



Articles of Incorporation  
of  
Public Interest Incorporated Kiwanis Japan Foundation

Article 1 General Rule

(Name)

Section 1 The name of this corporation body shall be Public Interest Incorporated Kiwanis Japan Foundation (henceforth "KJF").

(Office)

Section 2 The office of KJF is located in Chiyoda-ku, Tokyo.

Article 2 Objectives and Activities

(Objects)

Section 3 The objectives of KJF shall be to abide by Kiwanis International Bylaws, to perform and to support the following service activities: social welfare services, international community services, services for youth, promotion of Japanese culture, disaster relieves, diffusion of social service spirit, and formation of better community.

(Activities)

Section 4 To achieve the objectives set forth in the previous section, KJF shall provide financial support to the following activities:

- (1) to bring up and educate youth.
- (2) to promote culture and arts.
- (3) to develop people's healthy mind and body by means of education and sports.
- (4) Disaster relief.
- (5) to honor individual who risks one's life or physical harm for others.
- (6) to promote mutual understandings and cooperation in international society.

(7) to promote healthy development of the community.

(8) Others to achieve the objectives of KJF.

2 Activities set forth in the previous sections can be carried out within Japan or outside of Japan.

### Article 3 Assets and Accounting

(Names and Addresses of Founders, and Assets and Values They Contribute)

Section 5 Names and addresses of Founders, and assets and values they contribute are as follows:

Founder	Address	Asset	Value
Mitsuaki Sato	4-15, Shinoharadai-machi, Kouhoku-ku, Yokohama-shi, Kanagawa	Cash	10, 000 Yen
Hiroshi Kawasaki	2-6-27, Eda-kita, Aoba-ku, Yokohama-shi, Kanagawa	Cash	5, 000 Yen
Teruhisa Kimura	1-21-4, Kamishakujii, Nerima-ku, Tokyo	Cash	5, 000 Yen
Akinobu Kojima	1-25-9-503, Sendagaya, Shibuya-ku, Tokyo	Cash	5, 000 Yen
Kazuo Nakata	2-24-6, Higashi-tamagawa, Setagaya-ku, Tokyo	Cash	5, 000 Yen
Tadashi Yasuhara	5-2-22, Eda-nishi, Aoba-ku, Yokohama-shi, Kanagawa	Cash	5, 000 Yen
Makoto Yoshie	4-4-6, Motobuto, Urawa-ku, Saitama-shi, Saitama	Cash	5, 000 Yen
Japan District, Kiwanis International	2-3-2, Uchikanda, Chiyoda-ku, Tokyo	Cash	3, 000, 000 Yen

(Endowment)

Section 6 The assets listed in appendix 1 shall be the endowment of KJF to carry out its activities.

- 2 The endowment is to be administered with the care of good managers. The approvals by the Board of Trustees and the Board of Councilors are needed, when a part of the endowment is to be disposed of or to be excluded.

(Administrative Year)

Section 7 The administrative year of KJF starts on October 1 and ends on September 30 of the following year.

(Action Plan and Budget)

Section 8 The action plan and the budget of KJF shall be prepared by President and approved by the Board of Trustees before each administrative year starts. This shall be the same when making alterations.

- 2 The action plan and the budget shall be kept in the office until the end of each administrative year.

(Report on the Activities and Statement of Accounts)

Section 9 Report on the activities and statement of accounts shall be prepared by the President, undergo an audit by Auditors, be approved by the Board of Trustees, and be submitted to the Regular Councilors Meetings, where agendas (1) and (2) must be reported, and agendas (3) through (6) must be approved.

- (1) Report on the Activities
- (2) Attachment to the Report on the Activities
- (3) Balance Sheet
- (4) Statement of Profit and Loss
- (5) Attachment to the Balance Sheet and Statement of Profit and Loss
- (6) List of Assets

- 2 Along with the documents reported or approved in accordance with the previous section, following documents shall be kept in the office for five years and laid open for public viewing. The Articles of Incorporation shall also be kept in the office and laid open for public viewing.

- (1) Audit Report
- (2) Roster of Trustees, Auditors, and Councilors
- (3) Document stating the non-payments for Trustees, Auditors, and Councilors
- (4) Documents stating administrative structure, outline of activities, and important statistics related to them

(Calculation of Assets for Public Interest)

Section 10 In accordance with Section 48 of Ordinance for Enforcement of Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations, President shall record the amount of the assets acquired for the purpose of public interest every year in the document of the previous section, Paragraph 2, Item (4).

#### Article 4 Councilors

(Councilors)

Section 11 There shall be at least three (3) and no more than eleven (11) Councilors in KJF, based on criteria stated in KJF regulations.

(Appointment and Dismissal of Councilors)

Section 12 Appointment and dismissal of Councilors shall be conducted by the Councilor Nomination Committee.

2 The Councilor Nomination Committee shall consist of totally five (5) members: one (1) Councilor, one (1) Auditor, one (1) employee, two (2) outside members (non-Kiwanians) appointed under the following paragraph.

3 Outside members of the Councilor Nomination Committee shall be people who meet the following requirements and are to be appointed by the Board of Trustees.

- (1) People who do not have any interests in KJF and its related organization.
- (2) People who have not been as described in (1) in the past.
- (3) People who is not the spouse, relatives or an employee of the person who is disqualified under (1) and (2) above.

4 Candidates for Councilors to be submitted to the Councilor Nomination Committee can be recommended by the Board of Trustees or the Board of Councilors. The detailed rules of the operation of the Councilor Nomination Committee shall be determined by the

Board of Trustees.

5 The following information on each recommended candidate shall be provided to the Councilor Nomination Committee.

- (1) Biography of the Candidate
- (2) Reason for Recommending as a Candidate
- (3) Relationship between the Candidate and KJF Trustees, Auditors and Councilors
- (4) Concurrent posts a candidate currently occupies

6 A majority of the committee members of the Councilor Nomination Committee shall constitute a quorum, and a majority of the valid vote cast shall determine the nomination. However, at least one (1) outside member must be present and at least one (1) outside member must agree.

7 In case the number of Councilors falls below the minimum set forth in Section 11, Councilor Nomination Committee may provide alternative candidates who could fill the vacancies.

8 In such event described in the previous paragraph, Councilor Nomination Committee must determine the following as well.

- (1) The names of the alternates.
- (2) In selecting alternate(s) filling the possible vacancy of specific Councilor(s), the name of that specific Councilor(s) is to be determined as well.
- (3) In selecting more than one alternates to fill the possible vacancy, the order of nomination is to be determined as well.

9 The nomination of any alternate for Councilor specified in Paragraph 7 shall be valid until Regular Councilor Meeting of the last administrative year within four (4) years after the decision.

(Term)

Section 13 The term of a Councilor shall be until the Regular Councilors Meeting held in the last administrative year within four (4) years after the appointment.

2 The term of a Councilor appointed to fill a vacancy shall be until the end of the original Councilor's term.

3 In case the number of Councilors falls below the minimum set forth in Section 11, Councilors whose term have expired or who have resigned should hold their rights and duties as Councilors until their successors are duly elected and qualified.

(Payments to Councilors)

Section 14 Councilors shall not be paid.

## Article 5 The Board of Councilors

(Composition)

Section 15 The Board of Councilors shall consist of all the Councilors.

(Responsibilities and Duties)

Section 16 The Board of Councilors determines the following.

- (1) Appointment and dismissal of Trustees and Auditors
- (2) Approval of financial statements
- (3) Approval of Amendment of the Articles of Incorporation
- (4) Disposition of remaining assets
- (5) Approval of disposal or exclusion of a part of the Endowment
- (6) Any other matters that the Japanese laws or the Articles of Incorporation stipulate as to be determined by the Board of Councilors.

(Councilors Meetings)

Section 17 The Board of Councilors shall hold its Regular Councilors Meeting once (1) each administrative year within three (3) months after the start of the administrative year and may hold special meetings whenever necessary.

(Calling)

Section 18 Unless otherwise stipulated by the Japanese laws, the Councilors Meeting shall be called by the President upon approval by the Board of Trustees.

- 2 Any Councilor may request President to call a Councilors Meeting by presenting the agenda of the meeting and the reason.

(Determinations)

Section 19 A majority of the Councilors who do not have any interest regarding the proposed agenda shall constitute a quorum. A majority vote of the valid votes cast shall determine the item of agenda unless a greater vote is specifically required by the Japanese laws or the Articles of Incorporation.

- 2 Regardless of the previous paragraph, following items of agenda

must be determined by the vote of at least two-thirds (2/3) of the Councilors who do not have any interest regarding the items.

- (1) Dismissal of an Auditor
- (2) Amendment of the Articles of Incorporation
- (3) Approval of disposal and exclusion regarding the endowment
- (4) Other items stipulated by the Japanese laws

3 When appointing Trustees or Auditors, determinations prescribed in the first paragraph must be made per each candidate. If there are more candidates than positions to be filled, appointments shall be made from those who obtain higher votes among those who obtained majority votes, until all the positions are filled.

(Minutes)

Section 20 Minutes of each Councilors Meeting shall be made as stipulated by the Japanese laws.

2 Councilors who attended the meeting shall sign and place his/her seal on the Minutes described in the previous paragraph.

## Article 6 Officers

(Installation of Officers)

Section 21 KJF shall have the following officers:

- (1) At least three (3) and not more than ten (10) Trustees, based on criteria stated in KJF regulations.
- (2) At most two (2) Auditors

2 One (1) of the Trustees shall be the President.

3 At most three (3) of the Trustees other than the President shall be Managing Trustees.

4 The President in Paragraph 2 shall be the legal Representative Trustee required by the Ordinance for Enforcement of Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations.

(Appointment of Officers)

Section 22 Trustees and Auditors shall be appointed upon determination by the Board of Councilors.

2 The President and Managing Trustees shall be chosen from among the Trustees by the Board of Trustees.

(Responsibilities and Duties of the Trustees)

Section 23 The Trustee constitutes the Board of Trustees and shall execute the responsibilities and duties in accordance with the stipulation of the Japanese laws and the Articles of Incorporation.

- 2 The President represents KJF and executes his/her responsibilities and duties in accordance with the stipulation of the Japanese laws as well as the Articles of Incorporation, Managing Trustees execute their responsibilities and duties based on the determination by the Board of Trustees.

(Responsibilities and Duties of the Auditors)

Section 24 The Auditors audits Trustee's execution of responsibilities and duties and make a report as stipulated by the Japanese laws.

- 2 The Auditor may request reports from Trustees and employees regarding their operations whenever necessary, to scrutinize the operations and assets of KJF.

(Term of Officers)

Section 25 The term of each Trustee shall be until the Regular Councilors Meeting of the administrative year that ends within two years after the Trustee is appointed.

- 2 The Term of each Auditor shall be until the Regular Councilors Meeting of the administrative year that ends within four years after the Auditor is appointed.

- 3 The term of a Trustee or an Auditor appointed to fill a vacancy shall be until the end of the term of the predecessor.

- 4 When the number of Trustees or Auditors falls below the minimum set forth in Section 21, Trustees or Auditors shall hold their rights and duties as Trustees or Auditors until their successors are duly elected and qualified.

(Dismissal of Officers)

Section 26 Trustees and Auditors, who fall under the following categories, shall be dismissed upon determination by the Board of Councilors.

- (1) Who violates or neglects the responsibilities and duties.
- (2) Who has difficulty or inability in carrying out the responsibilities and duties due to impairment of physical or mental health.



(Payments)

Section 27 Officers shall not be paid.

## Article 7 The Board of Trustees

(Composition)

Section 28 The Board of Trustees shall consist of all the Trustees.

(Responsibilities and Duties)

Section 29 The Board of Trustees shall carry out the following duties:

- (1) Determination of the operations of KJF
- (2) Surveillance of performance of the Trustees
- (3) Appointment and dismissal of the President and Managing Trustees
- (4) Formulation of detailed rules for the operation of KJF

(Calling)

Section 30 The Board of Trustees shall be called by the President.

- 2 If President is missing or cannot function due to an accident, the Board of Trustees may be called by any one of the Trustees.

(Determination)

Section 31 A majority of the Trustees who do not have any interest regarding the proposed agenda shall constitute a quorum, and a majority of the valid votes cast shall determine the items of agenda.

(Minutes)

Section 32 Minutes of the Meeting of the Board of Trustees shall be made as the Japanese laws stipulate.

- 2 Trustees and Auditors who attended the meeting shall sign and place his/her seal on the Minutes described in the previous paragraph.

## Article 8 Amendment of the Articles of Incorporation and Dissolution

(Amendment of the Articles of Incorporation)

Section 33 The Articles of Incorporation may be amended by the determination of the Board of Councilors.

- 2 The previous prescription applies to Sections 3, 4, and 12 of the

## Articles of Incorporation.

### (Dissolution)

Section 34 KJF shall be dissolved when it cannot carry out the activities due to loss of the endowment or may be dissolved in accordance with the provisions of the Japanese laws.

### (Donation Accompanying with Revocation of Public Interest Incorporation Approval)

Section 35 If KJF is revoked of its public interest incorporation approval, or evaporates by amalgamation (unless the corporation inheriting its rights and duties is a public interest incorporation), its assets corresponding to the amount of remains of needed assets for public interest shall be donated to a corporation, nation or a local public organization listed on Article 5 Section 17 of Ordinance for Endorsement of Act on Authorization of Public Interest Incorporated Association and Public Interest Incorporated Foundations within one month after revocation of public interest incorporation approval or amalgamation.

### (Reversion of Remaining Assets)

Section 36 When KJF is liquidated, the remaining assets are to be donated, by the decision of the Board of Councilors, to an organization stipulated in Article 5 Section 17 of Ordinance for Endorsement of Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations, to the Japanese Government, or to a local Government.

## Article 9 Method of Public Announcement

### (Method of Public Announcement)

Section 37 Method of Public Announcement of KJF shall be through the official gazette.

## Article 10 Consent of Kiwanis International

### (Consent of Kiwanis International Board of Trustees)

Section 38 The Articles of Incorporation and all of its amendments or additions shall not be effective without the consent of the

International Board of Trustees.

2. The Corporation will at all times abide by the Bylaws, Policies, and Procedures of Kiwanis International, insofar as any provision of such governing documents may be applicable and insofar as they are compatible with Japanese law.
3. The corporation will comply with all conditions and requirements that Kiwanis International may prescribe, including amendment of these Articles.

#### Supplementary Provisions

1 The Articles of Incorporation are enforced from the date of government approval.

2 The President, Councilors, Trustees, and Auditors at the time of the establishment of KJF prescribed in Paragraphs 3 through 6 of these supplementary provisions shall be appointed by the Founders in Section 5, regardless of the prescription in Sections 12 and 22 of the Article of Incorporation.

3 The President at the time of the establishment of KJF shall be Mitsuaki Sato

4 The Councilors at the time of the establishment of KJF shall be as follows.

Councilor	Akinobu Kojima
Councilor	Yoshihei Iida
Councilor	Hiroyuki Todo
Councilor	Kiyoshi Kawajiri
Councilor	Kenji Yamada
Councilor	Mutsuo Yoshida
Councilor	Ryutaro Hizume
Councilor	Masataka Murai

5 The Trustees at the time of the establishment of KJF shall be as follows.

Trustee	Mitsuaki Sato
Trustee	Komao Hirose
Trustee	Shigeru Saito
Trustee	Akira Fujimine
Trustee	Michihiro Ozawa
Trustee	Kyoichi Ushijima

6 The Auditors at the time of the establishment of KJF shall be as follows.

Auditor Teruhisa Kimura

Auditor Tetsu Ito

- 7 Items not prescribed in the Articles of Incorporation shall be under the provisions of Ordinance for Enforcement of Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations and other Japanese laws.

The Founders' sign and seal prove that the Articles of Incorporation of Public Interest Incorporated Kiwanis Japan Foundation at the time of its foundation has been drawn by themselves.

November 15, 2010

Founder (Mitsuaki Sato)	Seal
Founder (Hiroshi Kawasaki)	Seal
Founder (Terushisa Kimura)	Seal
Founder (Akinobu Kojima)	Seal
Founder (Kazuo Nakata)	Seal
Founder (Tadashi Yasuhara)	Seal
Founder (Makoto Yoshie)	Seal
Founder Japan District, Kiwanis International	Seal
Representing Governor Tachio Ohori	Seal