

Articles of Association of the America-Japan Society

(Effective May 1, 2012) Provisional Translation

Chapter 1. General Provisions

Article 1 (Name)

The name of the Society shall be “Ippan Shadan Hojin Nichi Bei Kyokai” The English name shall be The America-Japan Society, Incorporated (abbreviated as AJS)

Article 2 (Office)

The America-Japan Society, Inc. shall have its main office in Minato-ku, Tokyo

Chapter 2. Objectives and Activities

Article 3 (Objectives)

The Society shall have its objectives to promote friendship and mutual understanding between citizens of the United States of America and Japan.

Article 4 (Activities)

The America-Japan Society, Inc. will engage in following [activities][types of activities] with a view to attaining its objectives:

1. Intellectual and educational programs (e.g., lectures, symposiums, discussions, and study tours)
2. Promotion of exchanges (with other America-Japan societies, through member gatherings, sports and cultural activities)
3. Human resource development (scholarships, invitation programs)
4. Secretariat services of National associations of America-Japan Societies and the contact business of National Association of Japan-America Societies as a counterpart.
5. Other activities which allow the Society to attain its objectives and which relate to the interests of association members and benefit them.

Article 5 (Activity Areas)

The Society shall conduct and engage in activities both in Japan and in the United States of America.

Chapter 3. Membership

Article 6 (Types of Membership)

1. There shall be two types of membership in the Society as Corporate Members and Individual members.
2. Two types of the memberships are permitted within the association's objectives under the Act on General Incorporated Association and General Incorporated Foundation Act here after the Corporation Act.
 - 1) Corporate Membership
One membership unit enables a corporation (or organization) to register up to 3 employees as corporate members to The Society (Up to 6 employees through 2 membership units, and up to 9 employees through 3 membership units).
 - 2) Individual Membership includes the following 2 types:
 - ①Sustaining Individual Member
 - ②Regular Individual Member
3. In addition to the types of memberships defined in these Articles of Association, the Society may admit individuals as Associate Members under certain conditions, at separate membership fees. These members, including Associate Individual Members, Student Individual Members, and Overseas Individual Members are not granted voting rights.
 - 1) Associate Individual Member (Family Members under the age of 40 years old)
 - 2) Student Individual Member (an individual under 30 years old)
 - 3) Overseas Individual Member (an individual member living overseas)

Chapter 4. General Meeting

Article 7(Application)

Prospective members must agree to abide by the regulations of Article 8 and Article 11, and must be admitted by the Board of Directors by way of membership application.

Article 8 (Membership Fee)

Members of the Society are required to pay an annual fee to be decided at the ordinary General Meeting to support the activities of the Society.

Article 9 (Resignation)

Members may resign at any time by submitting a written notice of resignation, the form of which shall be decided by the Board of Directors.

Article 10 (Expulsion)

Members of the Society may lose their status of membership for the following reasons:

- 1) Violation of the Articles of Association or other rules of the Society.
- 2) Acts that damage to the reputation of the Society or violate the objectives of the Society.
- 3) Other legitimate reasons for expulsion or revocation of membership status.

In such case, prior notice and an opportunity of explanation shall be provided to the member at least one week before the General Meeting.

Article 11 (Loss of Membership)

In addition to the reasons stated in the above 2 articles, a member may lose their membership for the following reasons:

1. In case membership fees as stated in Article 8 are in arrears for 2 years or more.
2. In any case where members in good standing unanimously agree.
3. When a member is deceased, imprisoned, or has disappeared, or a party which has a corporate membership of this association is dismissed.
4. When an Associate Individual Member who is family member becomes a legal adult or leaves parent guardianship.

Chapter 4. General Meeting (Composition, Authority, and Voting)

Article 12 (Composition)

1. The General Meeting shall consist of the Corporate Members, the Sustaining Individual Members and the Regular Individual Members.
2. In a General Meeting, Sustaining Individual members and Regular Individual Members have the right of one person one vote. A Corporate Member with one corporate unit has the right to one vote, a Corporate Member with two corporate units has two votes, and a Corporate Member with three corporate units has three votes.
3. This General Meeting is the legal policyholder meeting under the Act on General Incorporated Association and General Incorporated Foundation Act here after the Corporation Act

Article 13 (Authority)

The following matters shall be resolved at the General Meeting:

1. Election and Dismissal of officers (Directors and Statutory Auditors)
2. Determination and amendment of the amount of remuneration of Directors.
3. Amendments to the Articles of the Association.
4. Authorization of Society' s annual financial reports (B/S and P/L)
5. Disposing or transferring long term debts or important properties.
6. Dissolution of this society, and disposing of residual assets.
7. Merger or Negotiation of all or part of the society.
8. Other matters to be determined by the laws and ordinances in addition to the Clause above.

Article 14 (Meetings / Summons)

1. There are 2 types of General Meetings: Ordinary General Meeting and Extraordinary General Meeting.
2. The Ordinary General Meeting will be held once a year within 3 months after every fiscal year ends.
3. The General Meetings will be held by the President according to the decision made in the Board of Directors, unless otherwise specified in law.
4. The Extraordinary General Meetings will be held when the following conditions are fulfilled:
 - 1) When the Board of Directors decide to hold a meeting and the President of the Society summons it.
 - 2) When regular members, who have more than 10 percent of the total voting rights, demand to hold a meeting with a document stating the purpose and the reason for the meeting to the President, the President of the Society summons it.
5. The notification for holding either the ordinary General Meeting or extraordinary General Meeting will be sent to the members at least 2 weeks before the date of the meeting.

Article 15 (Chairperson)

The President of the Society corresponds to the Chairperson of the General Meeting. If the President has an accident, the Vice President replaces him/her. If the Vice President has an accident, the Chairperson will be chosen in the General Meeting.

Article 16 (Quorum / Resolution)

1. The General Meetings will be held with a presence of regular members who have the majority of voting rights.
2. The members who will be absent to the General Meeting may entrust the Chairperson or a member attending the meeting by a vote through the specified proxy of the Society beforehand.
3. Despite Clause 1, the resolutions below require presence of more than half of all members and more than two-thirds of the members who have the right to vote.
 - 1) A members' dismissal from his/her membership
 - 2) Modification of the Articles
 - 3) Removal of the Director/ Statutory Auditor
 - 4) Dissolution and other matters specified in the laws/ordinances

Article 17 (Records of the Proceedings)

1. The minutes of the General Meetings will be prepared in accordance with applicable laws and ordinances.
2. The Chairperson, 2 of the attending directors and the Statutory Auditor will make their signatures or seal to the minutes of the meeting.

Chapter 5. Executives

Article 18 (Establishment of Executives)

1. The following executives will be established in this Society.
 - Directors (Riji) 9 to 13 persons
 - Statutory Auditors (Kanji) within 2 persons
2. One of the Directors will be the President (Representing Riji).
3. One of the Directors other than the President will be the Executive Director (Senmu Riji)

Article 19 (Election of Executives)

1. Directors (Riji) and Statutory Auditors (Kanji) will be elected by the resolution of the General Meeting.
2. The President and the Executive Director of the Society will be elected from Directors by the resolutions of the directors meeting.

Article 20 (Vice-President)

1. The Board of Directors will elect and appoint two to four Vice Presidents among the directors in this Society in addition to the President and the Executive Director that appointed by the Board of Directors.
2. Vice Presidents assist the President.

Article 21 (Duties and authorities of Director)

1. Directors comprise the Board of Directors and perform their duties according to this Article and applicable laws or ordinances.
2. President represents this Society and executes business according to these Articles and applicable laws or ordinances. Executive Director executes shared business of this Society according to the decision of the Board of Directors.
3. President and Executive Director shall report regarding the state of the Society' s affairs no less than twice in the same fiscal year with more than 4 month intervals between each report.

Article 22 (Duties and authorities of Statutory Auditor)

1. Statutory Auditor inspects the executions of directors' duties and oversees the preparation of an Audit Report in accordance with applicable law.
2. Statutory Auditors attend Board of Directors' meeting and may state their opinion.
3. At any time, Statutory Auditor may request a report of business to Directors and employees, and investigate the state of Directors' duties or inspect the financial affairs of this Society.

Article 23 (Terms of Directors and Statutory Auditors)

1. Terms of Directors will be 2 years from the appointed day of the Ordinary General Meeting until the day of the last Ordinary General Meeting. However, this does not prevent reelection.
2. Terms of Statutory Auditors will be 4 years from the appointed day of ordinary General Meeting until the day of the last ordinary General Meeting. However, this does not prevent reelection.
3. Terms of Director or Statutory Auditor elected as a substitute will expire when the predecessor' s term expires.
4. When there is an insufficient number of Directors or Statutory Auditors as stated in Article 18, those who have reached the expiration of their terms or resigned and retired from the Society shall still possess the rights and duties as a Directors or Statutory Auditors until the newly elected candidates take the positions .

Article 24 (Dismissal of Executives)

Director or Statutory Auditor may be dismissed by a resolution at a General Meeting.

Article 25(Compensation of Executives)

Director and Statutory Auditor will work without pay. However, full-time employed Director of the Society shall be paid by the separately made standard that authorized at the General Meeting.

Chapter 6. Honorary President, Honorary Vice-President, Council member, and Advisor

Article 26 (Honorary President, Honorary Vice-President, Council member, and Advisor)

1. There will be one Honorary President (Meiyo-Kaicho) and no more than 10 Honorary Vice-Presidents (meiyo fuku kaicho) in this Society. The then current United States Ambassador to Japan takes the position of Honorary President. The position of Honorary Vice-President can be taken by people living in Japan who have significantly contributed to the U.S.-Japan relations or who former Japan Ambassadors to the United States. The Honorary Vice-President will offer his/her opinion and support to the President.
2. Those who become the President of this Society may earn their position as the Honorary President by a recommendation made by the Board of Directors.
3. There will be Council Members (Hyogi-in) in this Society. The Council members will be appointed from among the members by a recommendation of the Nominating Committee (Shimei-Iinkai) that was placed by the Board of Directors. The Board of Directors will determine the terms of the Council members. The Council members shall be no more than 30 members. The Council members may attend and state their opinion at the Board of Directors' meeting with an approval by the Board of Directors.
4. It is possible to place a few Advisors (Komon) with terms by the recommendation of the Board of Directors in this Society. The Advisors may attend and state their opinion at the Board of Directors.

Chapter 7. Board of Directors' Meeting

Article 27 (Structure and Quorum)

1. There will be the Board of Directors in this Society.
2. The Board of Directors' meeting will be effective by the major attendance of directors.

Article 28 (Authorities)

The Board of Directors will carry out the following duties.

1. Decision for the business execution of this Society.
2. Supervision for the duty execution of Executive Director.
3. Election and dismissal of President and Executive Director.

Article 29 (Calls and Proceedings)

1. Board of Directors' meetings will be called upon by the President.
2. When there is a vacancy of President or the President is not available, the Vice President will call the meeting and will be the Chairperson. Furthermore, when the Vice President is not available, the Executive Director will call the meeting of the Board of Directors and directors who attend will elect a Chairperson.
3. The Board of Directors' meeting shall be held when there is a request with a reason made by Directors or Statutory Auditors other than the President.
4. When the Board of Director' s meeting is called, the date, time, place, and the purpose of the meeting shall be announced and shall be noticed to each Director and Statutory Auditor at least one week prior to the meeting.
5. As an exception to the previous clause, an extraordinary meeting may be convened without the foregoing procedures if all Directors and Statutory Auditors unanimously agree.

Article 30 (Resolution)

1. Decisions of the Board of Directors' meeting shall be effective when there is a quorum of Directors present and the majority votes of the present Directors vote in favor. In this case, the Directors who have a conflict of interest in the decision shall exclude themselves.
2. When a Director proposes objects to an urgent meeting of the Board of Directors, and when it is electronically and unanimously agreed (excluding when the Statutory Auditor disagrees) it may be officially recognized that the Board of Directors' meeting agrees to this proposal.

Article 31 (Minutes)

1. The minutes of the Board of Directors' Meeting shall be recorded in accordance with the law.
2. The President and the Statutory Auditors attending the Board of Directors' Meeting must sign or name and seal on the minutes of the previous clause.

Chapter 8. Secretariat/Committee

Article 32 (Secretariat)

1. The Secretariat will handle administrative duties of this Society which is managed by the Executive director.
2. The President will separately decide the structure, human resource, and operation of the secretariat pursuant to the decisions of the Board of Directors' Meeting.

Article 33 (Committee)

The committees may be established if the Board of Directors deems that the committees are necessary to carry out the objectives of this Society.

Chapter 9. Property and Accounts

Article 34 (Property)

The Property of the Society shall be comprised of the following items:

1. All Property listed on the inventory of Property
2. Membership dues
3. Donations or gifted money
4. Income derived from the property owned by the Society
5. Income derived from Society' s activities
6. Other miscellaneous income

Article 35 (Fiscal Year)

The fiscal year of this Society starts on May 1st every year and ends on April 30th the following year.

Article 36 (Business Plan and Cash Budget)

1. The President creates both the business plan and the income & expenditure budget no later than by the first day of every fiscal year. After the approval of the Board of Directors, the President will report the business plan and the income & expenditure budget at the next General Meeting. The same procedure is required for modifying the business plan and the income & expenditure budget.
2. Despite of the 1st clause, if the new budget cannot be authorized due to avoidable circumstances, the President may earn or spend based on the budget of the previous year until the new budget is authorized. Such income & expenditure shall be considered a part of the new income & expenditure budget.

Article 37 (Business Report and Settlement)

1. As for the annual business report and settlement of this Society, the President shall create the following documents after the end of every fiscal year and shall obtain approval of the Board of Directors after the inspection is done by the Statutory Auditors.
 - 1) Activity Reports
 - 2) Attached Documents of (1)
 - 3) Balance Sheet(B/S)
 - 4) Profit & Loss Statement(P/L)
 - 5) Attached Documents of (4)
 - 6) Inventory of Property
2. The Activity Reports, B/S, P/L statement, and the Inventory of Property must be prepared and be approved by the Ordinary General Meeting. The contents of the Activity Reports must be reported at the Ordinary General Meeting.
3. Included in the documents provided by the 1st clause, the Articles of the Association, Membership list, and the Audit Report must be kept in the main offices for 5 years.

Chapter 10. Prohibition of Surplus Distribution and Disposition of Residual Assets

Article 38 (Prohibition of Surplus Distribution and Disposition of Residual Assets)

1. This Society shall not be authorized to dispose of its surplus.
2. In case of liquidation of this Society, the residual assets shall be given to the Japanese government or to the local government or to the similar public-service corporation which are provided by the Article 5 section 17 of the law pursuant to the decision of the General Meeting of the Society.

Chapter 11 (Notification)

Article 39 (Method of Notification)

1. This Society shall publicly post its notices on its home page of the Society.
2. In case the 1st clause cannot be made due to an unavoidable circumstance, public notification of the Society shall be made on the official gazette.

Chapter 12. Auxiliary Provisions

Article 40 (Delegation of authority)

The President of the Society will determine all matters other than those described in this Aarticles pursuant to a decision of the Directors' Meeting.

Article 41 (Protection of Personal Information)

The Society will take all possible measures for the protection of personal information which will be determined by the Directors' Meeting.

Article 42 (Compliance by Law)

All matters not described in this articles will be abided by the Corporation Act.

Miscellaneous Provisions

1. This Articles of the Association will be effective form the day of registration provided by the Corporation Act that is May 1, 2012.
2. The Society started its activity on the day of registration and the day of dissolution of the previous society was one day before the day of registration as provided by the Corporation Act.
3. All members of the previous dissolved society will be recognized the new members of the Society despite of the Article 7 of this Articles of the Association.
4. The first President of this Society is Mr.Yoshio Okawara and the first Executive Director of this Society is Mr.Takashi Watanabe.

Revisions :

- Added Item 2 of Article 30 on July 5, 2013 authorized by the Ordinary General Meeting.
- Revised Article 6 and 12 on July 3, 2014 authorized by the Ordinary General Meeting.