

The articles of incorporation of the Japan Wildlife Conservation Society

Chapter 1: General provisions

Article 1: Name of the organization

The name of the Association in Japanese shall be: the specified non-profit corporation Yasei Seibutsu Hozenron Kenkyūkai.

The name of the Association in English shall be: the Japan Wildlife Conservation Society.

Article 2: Location of office

The office of the Association shall be located in Musashino City, Tokyo.

Chapter 2: Objectives and activities

Article 3: Objectives

The objectives of the Association shall be to contribute to the public benefit through research on wildlife conservation and implementing wildlife conservation projects.

Article 4: Types of non-profit activities

The Association engages in the following categories of specified non-profit activity:

Activities to conserve the environment

Article 5: Operations

In order to accomplish the objectives specified in Article 3, the Association engages in the following operations:

- (1) Holding workshops
- (2) Implementing projects on wildlife conservation
 - ① Surveys and policy recommendations
 - ② Support for activities in wildlife conservation in wildlife habitats
 - ③ Raising public awareness
 - ④ Participation in international conferences
- (3) Publishing newsletters

Chapter 3: Members

Article 6: Categories of member

The Association has the following two categories of membership. Ordinary members are awarded the right to vote at general meetings pursuant to the “Act on Promotion of Specified Non-profit Activities” (hereafter referred to as “the Act”).

- (1) Ordinary members: Individuals who endorse the objectives of the Association and can assist in the activities of the Association.
- (2) Supporting members: Individuals and groups who endorse the objectives of the Association but do not have the right to vote.

Article 7: Enrollment

1. A person who wishes to become a member of the Association shall submit an application form to the president of the Association and pay the enrollment fee and membership dues determined by the board of directors.
2. The president may grant admission to the Association when the application is submitted pursuant to paragraph 1 of this article.
3. If the president does not grant admission, he or she shall notify the person accordingly in writing together with a statement of the grounds for such decision.



Article 8: Enrollment fee and membership due

Members shall pay the enrollment fee and membership dues determined by the board of directors.

Article 9: Cessation of membership

If any of the following circumstances applies to a member, the membership ceases:

- (1) Submission of application for withdrawal from membership
- (2) Death of the individual member or dissolution of the group member
- (3) Membership dues unpaid for one year and failure to pay the dues after a formal demand of payment.
- (4) Expulsion

Article 10: Withdrawal from membership

A member may withdraw from the Association by manifestation of his or her intent of withdrawal in writing or by electronic means.

Article 11: Expulsion

In the following cases, the general meeting is permitted by affirmative vote at a general meeting of the Association to resolve to expel a member. In such a case, the general meeting shall grant the member in question an opportunity to state his or her case before the vote.

- (1) The member has violated the articles of incorporation
- (2) The member has damaged the reputation or acted against the purposes of the Association

Article 12: Refund of membership dues

Enrollment fees and membership dues are not refundable.

Chapter 4: Officers

Article 13: Officers

1. The Association shall have the following officers.
 - (1) Directors: The Association shall have three (3) or more directors.
 - (2) Comptrollers: The Association shall have one (1) or more comptrollers.
2. Directors shall include one (1) president. The Association may appoint vice-presidents where necessary.

Article 14: Election of officers

1. Officers shall be approved by the board of directors from among ordinary members.
2. The president and vice-president shall be elected by the board of directors from among directors.
3. No more than one (1) officer shall be the spouse or relative within the third degree of kinship of any of the officers. No more than one third of the officers shall be constituted by the officer, his/her spouse and/or relatives of the officer in the third degree of kinship.
4. The comptroller(s) shall not be permitted to serve as directors or employed personnel of the Association while acting as comptrollers.

Article 15: Duties of officers

1. The president shall represent the Association and control its operations.
2. The vice-president(s) shall assist the president, and may deputize the president when the president is unable to attend to his/her duties or in the event that his/her post has been vacated.
3. Directors shall organize the board of directors and determine the execution of operations pursuant to the articles of incorporation and based on resolutions of the board of directors.
4. The comptroller(s) shall perform the following duties:
 - (1) Overseeing the operations executed by the directors
 - (2) Auditing the assets of the Association

- (3) Reporting to the general meeting or the competent authorities any serious incidents pertaining to the operations or the assets of the Association, or violation of laws or the articles of incorporation discovered while carrying out duties (1) and (2) above.
- (4) Convening of a general meeting to report the result of the duty (3) above.
- (5) Expressing of opinions to the directors and requesting the convocation of board meetings concerning the directors' execution of the operations or the status of the assets of the Association.

Article 16: Tenures

1. The tenure of officers shall be two (2) years. Re-election is permitted.
2. The tenure of an officer elected to replace a retiring officer shall last until the end of the tenure of the retiring officer. The tenure of a member added to the board mid-term shall end with that of the incumbent officers.
3. Officer(s) shall continue to perform his/her duties until a new officer is elected even though tenure has expired or he/she has resigned.

Article 17: Filling an officer vacancy

If more than one third of the fixed number of directors or comptroller(s) has become vacant, those positions shall be supplemented without delay

Article 18: Dismissal of officers

In the following cases, officers may be dismissed by the passing of a resolution of the general meeting. Such officers shall be given the opportunity to defend themselves before the general meeting vote on the resolution:

1. An officer is found to be unable to perform the duties of an officer due to impaired mental or physical condition.
2. An officer has acted in violation of the stated duties as an officer or has otherwise acted in a manner unbecoming.

Article 19: Reimbursement of expenses

1. Officers may be reimbursed for expenses entailed in the performance of their duties.
2. The necessary requirements for the above shall be determined by the president through a resolution of a general meeting.

Articles 20: Secretariat and staff

1. The Association shall establish a secretariat with a secretary-general and other necessary staff. The Association may have a deputy secretary-general.
2. The president of the Association shall appoint the secretary-general and deputy secretary-general after a vote at a general meeting. Staff shall be appointed and dismissed by the president.
3. The necessary requirements concerning the organization and operation of the secretariat shall be determined by the president through a resolution of a general meeting.

Chapter 5: General meetings

Article 21: Categorization of general meetings

General meetings of the Association fall into two categories: ordinary general meetings and extraordinary general meetings.

Article 22: Constitution of general meetings

General meetings shall be constituted by ordinary members of the Association.

Article 23: Authorities of general meetings

General meetings consist of discussion and votes on resolutions covering the following matters:

- (1) Amendments to the articles of incorporation
- (2) Dissolution
- (3) Amalgamation
- (4) (deleted)
- (5) Business reports and account closing reports
- (6) Election and dismissal of officers
- (7) (deleted)
- (8) Other significant matters related to the affairs of the Association

Article 24: Convocation of general meetings

1. Ordinary general meetings shall be held once each year.
2. Extraordinary general meetings shall be held when any of the following circumstances apply:
 - (1) The board of directors agrees there is a need and requests the convening of an extraordinary general meeting.
 - (2) More than one third of the ordinary members request in writing that an extraordinary general meeting be held.
 - (3) Pursuant to Article 15, Paragraph 4(4), convocation is made by the comptroller(s).

Article 25: Convocation of general meetings

1. General meetings are convened by the president, except in the case pursuant to Article 24, Paragraph 2(3).
2. The president shall convene an extraordinary general meeting within fifty (50) days of the request pursuant to Article 24, Paragraph 2(1) and (2).
3. In order to convene a general meeting, notice must be given in writing at least five (5) days before the date of the meeting, indicating the purpose of the meeting, the date, time, venue, and agenda.

Article 26: Chair of general meeting

General meetings are chaired by the president or a director nominated by the president.

Article 27: Quorum

A general meeting is constituted when at least one-third of ordinary members are in attendance.

Article 28: Voting

1. Matters requiring voting in a general meeting shall be announced in advance pursuant to Article 25, Paragraph 3. However, a general meeting may vote on urgent items if more than half of the ordinary members in attendance agree.
2. Unless specifically stipulated otherwise, resolutions are passed by affirmative majority vote of the ordinary members in attendance. In case of a tie the chair shall cast the deciding vote.

Article 29: Voting rights

1. Each ordinary member has one vote.
2. An ordinary member who is unable to attend a general meeting for unavoidable reasons may vote on matters notified in advance in writing or by electronic means or may appoint another ordinary member as proxy.
3. For the cases in the preceding paragraph, the member is deemed to have attended the meeting with regard to the application of Article 27, Article 28, and Article 30, Paragraph 1
4. An ordinary member who is deemed to have a personal interest in a resolution may not participate in the vote.

Article 30: Meeting minutes

1. With respect to the proceedings at general meetings, meeting minutes must be prepared stating the following matters:
 - (1) Date, time, and venue of the meeting

- (2) Number of ordinary members of the Association and number of ordinary members present at the meeting (including members who voted in writing, by electronic means or by proxy)
 - (3) Agenda
 - (4) Course of proceedings and the results of the resolutions
 - (5) Matters related to the election of the signatories of the minutes
2. Meeting minutes must be signed with the names and seals of the chair and at least two (2) signatories elected at the general meeting.

Chapter 6: The board

Article 31: Constituents of the board

The board is constituted by the directors.

Article 32: Authority of the board

Besides matters stipulated separately in these articles of incorporation, the board may make resolutions on the following matters:

- (1) Matters to be referred to general meetings
- (2) Matters concerning the execution of resolutions of general meetings
- (3) Other matters required for the operating of the affairs of the Association and which do not require resolutions at general meetings

Article 33: Convocation of board meetings

Board meetings shall be held in one or more of the following situations:

- (1) The president deems it necessary to hold a board meeting
- (2) More than one-third of the directors requests the convocation of a board meeting in writing
- (3) The comptroller(s) request the convocation of a board meeting pursuant to Article 15, Paragraph 4(5).

Article 34: Convocation of board meetings

1. Board meetings shall be convened by the president.
2. The president shall convene a board meeting within thirty (30) days of the a request made pursuant to Paragraph 2 and 3 of the preceding article.
3. In order to convene a board meeting, notice must be given to the directors in writing or by electronic means at least three (3) days before the date of the meeting, indicating the date, time, venue, purpose, and agenda of the meeting.

Article 35: Chair

Board meetings shall be chaired by the president or a director nominated by the president.

Article 36: Resolutions of board meetings

1. Matters requiring voting in a board meeting shall be notified in advance pursuant to Article 34, Paragraph 3. However, a board meeting may decide by vote on urgent items if more than half of the board members in attendance agree.
2. Resolutions of board meetings shall be passed by affirmative majority vote of the directors in attendance. In case of a tie the chair of the meeting may cast the deciding vote.

Article 37: Voting rights

1. Each board member shall have one vote.
2. An ordinary member who is unable to attend a board meeting for unavoidable reasons may vote in writing on matters notified in advance.
3. For the cases in the preceding paragraph, the member shall be deemed to have attended the meeting with regard to the application of the preceding article and Paragraph 1 of the following article.
4. A board member who is deemed to have a personal interest in a resolution may not participate

in the vote.

Article 38: Meeting minutes

1. With respect to the proceedings at board meetings, meeting minutes must be prepared stating the following matters:
 - (1) Date, time, and venue of the meeting
 - (2) Total number of board members and the number of board members present at the meeting (including members voting in writing)
 - (3) Agenda
 - (4) Course of proceedings and the results of the resolutions
 - (5) Matters related to the election of the signatories of the minutes
2. Meeting minutes must be signed with the names and seals of the chair and at least two (2) signatories elected at the board meeting.

Chapter 7: Assets and accounts

Article 39: Constituents of assets

Assets of the Association consist of the following:

- (1) Founding assets
- (2) Enrollment fees and membership dues
- (3) Donations
- (4) Profits generated from assets
- (5) Profits from business operations
- (6) Other profits

Article 40: Type of assets

Assets of the Association are those concerning operations related to specified non-profit activities.

Article 41: Administration of assets

The administration of the assets shall be carried out by the president. Matters of asset administration shall be determined by resolution of the board.

Article 42: Principles of accounting

Accounting operations must be performed in accordance with the principles enumerated in the paragraphs of Article 27 of the Act.

Article 43: Type of accounting

Accounting of the Association shall be that for operations related to specified non-profit activities.

Article 44: Business plans and budgets

The business plan and the budget of the Association shall be prepared by the president and be approved by a resolution of the board.

Article 45: Provisional budget

1. Notwithstanding the preceding article, when the budget plan is not approved due to unavoidable reasons, the president is permitted after a resolution of the board to dispose of income and expenditure in accordance with the budget for the previous business year.
2. Disposition of income and expenditure referred to in the preceding paragraph shall be deemed income and expenditure of the newly established budget.

Article 46: Reserve fund

1. In order to cover budget overruns and non-budgeted expenditures, a reserve fund may be included in the budget.
2. The use of the reserve fund shall be approved by a resolution of the board.

Article 47: Increase and amendments of the budget

Increase of and amendments to the budget due to unavoidable circumstances occurring after the establishment of the budget shall be permitted after a resolution of the board.

Article 48: Business reports and account closing reports

The documents relating to account closing including the business report, statement of income and expenditure, balance sheet and asset schedules shall be drawn up by the president and, after being audited by the comptroller(s), be reported to and approved by the general meeting as soon as possible after the end of each business year.

2. Any surplus shall be carried over to the following year.

Article 49: Business year

The business year shall start on April 1 and end on March 31st of the following year.

Article 50: Expedient transactions

Those transactions not included in the budget such as loans or other new liabilities, or forfeit of assets shall be determined by the board.

Chapter 8: Amendments to the articles of incorporation and dissolution and amalgamation of the Association

Article 51: Amendments to the articles of incorporation

Amendments to the articles of incorporation may be made by the affirmative vote of two-thirds (2/3) or more of the ordinary members in attendance at the general meeting.
Approval by the competent authorities shall be obtained for all amendments except those listed in Article 25 Paragraph 3 of the Act.

Article 52: Dissolution

1. The Association may be dissolved for any of the following reasons:
 - (1) Resolution of the general meeting
 - (2) Inability to achieve the goals relating to specified non-profit activities
 - (3) Lack of ordinary members
 - (4) Amalgamation
 - (5) Bankruptcy
 - (6) Annulment of certificate of incorporation by the competent authorities
2. In case of dissolution for reason (1) above, the decision must be approved by at least three-quarters (3/4) of the ordinary members.
3. In case of dissolution for reason (2) above, approval by the competent authorities shall be obtained.

Article 53: Disposition of residual assets

Of the items stated in Article 11 paragraph 3 of the Act, residual assets after dissolution (excluding dissolution for reasons of amalgamation or bankruptcy) shall be signed over to the organization specified by the final general meeting which shall be a public service corporation or specified non-profit corporation.

Article 54: Amalgamation

When the Association seeks to amalgamate with another organization, the decision shall be made at a general meeting by the affirmative vote of at least three-quarters (3/4) of all ordinary members. The amalgamation shall also be approved by the competent authorities.

Chapter 9: Public notice

Article 55: Public notices

Public notices of the Association shall be posted in the official gazette “Kampō” as well as association bulletins.

Chapter 10: Miscellaneous

Article 56: Miscellaneous

Details not stated in these articles of incorporation shall be laid down by president after a decision by the board.

Chapter 11: Special advisors

Article 57: Special advisors

The Association may have special advisors appointed by the board. Special advisors may provide advice regarding the activities of the Association.

Chapter 12: President emeritus

Article 58: President emeritus

1. The Association may have a president emeritus.
2. The president emeritus shall be appointed by the president from among former presidents.
3. The president emeritus may respond to the president’s request for advice, and state his or her views to the president.

Complementary provisions

Article 1

These articles of incorporation take effect on the date of establishment.

Article 2

Officers at the founding are as follows:

President: Hideo Obara

Vice president: Yoshihiro Iwata

Director: Masaki Uramoto

Director: Hiroya Kawanabe

Director: Masayuki Sakamoto

Director: Shinichi Hayama

Director: Toshio Hiroi

Director: Isao Mototani

Director: Kumi Lee (Togawa)

Comptroller: Junichi Hayashi

Article 3

Irrespective of the stipulations of Article 44, the business plan and the income and expenditure budget at the time of founding shall be determined at the founding general meeting.

Article 4

Irrespective of the stipulations of Article 49, the business year at the time of founding commences on the founding date and continues until March 31, 2001.

Article 5

Irrespective of the stipulations of Article 8, the enrollment fee and membership dues are as follows:

- (1) Ordinary members: 0 yen for enrollment fee and 5,000 yen for annual membership dues
- (2) Supporting members: 0 yen for enrollment fee and 2,000 – 20,000 yen for annual membership

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Article 6

Irrespective of the stipulations of Article 16, the tenure of the officers at the time of founding shall commence on the founding date and continue until June 30, 2002.

These articles of incorporation take effect on the date of approval by the competent authorities.