

## Articles of Association of The Tokyo Club Chapter 1 General Rules

(Name)

Article 1

This Club shall be called the Tokyo Club, Ippan Shadan Hojin (General Incorporated Association).

(Office)

Article 2

The main office of this Club shall be located in Minato-ku in the city of Tokyo.

(Objects)

### Chapter 2 Objects and Activities

Article 3

The objects of this Club shall be to promote international goodwill, cultivate friendship and exchange knowledge among its members as the basis of forming a network of international goodwill and exchange.

(Activities)

Article 4

With a view to attaining its objects under the preceding Article, the Club shall engage in the following forms of activity:

- (1) Encourage both the study of various international problems and international meetings.
- (2) Support activities in culture, science and arts within and outside of Japan.
- (3) Support and encourage human resources development within and outside of Japan.
- (4) Support various programs for studying abroad to promote international exchange in education.
- (5) Hold lecture meetings, etc. to hear useful views, scientific or otherwise.
- (6) Hold various events and manage the bar, dining and recreational facilities to promote international goodwill and international exchange.
- (7) Collect both foreign and Japanese books, magazines and other publications and make them freely available for perusal.

- (8) By cooperating with similar clubs in foreign countries, promote interchange with their club members.
- (9) Maintain and manage the land, buildings and related facilities owned by the Club.
- (10) Other activities necessary for attaining the objects of the Club as an incorporated association.
  - 2. The activities prescribed in the preceding paragraph shall be carried out both in Japan and abroad.

### Chapter 3 Members and Subscription

#### (Class of Members)

##### Article 5

There shall be the following classes of Members in the Club:

- (1) Honorary Members: who have been recommended by the Board of Directors.
  - (2) Ordinary Members: who have been approved in accordance with Article 6. Ordinary Members shall be divided into Resident Members and Absent Members. Resident Members shall be those who are normally residing in Japan. Absent Members shall be those who are normally residing outside Japan and have registered their status with the Club. However, non-resident Members who have not registered the non-resident status with the Club and continue the same subscriptions as Resident Members shall be regarded as Resident Members.
2. Resident Members prescribed in this Article shall be the members defined by the Act on General Incorporated Associations and General Incorporated Foundations.

#### (Acquirement of the Club Membership)

##### Article 6

Club Membership shall be awarded to applicants who have been introduced by two Resident Members of more than three year's standing and who have been accepted in accordance with the election procedures defined by the Board of Directors.

(Entrance fee and Subscription)

Article 7

Ordinary Members of the Club shall pay the prescribed entrance fee and subscription. Members who have passed their 80<sup>th</sup> birthday and who have been concurrently Members for over 25 years may be exempted from payment of the membership subscription, subject to a resolution of the Board of Directors.

2. Honorary Members of the Club shall not be required to pay the entrance fee and subscription.

3. The entrance fee and subscription shall not be refunded under any circumstances after the payments have been made.

(Voluntary resignation)

Article 8

A Member may resign his membership voluntarily at any time by presenting an application in writing addressed to the Chairman. However, all obligations due to the Club must be satisfied in full before the resignation becomes effective.

(Removal of Membership)

Article 9

The Club may remove the name of a Member from the Membership List upon resolution at a General Meeting for any of the following reasons:

- (1) The Member has failed to make a satisfactory settlement of outstanding entrance fee, membership subscription or other amounts due and payable to the Club, in spite of more than 3 peremptory demands for payment; or
  - (2) The Members' action has brought grave injury or damage to the honour of the Club.
2. In case of either (1) or (2) above, the Club shall notify the Member in question at least one week prior to a General Meeting and allow him to represent himself in his defence at the Meeting.

(Loss of Membership)

Article 10

In addition to the cases prescribed in the preceding Article, a Member shall lose his status upon death.

## Chapter 4 General Meetings

### (Composition)

#### Article 11

A General Meeting shall comprise of all Resident Members.

2. The General Meeting prescribed in the preceding paragraph shall be deemed as the Members' General Meeting defined by the Act on General Incorporated Associations and General Incorporated Foundations.

### (Mandate)

#### Article 12

A General Meeting can resolve the following matters:

- (1) Election or dismissal of a Director of the Board of Directors and an Auditor
- (2) Approval of a balance sheet, a profit and loss statement (statement of increase and decrease in net worth), and supplementary documents
- (3) Alteration of the Articles of Association
- (4) Removal of Membership
- (5) Dissolution of the Club and disposal of its residual assets
- (6) Other matters to be resolved at General Meetings as provided for in the laws and regulations and in the Articles of Association of the Club

### (Holding of Meetings)

#### Article 13

A General Meeting shall be held once a year in February or March every year. An Extraordinary General Meeting may be held whenever the Board of Directors deems it necessary to do so.

### (Convening of Meetings)

#### Article 14

A General Meeting shall be convened by the Chairman based on a resolution at the Meeting of the Board of Directors, unless otherwise provided for in laws and regulations.

2. Resident Members with one-tenth or more of the total voting rights may demand the Chairman to convene an Extraordinary General Meeting in writing, presenting therein the object of, and reasons for such meeting.

3. Notice to convene a General Meeting shall be given to Resident Members in writing describing its object, date and time and place at least two weeks prior to the date of the General Meeting.

4. In accordance with Article 47-2 of the Act on General Incorporated Associations and General Incorporated Foundations, the Club shall use an electronic provision system to allow Resident Members to view reference documents pertaining to the General Meeting on the Club's website.

(Chairman)

Article 15

The Chairman shall preside at the General Meetings.

(Right to vote)

Article 16

Each Resident Member shall be given the right to cast one vote for a resolution at the General Meetings.

(Exercising Voting Rights)

Article 16-2

With the approval of the Board of Directors, Resident Members may exercise their voting rights in writing or via the Club's website.

(Proxy Vote)

Article 17

A Resident Member may exercise his right to vote by appointing a proxy who shall be a Resident Member of the Club.

(Resolution)

Article 18

A resolution at the General Meeting shall be adopted by a majority of votes of those Resident Members present who constitute one-third or more of the voting rights of the total Resident Members.

2. Notwithstanding the preceding paragraph, the following resolutions shall be adopted by a majority of two-thirds or more of votes of the total Resident Members who constitute a majority of the voting rights of the total Resident Members.

(1) Alterations of the Articles of Association

(2) Dissolution of the Club

(3) Removal of Membership

(4) Dismissal of Auditor

(5) Other matters as provided for in laws and regulations

3. A resolution to elect Directors or Auditors shall be adopted for every candidate in accordance with section 1 of this Article. In case the total number of candidates for Directors and Auditors exceeds the number prescribed in

Article 20, candidates shall be elected from among those who have obtained a majority of votes and in the order of those who have obtained more votes until the number reaches the limit.

(Minutes)

Article 19

The proceedings of the General Meetings shall be prepared as Minutes as provided for in the laws and regulations.

## Chapter 5 Officers

(Officers of the Club)

Article 20

The officers of the Club shall be as follows:

(1) Directors: A minimum of six and a maximum of fifteen

(2) Auditors: A minimum of one and a maximum of three

2. (1) A Chairman shall be elected from among Directors. The Chairman shall be a Representative Director defined by the Act on General Incorporated Associations and General Incorporated Foundations.

(2) The Club may have a Vice Chairman, a Secretary and a Treasurer, in addition to a Chairman.

(Election of Officers)

Article 21

Directors and Auditors shall be elected by a resolution at the General Meeting.

2. A Chairman, Vice-Chairman, Secretary and Treasurer shall be elected from among the Directors by a resolution at the Meeting of the Board of Directors.

(Duty and Mandate of Directors)

Article 22

The Directors shall constitute a Board of Directors and perform their duties as provided for in the laws and regulations and in the Articles of Association of the Club.

2. The Chairman shall represent the Club and administer the affairs of the

Club as provided for in the laws and regulations and in the Articles of Association of the Club.

3. The Vice Chairman shall assist the Chairman.

4. The Secretary shall assist the Chairman.

5. The Treasurer shall assist the Chairman.

(Duty and Mandate of Auditors)

#### Article 23

The Auditors shall check the Directors' activities and prepare a Report of Audit as provided for in the laws and regulations.

2. The Auditors may express their opinion at the Meetings of the Board of Directors.

3. The Auditors may ask the Directors and employees of the Club to report on their activities and may investigate the affairs of the Club and its status of assets at any time.

4. An Auditor shall not assume the position of Director or employee concurrently.

(Term of Office of Officers)

#### Article 24

The term of office of a Director as well as an Auditor shall be terminated at the end of the Annual General Meeting for the later fiscal year which ends within two years after his being elected. In case of his being elected mid-term, his term shall be the remaining portion of his predecessor's term.

2. In the event that the number of Directors or Auditors become less than the number prescribed in Article 20, a Director or an Auditor shall retain his rights and obligations after the expiration of his term of office or his retirement until a successor is elected and assumes his office.

(Re-election of Officers)

Article 25

A Director and an Auditor shall be eligible for re-election.

(Dismissal of Officers)

Article 26

A Director and an Auditor shall be dismissed by a resolution at the General Meeting.

## Chapter 6

### The Board of Directors

(Composition)

Article 27

There shall be a Board of Directors in this Club.

2. The Board of Directors shall be constituted by all Directors.

(Mandate)

Article 28

The Board of Directors shall perform their duties as follows:

- (1) Determine the execution of the activities of the Club.
- (2) Decide the affairs prescribed in the Articles of Association, activities plans, budgets and other matters of importance.
- (3) Supervise Directors to execute their duties.
- (4) Elect and Dismiss a Chairman, a Vice-Chairman, a Secretary and a Treasurer.

(Convening of Meetings)

Article 29

The Chairman shall convene a Meeting of the Board of Directors.

(Presiding of Meetings)

Article 30

The Chairman shall preside at the Meetings of the Board of Directors.



(Resolutions)

Article 31

Resolutions shall be adopted by a majority of the Directors present who constitute a majority of the Board of Directors, excluding any Director who has a special stake in a resolution.

2. Notwithstanding the provision in the preceding paragraph, a resolution of the Board of Directors shall be deemed to have been made when the requirements prescribed in Article 96 of the Act on General Incorporated Associations and General Incorporated Foundations have been fulfilled.

(Minutes)

Article 32

The proceedings of a Meeting of the Board of Directors shall be prepared in the form of Minutes as provided for in the laws and regulations.

2. As soon as Minutes of the Meeting of the Board of Directors have been confirmed, the Chairman and the Auditors, if present, shall sign them.

## Chapter 7 Property and Accounts

(Property)

Article 33

The property of the Club shall consist of the following items:

- (1) Those properties as listed in the inventory which are owned by the Club.
- (2) Income from Members' subscriptions and contributions received in kind and money.
- (3) Income accruing from activities and assets of the Club
- (4) Other revenues.

(Management of Property)

Article 34

The property of the Club shall be administered by the Chairman.

(Expenditures)

Article 35

The expenditures of the Club shall be defrayed with the interest accruing from its assets, entrance fees, members' subscriptions and other income.

(Fiscal Year)

Article 36

The fiscal year of the Club shall commence each year on the first day of January and terminate on the thirty-first of December.

(Budget)

Article 37

The Activities Plan and the Budget of the Club shall be prepared by the Chairman and shall be approved by the Board of Directors by the date immediately prior to the beginning of each fiscal year. The same procedure shall be applied in the case of any alterations thereto.

2. The documents in the preceding paragraph shall be kept in the main office until the completion of the pertinent fiscal year.

(Report on Activities and Statement of Accounts)

Article 38

A Report on Activities and a Statement of Accounts of the Club which include the following documents shall be prepared by the Chairman, audited by the Auditors and approved by the Board of Directors within two months after the completion of each fiscal year.

(1) Report on Activities

(2) Supplementary documents to be attached to the Report on Activities

(3) Balance Sheet

(4) Profit and Loss Statement (Statement of Increase and Decrease in Net Worth)

(5) Supplementary documents to be attached to the Balance Sheet and the Profit and Loss Statement

(6) Inventory of Property

2. The documents in the preceding paragraph shall be reported to the General Meeting and the documents listed from (3) to (6) above shall be approved at the Meeting.

3. The documents listed in the first section of this Article and the Report of Audit shall be kept in the main office for five years, starting from one week before the date of the Annual General Meeting. The Articles of Association and the List of Members shall also be kept in the main office.

## Chapter 8

### Alterations of the Articles of Association

(Alterations of the Articles of Association)

Article 39

No alteration of the Articles of Association shall be made unless approved by a majority of two-thirds or more of votes of the total Resident Members who constitute a majority of the voting rights of the total Resident Members at the General Meeting.

(Dissolution)

Article 40

The Club shall be dissolved by a resolution approved by a majority of two-thirds or more of the votes of the total Resident Members who constitute a majority of the voting rights of the total Resident Members at the General Meeting, or by reasons as provided for in the laws and regulations.

2. The attribution of the residual assets of the Club as of the time of its dissolution shall be decided by a resolution at a General Meeting.

## Chapter 10

### Method of Public Announcement

(Method of Public Announcement)

Article 41

Public announcements of this Club shall be made through digital means. However, in the event that such digital public announcements are rendered unavailable due to accidents or other unavoidable circumstances, they shall be made through a printed Public Bulletin.

## Chapter 11

### Detailed Rules

(Detailed Rules)

Article 42

Detailed Rules relating to these Articles of Association shall be as otherwise provided by a resolution of the Board of Directors.

## Chapter 12

### Supplementary Provisions

1. The Articles of Association shall come into effect as of the date when the registration has been made to establish the Club as Ippan Shadan Hojin (General Incorporated Association).
2. The first Chairman of the Club shall be Mr. Hatsuhisa Takashima.
3. The preceding date of the registration to dissolve the Club as a Tokurei Minpo Hojin (civil code corporation in transient status) shall be the end of a fiscal year. The date of the registration to establish the Club as a General Incorporated Association shall be the beginning of a fiscal year