

Articles of Incorporation of the Japanese Midwives Association

Japanese Midwives Association

Chapter 1 General Provisions

Name of Association

Article 1

The name of the Association shall be Koeki Shadan Hojin Nihon Josanshi Kai (hereinafter referred to as the “Association”), which shall be expressed in English as the Japanese Midwives Association.

Principal Office

Article 2

- 1 The principal office of the Association shall be located in Taito City, Tokyo.
- 2 The Association may, by resolution of the Board of Directors, establish a secondary office at a necessary location. The same shall apply to the case where a secondary office is changed or abolished.

Chapter 2 Purpose and Businesses

Purpose

Article 3

The purpose of the Association shall be to contribute to the realization of people’s healthy lives by developing and promoting activities in the field of midwifery and maternal and child health that respond to people’s needs in cooperation with Prefectural Midwives Associations, and to improve the quality of the midwifery profession based on expertise rooted in education and training of midwives, thereby promoting the creation of an environment in which midwives can continue to work with peace of mind.

Businesses

Article 4

- 1 The Association shall engage in the following businesses in order to achieve the purpose set forth in the preceding Article.
 - (1) Business related to the implementation of midwifery and maternal and child health services, and dissemination and awareness-raising activities therefor;
 - (2) Business related to the support of development of the next generation;
 - (3) Business related to the respect, promotion, and activities for reproductive health and rights;
 - (4) Business related to the quality assurance of midwifery services, and the development and improvement of the midwifery profession;
 - (5) Business related to international cooperation and exchange in the field of maternal and child health care;
 - (6) Business related to survey and research in the field of midwifery and maternal and child health;
 - (7) Business related to the promotion of public health and welfare by improving the working environment, etc., and welfare of midwives;
 - (8) Other business necessary for achieving the purpose set forth in the preceding Article.
- 2 The businesses set forth in the preceding paragraph shall be conducted nation-wide in Japan. Activities under the business set forth in item (5) of the preceding paragraph may also be conducted in foreign countries.

Chapter 3 Membership

Membership Categories

Article 5

The Association shall have the following four (4) membership categories.

- (1) Regular member: a midwife who is a member of a Prefectural Midwives Association and who has joined the Association in agreement with the purpose of the Association.
- (2) Special member: a person who was a regular member of the Association but became unable to work due to old age or poor health, and who has submitted the change of membership category to the President of the Association at her will via the Prefectural Midwives Association to which she belongs.
- (3) Honorary member: a person who has been elected by a regular member or a special member and recommended by the Board of Directors for her outstanding service to the Association, and who has been approved by the General Assembly with the consent of the person in question.
- (4) Supporting member: individuals, midwifery students, organizations, or companies other than midwives who agree with and support the businesses of the Association.

Admission

Article 6

A person or entity who intends to join the Association as a regular member or a supporting member shall apply for membership on an application form separately determined by the Board of Directors.

Article 7

A person who intends to join the Association as a regular member must submit an application for membership to the Association via the Prefectural Midwives Association to which she belongs.

Admission Fees and Membership Fees

Article 8

- 1 Regular members and special members shall pay admission fees and membership fees (hereinafter referred to as “Membership Fees, etc.”) in accordance with the membership fee rules determined at the General Assembly.
- 2 Supporting members shall pay supporting membership fees as separately provided for in the membership fee rules.

Rights of Members

Article 9

Regular members, special members, and honorary members may exercise the following rights of members set forth in the Act on General Incorporated Associations and General Incorporated Foundations (hereinafter referred to as the “Associations and Foundations Act”) to the Association in the same manner as representative members:

- (1) Rights set forth in Article 14, paragraph (2) of the Associations and Foundations Act (Inspection of Articles of Incorporation, etc.);
- (2) Rights set forth in Article 32, paragraph (2) of the Associations and Foundations Act (Inspection of Member Registries, etc.);

- (3) Rights set forth in Article 57, paragraph (4) of the Associations and Foundations Act (Inspection of Minutes of General Assembly Meetings, etc.);
- (4) Rights set forth in Article 50, paragraph (6) of the Associations and Foundations Act (Inspection of Document Certifying Representative's Authority to Represent);
- (5) Rights set forth in Article 51, paragraph (4) and Article 52, paragraph (5) of the Associations and Foundations Act (Inspection of Voting Cards, etc.);
- (6) Rights set forth in Article 129, paragraph (3) of the Associations and Foundations Act (Inspection of Financial Statements, etc.);
- (7) Rights set forth in Article 229, paragraph (2) of the Associations and Foundations Act (Inspection of the Balance Sheets, etc., of a Corporation in Liquidation, etc.); and
- (8) Rights set forth in Article 246, paragraph (3), Article 250, paragraph (3) and Article 256, paragraph (3) of the Associations and Foundations Act (Inspection, etc. of Merger Agreements, etc.)

Withdrawal

Article 10

Regular members and special members may voluntarily withdraw from the Association at any time by submitting a notice of withdrawal separately determined by the Board of Directors via the Prefectural Midwives Association.

Disciplinary Action (including Expulsion)

Article 11

- 1 If a member falls under any of the following items, disciplinary action (except for expulsion) may be taken by the Board of Directors subject to a resolution of two-thirds (2/3) or more of the directors. If it is planned to impose a recommendation to restrict or suspend midwifery services or expulsion as a disciplinary action on a member, the member shall be notified of the content of the disciplinary action with reasons thereof at least one (1) week prior to a relevant meeting of the Board of Directors, and shall be given an opportunity for explanation at such meeting before the resolution.
 - (1) when a member violates the Articles of Incorporation or any other rules of the Association;
 - (2) when a member has damaged the reputation of the Association or committed an act contrary to the purpose of the Association;
 - (3) when a complaint has been filed with the Association concerning midwifery services rendered by a member, and she has failed to respond to the complaint despite the Association giving her an instruction to remedy the complaint;
 - (4) when a member who is a midwife caused a serious medical accident (maternal death, fetal death, neonatal death, severe cerebral palsy, serious sequelae, etc.) due to negligence based on her own diagnosis and care, and her subsequent actions were inappropriate; or
 - (5) when there are other justifiable grounds for disciplinary action.
- 2 The Investigation and Disciplinary Committee shall be established to deliberate on whether or not to submit a case to the Board of Directors for its consideration as a matter of disciplinary action.
- 3 The types of disciplinary actions shall be as follows:
 - (1) Reprimand
 - (2) Improvement recommendation
 - (3) Compulsory training
 - (4) Recommendations to restrict and suspend midwifery services

(5) Expulsion

- 4 Expulsion of a member pursuant to item (5) of the preceding paragraph shall require a resolution of the Board of Directors to that effect that she is subject to expulsion and a majority vote of two-thirds (2/3) or more of the representative members at the General Assembly. In this case, the Association shall notify the member to that effect no later than one (1) week prior to the date when the General Assembly meeting to make a resolution of expulsion is held and must give her an opportunity for explanation at such meeting.
- 5 The Association shall not accept a notice of withdrawal of a member who is being subject to deliberation by the Safety Committee and the Investigation and Disciplinary Committee until the completion of such deliberation.
- 6 When a disciplinary action (including expulsion) is resolved pursuant to the provisions of paragraphs 1 and 4, the President shall notify the member to the effect that the disciplinary action (including expulsion) has been taken, and shall publish the facts that led to the disciplinary action and the details of the disciplinary action in the bulletin (Association's journal).

Loss of Membership

Article 12

In addition to the cases set forth in the preceding two Articles, a member who falls under any of the following items shall lose her membership:

- (1) when a member lost her status as a member of the Prefectural Midwives Association;
- (2) when a member has died or has been adjudged to be missing;
- (3) when an organization or corporation that is a member is dissolved;
- (4) when a member has failed to pay membership fees, etc., for one (1) year or more without justifiable grounds; and
- (5) when all representatives agree to it.

Rights and Obligations Associated with Loss of Membership

Article 13

- 1 If a member loses her membership pursuant to the provisions of Article 12, she shall lose her rights as a member to this Association and shall be discharged from her obligations as a member to this Association; provided, however, that she shall not be exempted from unfulfilled obligations.
- 2 Even if a member loses her membership, the Association shall not refund the admission fee, membership fee, and other contribution items already paid or given by the member.

Chapter 4 Specialized Sections

Specialized Sections

Article 14

- 1 The Association shall have the Midwifery Clinic Section, the Health Guidance Section, and the Hospital Midwives Section.
- 2 The Midwifery Clinic Section shall be composed of members who establish or operate midwifery clinics that primarily handle childbirth, shall consider matters relating to the activities of midwives who establish or operate midwifery clinics, and shall report to the Board of Directors.

- 3 The Health Guidance Committee shall be composed of members who are primarily engaged in health guidance, shall consider matters relating to the activities of midwives engaged in health guidance, and shall report to the Board of Directors.
- 4 The Hospital Midwives Section shall be composed of members who are primarily work in hospitals, shall consider matters relating to the activities of midwives working in hospitals, and shall report to the Board of Directors.
- 5 A regular member shall belong to any of the Midwifery Clinic Section, the Health Guidance Section, and the Hospital Midwives Section.
- 6 Necessary matters relating to the operation of each Section shall be determined by the President in the specialized section rules subject to a resolution of the Board of Directors.

Chapter 5 Participation in International Confederation of Midwives

Participation in International Confederation of Midwives

Article 15

The Association shall join the International Confederation of Midwives and hold a membership as its regular member.

Chapter 6 Representatives and Deputy-representatives

Number of Representatives, etc.

Article 16

- 1 The Association may have representatives. The number of representatives shall be two (2) for the electoral district of each prefecture whose regular members number 100 or less, and the number of representative shall increase by one (1) for every 100 additional regular members for a district whose regular members number is more than 100.
- 2 The representatives set forth in the preceding paragraph shall be regarded as members under the Associations and Foundations Act.
- 3 Representatives shall be elected by regular members in the representative election. The necessary rules to hold the representative election shall be determined by the Board of Directors.
- 4 A regular member may stand for the representative election.
- 5 In the representative election, every regular member has the right to elect representatives equally with other regular members. No director or the Board of Directors may elect representatives.

Term of Office of Representatives

Article 17

- 1 The term of office of a representative shall be a one (1) year period in the year following the year in which the representative is elected.
- 2 Notwithstanding the provisions of the preceding paragraph, a representative who, at the time of expiration of her term of office, has filed an action to rescind a resolution of the General Assembly, an action to dissolve of the Association, an action to enforce liability, or an action to dismiss an officer (Article 266, paragraph (1), Article 268, Article 278, and

Article 284 of the Associations and Foundations Act) (including cases where the representative requests the Association for the filing of an action as prescribed in Article 278, paragraph (1) of the same Act) shall not lose the status as the member until such action is concluded. (In this case, the representative shall not have voting rights on the election and dismissal of officers (Articles 63 and 70 of the same Act) and amendment of the Articles of Incorporation (Article 146 of the same Act).)

- 3 Even if the term of office of a representative expires, the representative must continue to perform her duties until her successor is elected and appointed.

Deputy-representative

Article 18

- 1 In preparation for the case where a vacancy arises among the representatives or a shortage occurs in the number of representatives, those who received many votes at the representative election may be appointed as deputy-representatives according to the election rules. The deputy-representatives in the number obtained by adding one (1) to the number of representatives elected from the electoral district of each prefecture may be successively advanced to become representatives. The term of office of a representative elected to fill the vacancy shall be until the expiration of the term of office of her predecessor representative who resigned before the expiration of her term of office.
- 2 A deputy-representative may exercise voting rights by proxy.
- 3 When a deputy-representative is to be elected, the following matters must also be determined:
 - (1) the fact that the candidate is a deputy-representative; and
 - (2) if the candidate is to be elected as a substitute representative for a particular representative, a statement to that effect and the priority among the substitute representatives.
- 4 The period for which the resolution on the election of deputy-representatives set forth in paragraph 1 is effective is until the conclusion of the Ordinary General Assembly meeting for the last business year ending within two (2) years after the resolution.

Loss of Status as Representative

Article 19

- 1 A representative may resign from the office of representative at her discretion at any time by submitting a notice of resignation.
- 2 In addition to the preceding paragraph, a representative shall lose her status as a representative due to the loss of membership of the Association prescribed in Article 12.

Remuneration of Representatives

Article 20

- 1 No remuneration shall be paid to representatives.
- 2 Representatives may be paid for expenses.
- 3 Necessary matters relating to the preceding paragraph shall be separately determined by the President subject to a resolution of the Board of Directors.

Chapter 7 General Assembly

Composition and Voting Rights

Article 21

- 1 The General Assembly shall consist of all representatives.
- 2 Each representative shall have one (1) vote at the General Assembly.
- 3 The General Assembly shall be regarded as the general assembly under the Associations and Foundations Act.

Authority of General Assembly

Article 22

The General Assembly shall adopt resolutions on the matters prescribed below:

- (1) Matters submitted to the General Assembly by the Board of Directors;
- (2) Appointment and dismissal of directors and auditors;
- (3) Matters concerning amendments to the Articles of Incorporation;
- (4) Amount of membership fees;
- (5) Amount of remuneration, etc., for directors and auditors;
- (6) Expulsion of a member;
- (7) Matters concerning the dissolution of the Association; and
- (8) Other matters prescribed in laws and regulations or the Articles of Incorporation as those to be resolved at a general assembly.

Ordinary General Assembly Meeting and Extraordinary General Assembly Meeting

Article 23

- 1 There shall be two General Assembly meetings of the Association; an Ordinary General Assembly meeting and an Extraordinary General Assembly meeting. An Ordinary General Assembly meeting shall be regarded as an annual general assembly under the Associations and Foundations Act, and an Extraordinary General Assembly meeting shall be regarded as an extraordinary general assembly under the same Act.
- 2 An Ordinary General Assembly meeting shall be held once every year.
- 3 An Extraordinary General Assembly meeting shall be held in cases falling under any of the following items:
 - (1) when the Board of Directors makes a resolution to hold an Extraordinary General Assembly meeting; or
 - (2) when one-tenths (1/10) or more of all representatives request an Extraordinary General Assembly meeting to be convened in writing stating the matters that are the purpose of the meeting and the reasons for convocation.
- 4 When it convenes a General Assembly meeting, the Association shall notify all representatives of the date, place, purpose, and matters to be discussed at the meeting by publicizing them no later than thirty (30) days prior to the meeting.

Panel of Chairpersons

Article 24

- 1 The General Assembly shall have a panel of chairpersons. The panel of chairpersons shall maintain order and organize the proceedings of the General Assembly.

- 2 The panel of chairpersons shall consist of three (3) persons elected from among the representatives.

Quorum

Article 25

The General Assembly shall be established with the attendance of two-thirds (2/3) or more of all representatives.

Resolution

Article 26

- 1 Except for the matters provided for in Article 49, paragraph (2) of the Associations and Foundations Act and the matters otherwise provided for in these Articles of Incorporation, the resolution of the General Assembly shall be made by a majority vote of all the representatives present.
- 2 Notwithstanding the provisions of paragraph 1, the following resolutions of the General Assembly shall be passed and adopted by a vote of two-thirds (2/3) or more of all representatives:
 - (1) Expulsion of a member;
 - (2) Dismissal of an auditor;
 - (3) Amendment of the Articles of Incorporation;
 - (4) Dissolution of the Association; and
 - (5) Other matters specified by laws and regulations.

Minutes

Article 27

- 1 The minutes of a General Assembly meeting shall be preserved in writing or in electronic or magnetic records pursuant to the provisions of the applicable Ministry of Justice Order.
- 2 The minutes must be signed or sealed by the members of the panel of chairpersons and or at least two (2) signatories of the minutes elected at the meeting.

Chapter 8 Officers, etc.

Officers

Article 28

- 1 The Association shall have the following officers:
 - (1) Fourteen (14) to eighteen (18) directors
 - (2) Two (2) to three (3) auditors
- 2 Of the directors, one (1) shall be the President, two (2) shall be vice presidents, no more than one (1) shall be senior director, no more than two (2) shall be permanent directors, one (1) shall be the director in charge of general affairs, one (1) shall be the director in charge of finance, three (3) shall be directors in charge of Specialized Sections, and no more than seven (7) shall be district directors.
- 3 One (1) auditor not a member of medical profession may be appointed.
- 4 The President set forth in paragraph 2 shall be regarded as the representative director under the Associations and Foundations Act, and all of the vice presidents, senior director, permanent directors, the director in charge of general affairs, the director in charge of

finance, directors in charge of Specialized Sections, and district directors shall be regarded as executive directors prescribed in Article 91, paragraph (1), item (ii) of the same Act.

Appointment of Officers

Article 29

- 1 Directors and auditors shall be appointed by a resolution of the General Assembly.
- 2 The Board of Directors shall appoint and dismiss the President, vice presidents, senior director, permanent directors, and other executive directors. In such cases, the Board of Directors may elect the President from among the candidates for president elected by a resolution of the General Assembly.
- 3 An auditor may not concurrently serve as a director, representative, or staff member of the Association.

Restriction on Ratio of Relatives, etc., of Officers, etc.

Article 30

- 1 The total number of directors of the Association who have a special relationship with any one of the directors, such as her spouse or relatives within the third degree of kinship, shall not exceed one-thirds (1/3) of the total number of directors including such director. The same shall apply to auditors.
- 2 The total number of persons who are directors or employees of the same type of organization (excluding public interest corporations or those specified by Cabinet Order as being equivalent thereto) or other directors who are closely related to an equivalent organization to such organization shall not exceed one-thirds (1/3) of the total number of directors. The same shall apply to auditors.

Duties and Authority of Directors

Article 31

- 1 Directors shall constitute the Board of Directors and execute their duties in accordance with laws and regulations and the Articles of Incorporation.
- 2 The President shall represent the Association and execute its businesses thereof.
- 3 The vice presidents, senior director, permanent directors, director in charge of general affairs, director in charge of finance, directors in charge of Specialized Sections, and district directors shall perform their respective duties in accordance with the rules of authority established by the Board of Directors.
- 4 The representative director and the executive directors shall report to the Board of Directors on the status of the execution of their duties at least once every three (3) months.

Duties of Auditors

Article 32

Auditors perform the following duties:

- (1) Auditors shall audit performance of duties by directors and prepare audit reports.
- (2) Auditors shall audit the status of the businesses and assets of the Association.
- (3) Auditors shall attend General Assembly meetings and the Board of Director's meetings, and state opinions when deemed necessary.
- (4) If an auditor has found that a director has committed a wrongful act or is likely to commit a wrongful act, or that there is a fact in violation of laws and regulations or the

Articles of Incorporation or that there is a grossly wrongful fact, the auditor shall report to the Board of Directors to that effect without delay.

- (5) Where necessary to make the report set forth in the preceding item, the auditor shall request the President to convene a meeting of the Board of Directors; provided, however, that if no convocation notice is issued within five (5) days from the day on which the request is made, designating a day within two (2) weeks from the day on which the request is made as the day of the Board of Directors meeting, the auditor shall convene a meeting of the Board of Directors directly.
- (6) Auditors shall investigate proposals, documents, and other items specified by laws and regulations that a director intends to submit to a General Assembly meeting, and report the results of the investigation to the General Assembly if the auditor finds that there is a violation of laws and regulations or the Articles of Incorporation, or that there are grossly inappropriate matters.
- (7) If a director engages in, or is likely to engage in, any act outside the scope of the purpose of the Association or any other act in violation of laws and regulations or the Articles of Incorporation, and if such act is likely to cause substantial damage to the Association, auditors shall demand that the director cease such act.
- (8) Auditors shall exercise any other statutory authority granted to them.

Term of Office of Officers

Article 33

- 1 The term of office of a director shall be until the conclusion of the Ordinary General Assembly meeting for the last business year ending within two (2) years from the time of her election, and the director may be reappointed.
- 2 Notwithstanding the provisions of the preceding paragraph, if a director continues to assume the same office, she may not assume the office beyond the time of the conclusion of the Ordinary General Assembly meeting for the last business year that ends within six (6) years of her election.
- 3 The term of office of an auditor shall be until the conclusion of the Ordinary General Assembly meeting for the last business year ending within four (4) years from the time of her election, and the auditor may be reappointed.
- 4 Notwithstanding the provisions of the preceding paragraph, if an auditor continues to assume the same office, she may not assume the office beyond the time of the conclusion of the Ordinary General Assembly meeting for the last business year that ends within eight (8) years of her election.
- 5 If the number of officers falls short of the fixed number specified in Article 28, paragraph 1, a director/auditor shall have the rights and obligations as her position even after her resignation or expiration of her term of office until her successor is appointed and assumes the office.

Dismissal

Article 34

Directors and auditors may be dismissed at any time by a resolution of the General Assembly; provided, however, that dismissal of an auditor shall be subject to a vote of two-thirds (2/3) or more of all representatives.

Remuneration, etc.

Article 35

- 1 Remuneration may be paid to officers as consideration for the execution of their duties within the total amount determined by the General Assembly.
- 2 Officers may be paid expenses necessary for performing their duties.
- 3 Necessary matters relating to the preceding paragraph shall be governed by the rules concerning remuneration and expenses for officers, etc., which are separately determined by a resolution of the General Assembly; provided, however, that the remuneration of an auditor shall be discussed by and among auditors.

Exemption from Liability of Officers, etc.

Article 36

- 1 Directors and auditors are liable to compensate for any damage caused thereby, and they may not be exempted from such liabilities without the consent of all regular members, regardless of the provisions of Article 112 of the Associations and Foundations Act.
- 2 Notwithstanding the provisions, if the directors and auditors concerned are in good faith and not grossly negligent, the Association may, pursuant to the provisions of Article 114, paragraph (1) of the same Act, exempt the directors and auditors (including a person who was a director or auditor) from liability for damages due to their failure to perform their duties by a resolution of the Board of Directors to the extent permitted by laws and regulations.

Chapter 9 Board of Directors

Composition

Article 37

- 1 The Association shall have a Board of Directors.
- 2 The Board of Directors shall be composed of all directors.

Authority

Article 38

- 1 The Board of Directors shall perform the following duties in addition to those separately provided for by laws and regulations and these Articles of Incorporation:
 - (1) To make a decision on the execution of businesses of the Association;
 - (2) To supervise the execution of duties by directors; and
 - (3) To appoint and dismiss the President, vice presidents, senior director, permanent directors, and other executive directors.
- 2 The Board of Directors may not delegate to directors the authority to make a decision on following matters and other important business execution:
 - (1) Disposition and acceptance of important property;
 - (2) Large amount of debt;
 - (3) Appointment and dismissal of important employees;
 - (4) Establishment, modification, and abolition of secondary offices and other important organizations;

- (5) Development of internal control systems (development of systems to ensure that the execution of duties by directors conforms to laws and regulations and the Articles of Incorporation, and other systems specified by laws and regulations necessary to ensure the appropriateness of the businesses of the Association); and
- (6) Exemption from liability under Article 111, paragraph (1) of the Associations and Foundations Act based on the provisions of the Articles of Incorporation pursuant to the provisions of Article 114, paragraph (1) of the same Act.

Convocation and Chairperson

Article 39

- 1 A meeting of the Board of Directors shall be convened and presided over by the President; provided, however, that when the President is unable to perform her duties, a director in the order prescribed by the Board of Directors in advance shall convene and preside over the meeting.
- 2 A meeting of the Board of Director shall be held at least four (4) times a year.

Resolution

Article 40

A resolution of the Board of Directors shall be made in the presence of a majority of directors except for directors who have a special interest in the resolution, and by a majority of the directors present.

Omission of Resolution

Article 41

In the case where a director makes a proposal of a matter to be resolved at a meeting of the Board of Directors, if all directors who are entitled to attend the voting of resolution of such proposal express their consent to such proposal in writing or by electromagnetic means, a resolution of the Board of Directors to approve such proposal shall be deemed to be made, except where an auditor has raised an objection to the proposal.

Minutes

Article 42

Minutes of a meeting of the Board of Directors shall be prepared pursuant to the provisions of applicable laws and regulations, and the President and auditors present at the meeting must sign or affix their names and seals thereto.

Chapter 10 Standing Council

Establishment

Article 43

The Association shall have a Standing Council.

Composition

Article 44

The Standing Council shall consist of the following officers:

- (1) President
- (2) Vice presidents
- (3) Senior director

- (4) Permanent directors
- (5) Director in charge of general affairs
- (6) Director in charge of finance

Authority

Article 45

The Standing Council shall conduct the matters prescribed below;

- (1) To formulate and submit to the Board of Directors a draft annual plan for the operation of the Association;
- (2) To submit a reference opinion to the Board of Directors on the operation and improvement of a system for ensuring that the execution of duties by directors complies with laws and regulations and the Articles of Incorporation and other systems necessary for ensuring the appropriateness of business; and
- (3) To establish, operate, and manage a whistle-blowing contact point in order to appropriately handle reports of violations of laws and regulations from those engaged in the businesses of the Association.

Detailed Rules on Operation

Article 46

The detailed rules for operation of the proceedings of the Standing Council shall be determined by the Board of Directors.

Chapter 11 Committees

Committees

Article 47

- 1 The Board of Directors may, by its resolution, establish committees as necessary for the promotion of the businesses of the Association.
- 2 The members of the Committees shall be appointed by the Board of Directors.
- 3 Necessary matters relating to the functions, composition, and operation of the Committees shall be determined separately by a resolution of the Board of Directors.

Chapter 12 Secretariat

Establishment, etc.

Article 48

- 1 A secretariat shall be established to manage the affairs of the Association.
- 2 The Secretariat shall have the secretariat head and necessary staff members.
- 3 Important employees shall be appointed and dismissed by the President subject to a resolution of the Board of Directors.
- 4 Necessary matters relating to the organization and operation of the Secretariat shall be separately determined by the President subject to a resolution of the Board of Directors.

Chapter 13 Assets and Accounting

Business Year

Article 49

The business year of the Association begins on April 1 of each year and ends on March 31 of the following year.

Accounting Principles, etc.

Article 50

The accounting of the Association shall be in accordance with accounting standards and other accounting practices of public interest corporations generally accepted as fair and appropriate.

Management of Assets

Article 51

The assets of the Association shall be managed by the President.

Business Plan and Income and Expenditure Budget

Article 52

- 1 The President shall prepare the business plan, income and expenditure budget, and documents describing the expected financing and capital investment of the Association and submit them to the most recent General Assembly meeting after obtaining an approval by the Board of Directors by the day before the beginning of each business year. The same shall apply to the case where any change is made to any of them.
- 2 The documents set forth in the preceding paragraph shall be kept at the principal office of the Association until the end of the relevant business year and made available for public inspection.

Business Report and Settlement of Accounts

Article 53

- 1 After the end of each business year, the President shall prepare the following documents, including business report and settlement of accounts of the Association, have them audited by an auditor, and report them at an Ordinary General Assembly after obtaining an approval by the Board of Directors;
provided, however, that if the requirements set forth in Article 48 of the Ordinance for Enforcement of the Act on General Incorporated Associations and General Incorporated Foundations do not apply, the documents set forth in items (3), (4), and (6) shall be approved by the General Assembly in lieu of being reported to the General Assembly.
 - (1) Business reports;
 - (2) Supplementary schedules to business reports;
 - (3) Balance sheets;
 - (4) Statement of changes in net assets;
 - (5) Supplementary schedules to the balance sheet and profit and loss statement (statement of changes in net assets);
 - (6) Inventory of assets.
- 2 In addition to the documents set forth in the preceding paragraph, the following documents shall be kept at the principal office of the Association for five (5) years and made available for public inspection, and the Articles of Incorporation and the list of representatives shall be also kept at the principal office and made available for public inspection.

- (1) Audit report;
 - (2) List of directors and auditors;
 - (3) Document stating the criteria for the payment of remuneration, etc., for directors and auditors; and
 - (4) Document stating the outline of the operating organization and the status of its business activities and the important figures related thereto.
- 3 The documents set forth in each item of paragraph 1 above and each item of the preceding paragraph and the list of representatives shall be submitted to a relevant administrative agency within three (3) months after the end of the relevant business year.
 - 4 The balance sheet shall be published without delay after the conclusion of the Ordinary General Assembly meeting.

Calculation of the Remaining Amount of the Property Acquired for Public Interest Purposes

Article 54

Pursuant to the provisions of Article 48 of the Ordinance for Enforcement of the Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations, the President shall calculate the remaining amounts of the property acquired for public interest purposes, etc., as of the last day of each business year and state them in the documents specified in paragraph 2, item (4) of the preceding Article.

Accounting Rules, etc.

Article 55

Necessary matters relating to the accounting of the Association shall be determined separately by a resolution of the Board of Directors.

Funds

Article 56

- 1 The Association may recruit persons to contribute to funds.
- 2 Contributed funds shall not be returned until the Association is dissolved.
- 3 With regard to procedures for the return of funds, the place and method for the return of funds and other necessary matters shall be separately determined by liquidators in accordance with the provisions of Article 236 of the Associations and Foundations Act.

Chapter 14 Amendments to Articles of Incorporation, and Mergers and Dissolution of Association

Amendment of Articles of Incorporation

Article 57

These Articles of Incorporation may be amended by an affirmative vote of two-thirds (2/3) or more of representatives at the General Assembly.

Merger, etc.

Article 58

The Association may merge with or transfer the whole of its businesses to another juridical person subject to a vote of two-thirds (2/3) or more of all representatives at the General Assembly.

Dissolution

Article 59

The Association may be dissolved by a vote of two-thirds (2/3) or more of all representatives or on any other grounds prescribed by laws and regulations.

Gift of the Remaining Amount of the Property Acquired for Public Interest Purposes

Article 60

In the case where the Association is subject to a disposition of rescission of public interest accreditation, or where the Association disappears due to a merger (excluding cases where the juridical person succeeding to such rights and obligations is a public interest juridical person), the Association shall give its assets in amount equivalent to the remaining amount of the property acquired for public interest purposes to a corporation listed in Article 5, item (17) of the Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations, or to the national or local government within one (1) month from the day when its authorization of public interest incorporated association is rescinded or the day of the merger, subject to a resolution of the General Assembly.

Ownership of Residual Assets

Article 61

With regard to the residual assets that the Association holds when it liquidates due to dissolution, etc., the Association shall give its assets in amount equivalent to the remaining amount of the property acquired for public interest purposes to a corporation listed in Article 5, item (17) of the Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations, or to the national or local government within one (1) month from the day when its authorization of public interest incorporated association is rescinded or the day of the merger, subject to a resolution of the General Assembly.

Chapter 15 Disclosure of Information and Protection of Personal Information

Disclosure of Information

Article 62

- 1 The Association shall actively publicize the status of its activities, contents of its operations, financial data, etc., in order to promote fair and open management.
- 2 Necessary matters relating to the disclosure of information shall be separately determined by resolution of the Board of Directors.

Protection of Personal Information

Article 63

- 1 The Association shall make every effort to protect personal information obtained in the course of performing its businesses.
- 2 Necessary matters relating to the protection of personal information shall be separately determined by a resolution of the Board of Directors.

Chapter 16 Public Notice

Public Notice

Article 64

Public notice of the Association shall be given by means of a notice posted in a place accessible to the public at its principal office.

Chapter 17 Delegation

Delegation

Article 65

In addition to those provided for in these Articles of Incorporation, matters necessary for the operation of the Association shall be separately determined by a resolution of the Board of Directors.

Supplementary Provisions

- 1 These Articles of Incorporation shall come into effect as from the registration of incorporation of a public interest corporation as prescribed in Article 106, paragraph (1) of the Act on the Arrangement, etc., of Related Acts Accompanying the Enforcement of the Act on General Incorporated Associations and General Incorporated Foundations and the Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations.
- 2 When the Association makes a registration of dissolution of a special civil law corporation prescribed in Article 106, paragraph (1) of the Act on the Arrangement, etc., of Related Acts Accompanying the Enforcement of the Act on General Incorporated Associations and General Incorporated Foundations and the Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations and a registration of incorporation of a public interest incorporated association, the day preceding the date of registration of dissolution shall be the last day of the relevant business year, and the date of registration of incorporation shall be the first day of the following business year notwithstanding the provisions of Article 49.
- 3 The first representative director of the Association shall be Kiyoko Okamoto.
- 4 The executive directors of the Association shall be as follows:

| | |
|----------|-----------------|
| Director | Taeko Mori |
| Director | Yoshiko Taga |
| Director | Keiko Kasai |
| Director | Marie Shimada |
| Director | Kumiko Adachi |
| Director | Tomoko Takeda |
| Director | Junko Fuchimoto |
| Director | Emi Hirata |
| Director | Machiko Arai |
| Director | Keiko Nakajima |
| Director | Keiko Kusano |
| Director | Shizuko Hayashi |
| Director | Yuko Ota |

Director Minako Yamane
Director Motoko Abe

- 5 The first representatives after these Articles of Incorporation came into forth shall be those elected as the first representatives at the representative election that was conducted in advance in the same manner as in Article 16.

These Articles of Incorporation shall come into force as from May 24, 2013.