff.

3. Regulations on necessary matters concerning the organizational set-up and operations of the secretariat shall be determined separately by resolution passed at a meeting of the directors presided over by the chairperson.

(Accounts and Documents to be Kept)

**Article 60:**

There must be kept at the head office of the Foundation the following accounts and other documents:

(1) the constitution;

(2) lists of the directors, auditors and trustees;

(3) documents relating to official authorizations and approvals etc. and registrations;

(4) documents relating to internal proceedings as designated by the constitution;

(5) inventory of property;

(6) regulations on remuneration and expenses for officers and trustees;

(7) programs & projects plans and budget statements;

(8) annual report and financial statements etc.;

(9) auditor's reports; and

(10) accounts and other documents designated by applicable laws and ordinances.

2. Access by the general public to the accounts and documents in the preceding paragraph shall be in accordance with applicable laws and ordinances, and regulations on information disclosure prescribed in paragraph 2, article 62.

Chapter 8: The Foundation's Members

(Members)

**Article 61:**

Individuals and/or corporations that concur with and support the Foundation's mission and goals can become members of the Foundation.

2. Necessary matters concerning the members shall be determined in accordance with the Regulations on Members to be resolved separately by the board of directors.

Chapter 9: Information Disclosure and Protection of Personal Information

(Information Disclosure)

**Article 62:**

The Foundation shall willingly disclose information on its activities, details of its management, financial statements etc. in order to promote fairly and openly the Foundation's activities.

2. Necessary matters concerning information disclosure shall be made in accordance with Regulations on Information Disclosure to be resolved separately by the board of directors.

(Protection of Personal Information)

**Article 63:**

The Foundation shall take all possible measures to ensure the protection of any personal information obtained in the process of conducting the activities of the Foundation.

2. Necessary matters concerning the protection of personal information shall be separately determined by resolution of the board of directors.

(Public Notices and Announcements)

**Article 64:**

The Foundation shall make public notices and announcements electronically.

2. If it is not possible for some unavoidable reason to use electronic means, publication shall be made through the Official Gazette.

Chapter 10: Supplementary Rules

(Delegation)

**Article 65:**

Besides the matters determined in this constitution, any necessary matters concerning the management of the Foundation shall be separately determined by resolution of the board of directors.

**Supplementary provisions**

1. This constitution shall come into effect from the date of registration of the establishment of the public interest entity pursuant to paragraph 1, article 106 of the Act on Arrangement of Relevant Acts Related to Enforcement of the Acts Relating to the Act on General Incorporated Associations and General Incorporated Foundations and Public Interest Incorporated Associations' and Public Interest Incorporated Foundations' Authorization etc.

This constitution shall come into effect from 1<sup>st</sup> September 2011. (Resolved at board of trustees' and directors' meetings on 24<sup>th</sup> May 2011)

This constitution was revised on 1<sup>st</sup> March 2013. (Resolved at board of trustees' meeting on 1<sup>st</sup> March 2013)

This constitution was revised on 11<sup>th</sup> June 2014. (Resolved at board of trustees' meeting on 11<sup>th</sup> June 2014)

2. When the registration of the establishment of the public interest foundation and the registration of the dissolution of the extraordinary civil corporation have been completed under paragraph 1, article 106 of the Act referred to in the preceding paragraph, notwithstanding the provisions of article 8, the day before the date of registration of dissolution shall be the last day of the fiscal year and the date of registration of establishment shall be the first day of the fiscal year.

3. The directors and auditors of the Foundation as at the date of registration of its establishment shall be as follows:

Directors:

Yuriko Ashino, Makoto Atoh, Mitsuru Ishiguro, Naomi Kato, Teruo Kitagawa, Kunio Kitamura, Yasuo Kon, Tomoko Saotome, Ryoichi Suzuki, Hideyuki Takahashi, Noriko Tsuya, Masahiko Nishiuchi, Yoko Nishikawa, Keiko Higuchi and Sumie Yamaguchi.

Auditors:

Shoji Shibata and Norio Higuchi

4. The Foundation's initial representative directors shall be Yasuo Kon and Sumie Yamaguchi and initial executive directors shall be Ryoichi Suzuki and Hideyuki Takahashi.

5. The Foundation's initial trustees shall be as follows:

Tomoko Adachi, Reiko Ohgawa, Noboru Ogawa, Michio Ozaki, Tadashi Kawai, Katsuhide Kitatani, Miyoko Kume, Tadahiro Sakurada, Reiji Suzuki, Tsutomu Takeuchi, Mieko Takenobu, Shigeo Hayashi, Isamu Harasawa, Hiroko Hara, Shinji Fukukawa, Kei Fusano, Yoriko Meguro and Kuniaki Yamauchi.