

THE ARTICLES OF INCORPORATION
OF
JAPAN NGO CENTER FOR INTERNATIONAL COOPERATION
(A Specified Non-Profit Corporation)

(Tokutei Hieirikatsudou Houjin Japan NGO Center for International Cooperation)

Part 1: General Provisions

(Name)

Article 1: The organization shall be called “*Tokutei Hieirikatsudou Houjin Kokusai Kyouryoku NGO Center*”.

2. The English name of the organization shall be expressed as “*Japan NGO Center for International Cooperation*”.
3. The name of the organization shall be abbreviated as “JANIC”.

(Office)

Article 2: The organization shall have its office in Shinjyuku, Tokyo.

(Objectives)

Article 3: The objectives of *Japan NGO Center for International Cooperation* (hereinafter referred to as “The Center”) shall be as follows: To promote and strengthen the activities of Japanese NGOs working for liberating people from poverty, promoting their self-sustained development, protecting them from violations of fundamental human rights, resolving conflicts and disputes in the world, and protecting the global environment, in order to contribute to achieving a peaceful and just global society.

(Category of Non-Profit Activities)

Article 4: The Center shall primarily undertake the following activities to achieve the objectives provided in Article 3.

- (1) International cooperation
- (2) Administration of organizations that engage in the above activities or provision of liaison, advice, or assistance in connection with the above activities.

(Operations related to Non-Profit Activities)

Article 5: The Center shall undertake the following operations to achieve the objectives provided in Article 3.

- (1) Promotion of networking and joint projects among NGOs engaged in international

cooperation.

- (2) Human resource development and organizational strengthening, including provision of support and advice, for NGOs engaged in international cooperation.
- (3) Dissemination of knowledge and information regarding international cooperation and NGOs engaged in international cooperation.
- (4) Implementation of research and advocacy activities on international cooperation and NGOs.
- (5) Promotion of learning and education to foster global civil society.
- (6) Interaction and cooperation with various organizations, such as UN agencies, governmental bodies both domestic and overseas, local governments, and various private organizations.
- (7) Other activities required to achieve the objectives specified in Article 3.

Part 2: Membership

(Types of Membership)

Article 6: A full member shall be considered to be staff as prescribed in the “Act on Promotion of Specified Non-profit Activities.” The Center shall have the following types of memberships:

- (1) *Full Member:* A civil organization engaged in international development, which assents to the objectives of the Center, becomes affiliated with it, and possesses a voting right at the general assembly;
- (2) *Supporting Member:* An individual or a group (NPO or private enterprise) that assents to the objectives of the Center and becomes affiliated with the Center with the intent to support the Center in its development;
- (3) *Honorary Member:* An organization or an individual that is acknowledged for exceptional contributions to the development of the Center.

(Rights of Member)

Article 7: A full member shall have voting rights at the General Assembly.

2. Full members may request to hold the General Assembly pursuant to Paragraph 2-(2) of Article 24.
3. A full member may recommend candidates for Directors in the re-election of Officers of the Center.
4. Other rights of full members shall be provided for separately.
5. The rights of other members shall be provided for separately.

(Admission to Membership)

Article 8: An organization that wishes to join the Center as a full member shall apply for admission to the Chairperson as per the “Regulation of Members of JANIC” provided for separately.

2. The Board of Directors shall approve the admission of an applicant deemed to meet all the requirements specified in Article 9 (Requirements for Full Membership), unless otherwise there shall be any due reason for rejection. In cases where the Board of Directors does not approve the admission, it shall immediately inform the applicant of its decision.
3. An organization or a group that wishes to be a supporting member can do so by submitting a membership application form provided for separately and paying the membership dues.
4. Honorary members shall be selected by the Board of Directors.

(Eligibility Requirements for Full Membership)

Article 9: Requirements for a full member shall be as follows:

- (1) The organization shall have been and continue to be engaged in international cooperation (including related activities in Japan), global citizen learning or development education, etc., in such areas as development, human rights, and the environment.
- (2) The organization shall be a non-profit organization, established by citizens (individuals or groups) and shall have its head office in Japan. In this regard, however, an organization whose front office is in a foreign state shall be deemed to have its active base in Japan as long as it has a base for activities in Japan and exercises autonomous activities inside Japan.
- (3) In principle, the amount of self-raised funds (membership fees, donations and operating income) shall be one-third or more of the total of organizations’ financial resources. However, an exemption shall be made when it is acknowledged that an organization makes an effort to meet this criterion.
- (4) The organization shall have democratic decision-making mechanisms (such as a Board of Directors, General Assembly, and Operation Committee), and shall be operated in accordance with its bylaws, etc.
- (5) A list of officers and financial statements shall have been publicized.
- (6) The organization shall have two or more years of experience in the areas provided in (1) of this Article.
- (7) The organization shall have a secretariat that can be contacted with certainty.

(Membership Fee)

Article 10: A member shall pay an annual membership fee.

2. The amount of the membership fee shall be determined by the Board of Directors.

(Withdrawal of Membership)

Article 11: A full member may withdraw from the Center if so desired by submitting a notification to the Chairperson. The notification shall be made in writing and the reasons for making the decision shall be attached thereto.

2. A supporting member may withdraw from the Center if so desired by notifying its decision to the Center. A member that fails to pay the membership fee for over a year shall be deemed to have withdrawn its membership.
3. Withdrawal of an honorary member shall be determined at the Board of Directors upon request by the person concerned, etc.
4. A full member shall be deemed to have withdrawn following a resolution of the Board of Directors under any of the cases specified below:
 - (1) When the organization is dissolved or adjudged bankrupt.
 - (2) When it fails to pay the membership fee for a year or more.

(Expulsion)

Article 12: Under any of the cases specified below, the Chairperson shall be able to expulse a full member, following a resolution by two thirds or more of the Directors present at a Board of Directors Meeting:

- (1) When a member defames the Center significantly.
 - (2) When a member acts in such a way that it loses its social credibility.
 - (3) When a member is deemed to have lost the qualifications as a member provided for separately.
2. In cases where the Center expels a member as provided in the above paragraph, it shall notify said member in advance and grant the opportunity for explanation.
 3. The expulsion of members other than full members shall be provided for separately.

(No Refund)

Article 13: The membership fees and any other money or things given to the Center shall not be returned for any cause, once paid or given.

Part 3: Officers

(Types and Numbers of Officers)

Article 14: The Center shall have the following officers:

- (1) Directors Seven to Twenty-one

- (2) Auditors Two or less
2. The Board of Directors shall have a Chairperson, not more than three Vice-Chairpersons, and a Managing Director.

(Selection)

Article 15: The Directors shall be selected as follows:

- (1) The Board of Directors shall be nominated as follows and appointed at the General Assembly. The candidates shall be nominated by the full member organizations and the Board of Directors in such a manner that approximately two-thirds are officers of the full member organizations and one-third are knowledgeable persons in various fields.
- (2) The Chairperson and Vice-Chairperson(s) shall be elected from among the Board of Directors.
- (3) The Managing Director shall be selected by the Chairperson from among the Directors, and appointed at the Board of Directors meeting.
2. Candidates for Auditor shall be selected from officers of full members or experts that assent to the purposes of the Center at the Board Meeting and shall be appointed at the General Assembly.
3. The Directors shall not serve concurrently as auditors.

(Duties of Directors)

Article 16: The Chairperson shall represent the Center and supervise all its activities.

2. The Vice-Chairperson(s) shall assist the Chairperson. In case the Chairperson is unable to fulfill his/her duties, the Vice-Chairperson(s) shall carry them out on behalf of the Chairperson in the order specified beforehand by the Chairperson.
3. The Managing Director shall engage in the ordinary business of the organization.
4. The Directors shall form the Board of Directors and carry out their duties in accordance with the Articles of Incorporation and the resolutions of the General Assembly and the Board of Directors Meeting.

(Duties of the Auditor)

Article 17: The Auditors shall execute the following duties:

- (1) Audit the execution of duties by the Directors.
- (2) Audit the status of property of the Center
- (3) Attend the Board of Directors Meeting and state their opinions on the status of the execution of duties by the Directors and the financial status of the Center.
- (4) Report to the Board of Directors, the General Assembly or the competent government

authorities when the Auditor, in performing an audit as provided for in items 1 and 2, detects any misconduct or material violation of laws and regulations or the Articles of Incorporation in connection with the activities and assets of the Center.

- (5) Convene a meeting of the General Assembly or request the convocation of a Board of Directors Meeting when it is necessary to submit the report set forth in the preceding item.

(Term)

Article 18: The Officers' term of office shall be two years and the Officers may be reappointed.

2. The term of office of an Officer who is appointed to fill a vacancy or to increase the number of Officers shall be the remaining term of office of his or her predecessor or other incumbents.
3. Even if the term of office of the Officer expires, the Officer shall perform his or her duties till the successor assumes office.

(Dismissal)

Article 19: When a Director falls under any of the following items, the Board of Directors shall dismiss such Director by a majority of two-thirds or more of the votes held by the total incumbent Directors, and inform the General Assembly.

- (1) If a Director is found incapable to perform his/her duties
 - (2) If a Director is found to have committed a violation of his/her obligations in the course of his/her duties, a violation of law, or an act unbecoming of a Director.
2. When an Auditor falls under either of the above items 1 and 2, the General Assembly can dismiss such Auditor by a majority of two-thirds or more of the votes held by full members in attendance.

(Remuneration of Officers)

Article 20: The Remuneration of the Officers shall be provided for separately.

2. The Center may reimburse the Officers for the expenses of executing their duties.
3. Necessary matters concerning item 2 above shall be provided for separately by the Chair-person, following a resolution of the Board of Directors Meeting.

Part 4: General Assembly

(Types of General Assemblies)

Article 21: The Center shall have two types of General Assemblies: Ordinary General Assemblies and Extraordinary General Assemblies.

(Constitution)

Article 22: The General Assembly shall consist of full members.

(Functions)

Article 23: The General Assembly shall resolve the following matters regarding the management of the Center:

- (1) Approval of the activity report and financial statements
- (2) Election of Officers
- (3) Dismissal of Auditors
- (4) Amendment of the Articles of Incorporation
- (5) Mergers
- (6) Dissolution of the Center and disposition of any residual assets
- (7) Items that the Board of Directors decides to submit to the General Assembly for discussion and items under Article 24 (2).

(Convening of Assembly)

Article 24: The Ordinary General Assembly shall be held annually within three months after the end of each fiscal year.

2. The Extraordinary General Assembly shall be held on any of the following occasions:
 - (1) When the Board of Directors deems it necessary and demands that it be convened.
 - (2) When a third or more of the total number of the full members requests that the Assembly be convened by indicating the matters that are the purpose of the meeting.
 - (3) When the Auditor convenes the Assembly.

(Convocation of Assembly)

Article 25: The General Assembly shall be convened by the Chairperson except in the case provided for in Paragraph 2 (3) of the preceding Article.

2. On convening the General Assembly, the date, time, venue, and agenda for which the Meeting is to be held shall be made known in writing, no later than two weeks prior to such date.
3. In cases where there is a request to hold a General Assembly under the provisions of paragraph (2) of the preceding article, the Chairperson shall promptly call the meeting.

(President of the Assembly)

Article 26: The Chairperson or a Director designated by the chairperson shall serve as the President of the Assembly.

(Quorum)

Article 27: A majority of full members shall constitute a quorum for the General Assembly.

(Resolutions)

Article 28: Except as otherwise provided by these Articles, a resolution at the General Assembly shall be made by a majority of the voting rights of those full members present, and in the case of a tied vote, the decision shall be made by the president.

2. The General Assembly may only decide the matters notified in advance pursuant to the provisions of Article 25, paragraph (2); provided, however, that matters not notified in advance may be decided upon in the case of an emergency if the consent of two-thirds or more of the full members present is obtained.
3. A full member who has a special interest in the resolution may not exercise voting rights regarding said resolution.

(Voting in Writing)

Article 29: A full member who is not present in the General Assembly may vote in writing regarding matters notified in advance or delegate voting rights to an attending full member serving as a proxy.

2. A full member who exercised voting rights in writing pursuant to the provisions of Paragraph 1 of this Article shall be deemed to have been present at the Assembly for the purpose of the provisions of Article 27 and paragraph (1) of the preceding Article.

(Minutes)

Article 30: The President shall prepare minutes of the Assembly. The minutes shall be signed and kept by the President and two people appointed as signatories of the minutes from among the full members at the General Assembly.

Part 5: Board of Directors Meeting

(Constitution)

Article 31: The Board of Directors shall consist of the Directors.

2. The Auditors may attend the Board of Directors Meeting and state their opinions.

(Functions)

Article 32: The Board of Directors Meeting shall resolve the following matters:

- (1) Approval and modification of the activities plan and budget documents
- (2) Approval of drafts of activity reports and financial statements
- (3) Election of the Chairperson and Vice-chairperson(s) of the Board

- (4) Election of candidates for Directors of the Board
- (5) Election of candidates for Auditors
- (6) Dismissal of Directors of the Board
- (7) Admission of full members
- (8) Expulsion of full members
- (9) Annual membership fees
- (10) Matters required to be submitted to the General Assembly
- (11) Matters regarding the implementation of resolutions of the General Assembly
- (12) Other matters necessary for execution of business of the Center

(Convening of Board of Directors Meeting)

Article 33: The Chairperson shall convene the Board of Directors Meeting four or more times every fiscal year.

2. In addition to as provided for in the above paragraph, the Board of Directors Meeting shall also be held under the following cases.
 - (1) When a third or more of the total number of the incumbent Directors request convocation of the meeting by indicating in writing the matters that are the purpose of the meeting.
 - (2) When the Auditor requests convocation of the Meeting under Article 17.

(Convocation of Board of Directors Meetings)

Article 34: When the Chairperson convenes a Board of Directors Meeting, he or she shall make known the date, time, venue, and agenda of the Meeting in written documents, no later than seven days prior to such date.

2. The Chairperson shall convene a Board of Directors Meeting within 14 days of the date of receiving a request under paragraph 2 (1) or (2) of Article 33.

(President)

Article 35: The Chairperson or a Director designated by the chairperson shall serve as the President of the Board of Directors Meeting.

(Quorum)

Article 36: A majority of incumbent Directors shall constitute a quorum for the Board of Directors Meeting.

(Resolution)

Article 37: Except as otherwise provided by these Articles, a resolution at the Board of Directors Meeting shall be made by a majority of the voting rights of those Directors present, and in the case of a tied vote, the decision shall be made by the President.

2. A Director who has a special interest in the resolution may not exercise voting rights regarding the resolution.

(Voting in Writing)

Article 38: A Director who is not present in the Board of Directors Meeting may vote in writing regarding matters notified in advance or delegate voting rights to an attending full member serving as a proxy..

2. A Director who exercised the voting rights in writing pursuant to the provisions of Paragraph 1 of this Article shall be deemed to have been present at the Board of Directors Meeting for the purpose of the provisions of Article 36 and paragraph (1) of the preceding Article.

(Minutes)

Article 39: The Chairperson shall prepare minutes of the meeting. The minutes shall be signed and kept by the President of the meeting and two representatives of the Directors present.

Part 6: Executive Directors Meeting

(Constitution)

Article 40: In the case where the total number of the Directors of the Board exceeds 15, the Chairperson may set up an Executive Directors Meeting comprised of four to seven Executive Directors.

2. The Executive Directors shall consist of the Chairperson, Vice-Chairperson(s), Managing Director and other Directors appointed by the Chairperson.
3. The President of the Executive Directors Meeting shall be the Chairperson. However, in the absence of the Chairperson, the President shall be elected by the Executive Directors Meeting from among its members.

(Functions)

Article 41: The Executive Directors Meeting shall resolve the matters entrusted to it by the Board of Directors Meeting and important matters which are deemed urgent to discuss by the Chairperson.

2. Resolutions at the Executive Directors Meeting shall be reported to the Board of Directors Meeting.

(Convocation of Executive Directors Meetings)

Article 42: The Executive Directors Meeting shall be convened by the Chairperson when deemed necessary by the Chairperson.

2. When requested by two or more Executive Directors, the Chairperson shall promptly convene the Executive Directors Meeting.

(Application with Modifications)

Article 43: The provisions of Articles 36 (Quorum), 37 (Resolution) and 38 (Voting in Writing) shall apply mutatis mutandis to the Executive Directors Meeting. In this case, the words "Board of Directors" and "Directors" in Articles 36 to 38 shall be deemed to be replaced with "Executive Board of Directors" and "Executive Directors".

Part 7: Committees and Committee Members

(Committee Members and so forth)

Article 44: The Chairperson may, by the approval of and under auspices of the Board of Directors, set up committees that consist of officers of full members and external experts and so forth. The Chairperson also may appoint a specific committee member to plan and promote given matters or projects.

2. The matters that are required to implement the duties of committees and committee members shall be provided for separately, with approval at the Board of Directors.

Part 8: Advisers

(Advisers)

Article 45: The Center may have Advisers.

2. Advisers may give advice when sought by the Chairperson, Vice-chairperson(s), or Managing Director, and may attend the Board of Directors Meeting to state their opinions when requested.
3. Matters necessary regarding advisers shall be provided for separately, as needed, with approval at the Board of Directors.

Part 9: Head Office

(Head Office)

Article 46: The Center shall establish a Head Office to manage its tasks, and appoint a Secretary General and other staff.

2. Appointment and dismissal of the Secretary General shall be effected by the Chairperson.
3. The Secretary General may also be the Managing Director.
4. The matters necessary for the organizational management of the Head Office shall be provided for separately, with approval at the Board of Directors.

Part 10: Assets and Accounts

(Composition of Assets)

Article 47: The assets of the Center shall be composed of the following items:

- (1) Assets specified in the inventory of property at the time that the Center was established
- (2) Membership fees
- (3) Donations
- (4) Operating income
- (5) Asset income
- (6) Other types of income

(Management of Assets)

Article 48: The assets of the Center shall be managed by the Secretary General under the supervision of the Chairperson and Managing Director.

(Payment of Expenses)

Article 49: The expenses of the Center shall be paid from its assets.

(Fiscal Year)

Article 50: The fiscal year of the Center shall begin on April 1 of each year and end on March 31 in the following year.

(Activities Plan and Budget)

Article 51: Drafts of the activities plan and budget documents of the Center shall be prepared by the Chairperson.

2. Drafts of the activities plan and budget documents of the Center shall be approved by the Board of Directors prior to the commencement of each fiscal year and shall be reported to the General Assembly of said fiscal year.

(Activities Report and Statement of Accounts)

Article 52: Drafts of the activities report and statement of accounts of the Center shall be prepared by the Chairperson after the end of each fiscal year.

2. The Chairperson shall submit the drafts of the activities report and statement of accounts that have been decided upon by the Board of Directors to the General Assembly and obtain its approval.
3. The activities report and statement of accounts that have been approved as provided for in the previous paragraph, as well as a financial position statement, and an inventory of property, shall be submitted to the government authorities with jurisdiction over the Center within three months of the end of said fiscal year together with lists of Officers of said fiscal year, of Officers who received remuneration in said year, and of 10 or more staffers.

(Appropriation of Surplus)

Article 53: Any surplus after the settlement of accounts shall be carried forward to the following fiscal year.

Part 11: Amendment of the Articles of Incorporation and Dissolution of the Center

(Amendment of the Articles of Incorporation)

Article 54: Any amendment to the Articles of Incorporation shall require approval by a majority of full members present at the General Assembly and authorization by the competent government authorities, except as otherwise prescribed in the following Paragraph 2.

2. In case of alterations pertaining to minor matters specified in Article 25 (3) of the “Act on Promotion of Specified Non-profit Activities,” the Center shall promptly notify the competent government authorities about the amendment.

(Dissolution)

Article 55: The Center shall be dissolved for the following reasons;

- (1) In cases where a resolution to approve such proposal at the General Assembly is made.
- (2) In cases where it is deemed that the Center cannot succeed in executing the specified non-profit activities which are its objective.
- (3) In cases where the Center loses all of its full members.
- (4) In cases where the Center is subject to a merger.
- (5) In cases where the Center becomes insolvent.

- (6) In cases where the certification by the competent authorities is rescinded.
2. In cases where the Center is dissolved under items (1) and (2) of the previous paragraph, the resolution shall be made by two thirds or more of those full members present at the General Assembly.
3. In the case where the Center is dissolved under item (2) of Paragraph 1, the Center shall obtain acknowledgement by the competent government authorities.
4. When the Center is dissolved, the Directors shall become the liquidators.

(Assignment of Residual Assets)

Article 56: Any residual assets in the case of the dissolution of the Center shall be donated to the specified non-profit corporations or the public benefit corporations selected with consent of the majority of full members present at the General Assembly.

(Merger)

Article 57: The Center may merge with other specified non-profit corporations with consent of two thirds or more of full members present at the General Assembly and with authorization by the competent government authorities.

Part 12: Miscellaneous Provisions

(Detailed Implementation Rules)

Article 58: The detailed regulations necessary for implementing these Articles shall be provided for separately by the Chairperson with a resolution at the Board of Directors Meeting.

(Public Notice)

Article 59: A public notice of the Center shall be effected by publication in an official gazette.

Supplementary Provisions

1. These Articles shall come into force from the date on which the Center acquires corporate status (hereinafter, “founding date”).
2. Notwithstanding the provisions of Article 10, membership fees at the time of formation shall be determined at the inaugural General Assembly.
3. Notwithstanding the provisions of Article 15, the initial Officers of the Center shall be as follows:

Chairperson: FUNATO, Yoshitaka

Vice-Chairperson: AKIO, Terumasa
Vice-Chairperson: KUMAOKA, Michiya
Managing Director: ITO, Michio
Director: ARAYASHIKI, Michiyasu
Director: ITO, Sukesada
Director: KAWAGUCHI, Yoshiyuki
Director: SAKATA, Yoshiko
Director: SHIBATA, Keizou
Director: Stefani Renato
Director: HOTTA, Tsutomu
Director: MATSUBARA, Akira
Director: MINAMI, Kenko
Director: YAMAZAKI, Mikiko
Director: YUMOTO, Hiroyuki
Auditor: DEZUKA, Seiji
Auditor: YAMAGUCHI, Hideo

4. Notwithstanding the provisions of Article 18, the initial term of office of the Officers of the Center shall be from the date of the formation of the Center until the General Assembly for fiscal year 2001.
5. Notwithstanding the provisions of Article 50, the first fiscal year of the Center shall commence on the date of its official formation and close on March 31, 2001.
6. Notwithstanding the provisions of Article 51, the initial activities plan and income and expenditure budget shall be determined at the inaugural General Assembly.
7. These Articles shall come into effect as from March 1, 2001.
8. These Articles shall come into effect as from January 5, 2005.