

Articles of Incorporation

of

Approved Specified Non-profit Organization IVY

Chapter 1 General Rules

Name:

Article 1. This organization shall be called “*Nintei NPO Hōjin IVY*.” The English name shall be expressed as “Approved Specified Non-Profit Organization IVY” and abbreviated to “*Aibi*” or “IVY.”

Administrative Office:

Article 2. This organization shall establish an administrative office at 1-17-40 Aratate-cho, Yamagata-shi, Yamagata-ken.

(2) In addition to the administrative office noted in the preceding paragraph, this organization shall also establish a secondary office at 4-1-3 Ichiban-chō, Aoba-ku, Sendai-shi, Miyagi-ken.

Objectives:

Article 3. This organization is based in the region of Yamagata and, based on the following principles, aims to become involved in global issues and create a society in which all individuals of the world can live with dignity.

1. Be conscious of the fact that you are a global citizen and take action locally.
2. Recognize differences that include race, sex, profession, religion, and character. Respect unique regional wisdom and diverse cultures, and actively utilize them in endeavors.
3. Seek equality in economy, society, and human rights, and work to realize a just society.
4. Anticipate the diversity of potential possessed by individuals and strive to create new values.
5. Understand that volunteer activities present an opportunity for self-improvement and give back to people, your family, your workplace, and community through the experiences and knowledge you gain through those activities.
6. Endeavor to support environmental conservation, organic farming, and recycling activities, and create a recycling-based society to protect a sustainable global environment.

Types of Specified Non-profit Activities:

Article 4. To achieve the objectives set forth in Article 3, this organization shall carry out Article 2 of Attached Schedule 1 (activities for the promotion of health, medical treatment, or welfare), Attached Schedule 2 (activities for the promotion of social education), Attached Schedule 7 (activities for the conservation of the environment), Attached Schedule 8 (activities for disaster relief), Attached Schedule 10 (activities for the protection of human rights or promotion of peace), Attached Schedule 11 (activities for international cooperation), and Attached Schedule 19 (administration of organizations that engage in the above activities or provision of liaison, advice, or assistance in connection with the above activities) in the Law to Promote Specified Nonprofit Activities.

Types of Operations Related to Activities:

Article 5. This organization shall engage in the following operations as undertakings related to specified non-profit activities to achieve the objectives set forth in Article 3.

- 1) Swift and appropriate cooperation to combat circumstances of global hardship
- 2) Disaster relief activities in Japan and abroad
- 3) Assistance for non-Japanese, etc. permanently residing in Japan
- 4) International understanding/environmental education that cultivates global citizens
- 5) Public relations activities through the issuance of newsletters, publications, etc. and mass media, etc. to seek the understanding and support of ordinary citizens regarding the execution of the operations set forth in 1)–4)
- 6) Information exchange, liaison and coordination, and cooperation with related organizations and relevant prefectural and international entities, and support for other organizations carrying out operations that realize the objectives of this organization
- 7) Other operations necessary to achieve the objectives of this organization

Types of Profit-making Operations and Other Matters Related to Profit-making Operations:

Article 5-2. This organization shall conduct the following profit-making operations to achieve the objectives set forth in Article 3.

- 1) Sales of handcrafts, foods, etc. from various areas of the world
- 2) Other operations

Chapter 2 Membership

Types of Membership:

Article 6. Members of this organization shall be of the following 2 types. A full member shall be considered staff in accordance with the Law to Promote Specified Nonprofit Activities (hereafter, Law).

- 1) Full Member: An individual or group that joins in agreement with the objectives of this organization, carries out activities, and has the right to vote in a general assembly.
 - 2) Supporting Member: An individual or group that joins in agreement with the objectives of this organization and supports operations, but does not have the right to vote in a general assembly.
- (2) Regulations related to membership not prescribed in these Articles of Incorporation shall be separately prescribed in the general assembly.

Joining:

Article 7. An individual or group intending to become a member shall fill out a designated membership application and pay the membership fee to become a member.

Membership Fee:

Article 8. Members shall pay a membership fee separately prescribed in the general assembly.

Membership Disqualification:

Article 9. In any of the following instances, a member shall lose their membership.

- 1) When a member withdraws membership
- 2) When an individual either dies or has been declared missing
- 3) When a legal entity or organization has disbanded or is insolvent
- 4) When payment of the membership fee has been in arrears for 1 year or more without reasonable excuse and there is no response within an adequate period even when notification is made
- 5) When membership is dismissed

Withdrawal:

Article 10. Members intending to withdraw from this organization may voluntarily withdraw by submitting a notification of withdrawal to the board of directors. Rejoining shall not be rejected.

Dismissal:

Article 11. If any of the following instances apply to a member, after being given the opportunity in advance for defense, that member may be dismissed based on a decision by the board of directors.

- 1) When laws, these Articles of Incorporation, or membership regulations have been violated
- 2) When an act has been committed that dishonors this organization or violates the objectives of this organization

Non-refunding of the Membership Fee, etc.:

Article 12. This organization shall not refund membership fees already paid, or other donated money or goods.

Chapter 3 Officers

Types and Numbers:

Article 13. This organization shall establish the following officers.

- 1) Directors: 6 to 12
- 2) Auditors: 1 to 2
- (2) 1 director shall be appointed representative director, and 1 director shall be appointed vice representative director.

Selection:

Article 14. Recommendations from 2 or more directors shall be accepted, and officers shall be selected from among the full members (in the case of a group, that group's representative) at the general assembly.

(2) The representative director and vice representative director shall be selected by the board of directors from among its members.

(3) Individuals to which any of the items in Article 20 of the Law apply are ineligible to become an officer of this organization.

(4) Officers may not include more than one person who is a spouse or relative within the third degree of familial kinship of any one officer, and said officer and his/her spouse and relatives within the third degree of familial kinship may not constitute more than one-third of the total number of officers.

(5) An auditor may not concurrently serve as a director, head of the administrative office, or staff of this organization.

Duties:

Article 15. The representative director shall represent this organization and work for its smooth operation.

(2) The vice-representative director shall assist the representative director and act on his/her behalf when s/he is in an accident or otherwise unavailable.

(3) The directors shall form a board of directors and execute the operations of this organization based on the provisions in these Articles of Incorporation, and decisions made by the general assembly and board of directors.

(4) An auditor shall carry out the following duties.

- 1) Audit the status of duties executed by the directors
- 2) Audit the status of the property owned by this organization
- 3) When dishonest behavior related to this organization's operations or property, or material facts that violate laws or these Articles of Incorporation are discovered as a result of the audit conducted in accordance with the stipulations set forth in the preceding 2 items, report such information to the general assembly or the appropriate authorities
- 4) Convene the general assembly when necessary in order to report the information set forth in the preceding item
- 5) State opinions on the status of the operations executed by the directors and the status of the property owned by this organization to the directors, or request a convocation of the board of directors

Terms:

Article 16. The term for officers shall be 2 years and it shall be renewable.

(2) The term for an officer selected as a substitute or to increase the number of officers shall be the remaining term of the predecessor or present officer.

(3) Even after an officer resigns or his/her term of service is expired, that officer must carry out his/her duties until the successor assumes office.

Filling a Vacancy:

Article 17. When there is a vacancy that exceeds one-third of the designated number of directors or auditors, this vacancy must be filled without delay.

Dismissal:

Article 18. When any of the following items apply to an officer, after being given the opportunity for defense, s/he may be dismissed from office based on a two-thirds majority vote at the general assembly.

- 1) When the execution of duties is recognized as being a strain due to physical or mental disability
- 2) When a violation of obligations in the course of carrying out duties has been recognized
- 3) When any other behavior unbecoming of an officer has been recognized

Remuneration:

Article 19. Full-time officers or officers of equivalent status may be salaried within the budget in accordance with a decision by the board of directors. All other officers shall be unsalaried.

- (2) The number of salaried officers set forth in the preceding paragraph must be less than one-third of the total number of officers.
- (3) Officers may be reimbursed for costs required to execute their duties.

Chapter 4 Advisors

Advisors:

Article 20. This organization may have a small number of advisors.

- (2) Advisors shall be recommended by the board of directors and engaged in writing by the representative director.
- (3) Advisors may attend board meetings and respond to inquiries by the representative director regarding operations.

Chapter 5 General Assembly

Composition:

Article 21. The general assembly shall be composed of full members.

- (2) Supporting members may attend the general assembly and express opinions.
- (3) There shall be 2 types of general assembly, an ordinary general assembly and an extraordinary general assembly.

Functions:

Article 22. In addition to the matters prescribed in these Articles of Incorporation, the general assembly shall determine the following matters related to administration of this organization.

- 1) Project planning, determination of the activities budget, and their revisions
- 2) Approval of project reports and the statement of accounts for activities
- 3) Other matters that the board of directors determines as issues that should be handled by the general assembly

Holding a General Assembly:

Article 23. An ordinary general assembly shall be held once a year.

- (2) An extraordinary general assembly shall be held in the following instances.
 - 1) When the board of directors deems it necessary and requests a convocation
 - 2) When a written request for convocation that states the purpose of the meeting is made by one-fifth or more of full members
 - 3) When the auditors call for a convocation based on stipulations set forth in Item 4, Paragraph 4 of Article 15

Convocation:

Article 24. The representative director shall call the convocation, excluding instances where the general assembly is convened by an auditor in accordance with Item 3, Paragraph 2 of the preceding article.

- (2) When there is a request based on the stipulations set forth in Item 1 or Item 2 in Paragraph 2 of the preceding article, the representative director must convene a general assembly within 20 days from that call for a convocation.
- (3) When a general assembly is called, a written notification of convocation must be issued to full members at least 7 days prior to the convocation that states the date and time, venue, and matters for deliberation.

Selection of a Presiding Officer:

Article 25. A presiding officer for the general assembly shall be selected from the full members in attendance at that general assembly.

Quorum:

Article 26. A general assembly cannot be held unless one-third or more of full members are in attendance.

Resolutions, etc.:

Article 27. In addition to the matters separately prescribed by these Articles of Incorporation, general assembly proceedings shall be determined by a majority of full members in attendance. When there is an equal number of votes, the presiding officer shall decide the issue.

Voting Rights, etc.:

Article 28. Each full member shall have equal voting rights.

(2) A full member unable to attend the general assembly due to unavoidable reasons may delegate another full member in attendance to vote for him/her by proxy. In addition, a vote may be cast in writing when notification of the matter in question is made in advance.

(3) A full member who votes in accordance with the stipulations set forth in the previous paragraph shall be regarded as in attendance at the general assembly through application of Article 26, Article 27, and Article 44.

(4) A full member who has as specific interest in a general assembly resolution may be included in the proceedings for that resolution.

Minutes:

Article 29. Minutes stating the following matters must be drawn up for general assembly proceedings.

- 1) Date, time, and venue
- 2) Total number of full members and number of persons in attendance (if there are officers voting in writing or by proxy, their numbers shall be noted.)
- 3) Matters for deliberation
- 4) Summary of proceedings progress and outcome of resolutions
- 5) Matters related to selection of persons to sign the minutes

(2) The minutes must be signed by the presiding officer and 2 or more persons selected at the general assembly from members in attendance.

Chapter 6 Board Meetings

Composition:

Article 30. A board meeting shall be composed of directors.

(2) There shall be 2 types of board meetings, an ordinary board meeting and an extraordinary board meeting.

Functions:

Article 31. In addition to the matters prescribed in these Articles of Incorporation, the board meeting shall determine the following matters.

- 1) Project planning, and necessary minor and emergency revisions to the income and expenditure budget
- 2) Matters to be handled at the general assembly
- 3) Matters related to the execution of issues determined at the general assembly
- 4) Other matters related to the execution of this organization's operations that do not require a general assembly resolution

Holding a Board Meeting:

Article 32. The date and time of an ordinary board meeting shall be determined by a resolution of the board meeting.

(2) An extraordinary board meeting shall be held in the following instances.

- 1) When the representative director deems it necessary
- 2) When a written request stating the purpose of the meeting is made by more than one-third of the current number of directors
- 3) When an auditor calls for a convocation based on the stipulations set forth in Item 5, Paragraph 4 of Article 15

Convocation:

Article 33. The representative director shall call for the board meeting.

(2) When there is a request based on the stipulations set forth in Item 2 or Item 3 in Paragraph 2 of the preceding article, the representative director must convene a board meeting within 20 days from that call for a convocation. If the representative director does not do so within that period, the person making the request may convene a board meeting on his/her own.

(3) When a board meeting is called, a written notification of convocation or notification by email must be issued to the directors at least 7 days prior to the convocation that states the date and time, venue, and matters for deliberation.

Selection of a Presiding Officer:

Article 34. The representative director shall serve as the presiding officer for the board meeting.

Resolutions, etc.:

Article 35. A board meeting may be held without a majority of the current number of directors in attendance.

(2) Board meeting proceedings shall be determined by a two-thirds majority vote of directors in attendance.

Voting Rights, etc.:

Article 36. Each director shall have equal voting rights.

(2) A director unable to attend a board meeting due to unavoidable reasons may cast a vote in writing or by email when notification of the matter in question is made in advance. In addition, s/he may delegate another director to vote for him/her by proxy.

(3) A director who votes in accordance with the stipulations set forth in the previous paragraph shall be regarded as in attendance at the board meeting through application of Paragraph 2 of the preceding article.

Minutes:

Article 37. Minutes stating the following matters must be drawn up for board meeting proceedings.

- 1) Date, time, and venue
- 2) Total number of directors, number of persons in attendance, and names of attendees (if there is a director voting in writing or voting by proxy that shall be noted.)
- 3) Matters for deliberation
- 4) Summary of proceedings progress and outcome of resolutions

- 5) Matters related to selection of persons to sign the minutes
- (2) The minutes must be signed by the presiding officer and 2 or more directors.

Chapter 7 Assets and Accounts

Composition of Assets:

Article 38. The assets owned by this organization shall be composed of the following.

- 1) Assets stated in the inventory of property from the time of establishment
- 2) Membership fees
- 3) Donated money and goods
- 4) Income generated from assets
- 5) Income stemming from operations
- 6) Other income

Asset Management:

Article 39. Assets owned by this organization shall be managed by the representative director. The method of management shall be separately stipulated through board meeting resolutions.

Payment of Expenses:

Article 40. Expenses for this organization shall be paid from assets.

Project planning and Activities Budget:

Article 41. Project planning and the consequent activities budget for this organization must be drawn up by the representative director prior to the start of each fiscal year and approved by the board of directors.

- (2) Project planning and the activities budget that are approved by the board of directors in accordance with the stipulations set forth in the preceding paragraph must be passed by the first general assembly following the start of that fiscal year.
- (3) Necessary minor or emergency revisions made during the fiscal year to project planning and the activities budget may be carried out through board meeting resolutions.
- (4) When revisions are made to project planning and the activities budget in accordance with the preceding paragraph, the board of directors shall be so informed in the first general assembly held following said revisions.

(5) Until the authorization from the general assembly set forth in Paragraph 2 of this article is acquired, this organization shall carry out operations utilizing the project planning and activities budget approved by the board of directors as set forth in Paragraph 1 of this article, notwithstanding the stipulations in Paragraph 1 of Article 22.

Operations Reports and Statement of Accounts:

Article 42. Documents for this organization related to accounts, such as operations reports, inventory of property, balance sheets, and activities accounts, shall be drawn up by the representative director without delay following the conclusion of the fiscal year, and after being audited by the auditors and voted on by the board of directors, must be approved at the ordinary general assembly following the conclusion of said fiscal year.

(2) The operations reports, inventory of property, balance sheets, and activities accounts that were voted on as set forth in the preceding paragraph must be submitted to the appropriate authorities for this organization within 3 months after the conclusion of said fiscal year, along with a list of officers from the previous fiscal year, the names of officers who received remuneration, and a list of 10 or more names of staff. In addition, these documents must be kept at the administrative office until the last day of the fiscal year 2 years hence.

Fiscal Year:

Article 43. The fiscal year for this organization shall begin on April 1st of each year and end on March 31st of the following year.

Chapter 8 Revisions and Dissolution of the Articles of Incorporation

Revisions to the Articles of Incorporation:

Article 44. Revisions to these Articles of Incorporation require the passage of a resolution by a three-fourths majority of full members in attendance at the general assembly and certification by appropriate authorities, excluding the minor matters stipulated in Paragraph 3, Article 25 of the Law.

Dissolution, etc.:

Article 45. This organization shall be dissolved for the following reasons.

- 1) A resolution by the general assembly

- 2) The inability to succeed in operations related to the specified non-profit activities that are this organization's objectives
 - 3) An insufficient number of full members
 - 4) Merger
 - 5) Insolvency
 - 6) Revocation of certification of establishment by appropriate authorities
- (2) When this organization is dissolved due to reasons set forth in Item 1 of the preceding paragraph, the dissolution must be sanctioned by a three-fourths majority of full members.
- (3) When this organization is dissolved due to reasons set forth in Item 2 of Paragraph 1, approval must be obtained from the appropriate authorities.

Assignment of Residual Assets:

Article 46. Residual assets that exist at the dissolution of this organization shall be donated to a specified non-profit organization that has similar objectives, following the passage of a resolution in the general assembly by a three-fourths majority of full members.

Merger:

Article 47. When this organization merges with another specified non-profit organization, there must be a passage of a resolution in the general assembly by a three-fourths majority of full members and certification from appropriate authorities.

Chapter 9 Administrative Office

Establishment, etc.:

Article 48. An administrative office shall be established to conduct the affairs of this organization.

- (2) There shall be 1 head of the administrative office and necessary staff members in the administrative office.
- (3) The head of the administrative office and staff shall be appointed by the representative director through a vote by the board of directors.
- (4) The head of the administrative office and staff may concurrently serve as director.
- (5) Matters necessary to the structure and operations of the administrative office shall be separately prescribed by resolution in the board of directors.

Furnished Documents:

Article 49. The administrative office must keep the Articles of Incorporation and copies of documents related to its certification and registration at the head office.

Chapter 10 Miscellaneous

Public Announcements:

Article 50. Public announcements for this organization shall be written in an official publication.

By-laws:

Article 51. In addition to matters separately prescribed in these Articles of Incorporations, other matters necessary to the enforcement of these Articles of Incorporation shall be separately prescribed by the representative director through resolution in the board of directors.

Supplementary Provisions

1. These Articles of Incorporation shall be enforced from the day of establishment of this organization.
2. Membership fees for this organization at establishment shall be the following fees determined at the initial general assembly, notwithstanding the stipulations set forth in Article 8.

Annual Fee for Full Members: Individual (general) 10,000 yen for each subscription

(student) 3,000 yen for each subscription

Organization (NPO) 10,000 yen for each subscription

(non-NPO) 30,000 yen for each subscription

Annual Fee for Supporting Members: Individual (general) 10,000 yen for each subscription

(student) 3,000 yen for each subscription

Organization (NPO) 10,000 yen for each subscription

(non-NPO) 30,000 yen for each subscription

3. The following persons shall serve as officers for this organization at establishment, notwithstanding the stipulations set forth in Paragraph 1, Article 14. The term shall be from the day of establishment until June 30, 2001, notwithstanding the stipulations set forth in Paragraph 1, Article 16.

Representative Director: Norihiko Kuwayama

Vice Representative Director: Kieko Nishigami

Directors: Michiyo Adachi

Kyoko Igarashi
Naoki Edamatsu
Takuya Kataoka
Tsutomu Shoji
Tadashi Hirakawa

Auditor: Gonichiro Sato

4. The fiscal year for this organization at establishment shall be from the day of establishment until March 31, 2000, notwithstanding the stipulations set forth in Article 43.
5. Project planning, and the income and expenditure budget for the fiscal year for this organization at establishment shall conform to the provisions prescribed by the initial general assembly, notwithstanding the stipulations set forth in Paragraph 1 and Paragraph 2 of Article 41.

Supplementary Provisions

These Articles of Incorporations shall be enforced from the day of certification by appropriate authorities (September 18, 2001).

Supplementary Provisions

These Articles of Incorporations shall be enforced from the day of certification by appropriate authorities (September 5, 2006).

Supplementary Provisions

These Articles of Incorporations shall be enforced from the day of certification by appropriate authorities (August 22, 2012).

Supplementary Provisions

These Articles of Incorporations shall be enforced from the day of certification by appropriate authorities (September 4, 2013).