

(Translation)

**ARTICLES OF THE ORGANIZATION**

**OF**

**THE JAPAN PLATFORM**

*(Tokutei Hieirikatsudou Houjin Japan Platform)*

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**Part 1: General**

**Article 1: Name**

1. The Organization shall be called “*Tokutei Hieirikatsudou Houjin Japan Platform*,” which shall be expressed in English as “Japan Platform.”
2. “*Tokutei Hieirikatsudou Houjin Japan Platform*” shall be the official registered name.

**Article 2: Location of the Organization**

The Organization shall have its office located at Otemachi Bldg. 2F-266 1-6-1 Otemachi, Chiyoda-ku, Tokyo.

**Article 3: Objectives**

The Objectives of Japan Platform shall be as follows: 1) To improve the quality of humanitarian aid conducted by Japanese NGOs through gathering and utilizing the respective personnel, financial resources and the experiences of Japanese NGO member organizations, governmental agencies, business community, the media, and institutes: 2) To actively implement aid activities in natural disaster-stricken areas both at home and abroad, as well as in conflict areas and developing countries: 3) As a member of the international community, and through the activities mentioned above, the Organization shall aim to contribute to build a more peaceful world and expect to contribute the development of the civil society in Japan.

**Article 4: Category of Non-Profit Activities**

The Organization shall undertake the following specified nonprofit activities to achieve the Objectives mentioned in Article 3.

- (1) Activities for international cooperation
- (2) Disaster-relief activities
- (3) Management or coordination of the organizations conducting the activities listed in subparagraphs 1(1) and 1(2) of this Article, counseling, or support for them

**Article 5: Category of Activities**

1. For the purpose to achieve the Objectives mentioned in Article 3, the Organization shall

conduct the following projects concerning specified nonprofit activities.

- (1) Support and coordination of the activities of NGOs engaged in emergency humanitarian aid
- (2) Development of capable NGOs and NGO staff enabling them to engage in the activities mentioned in paragraph 1 of this Article with expert knowledge and skills
- (3) Information sharing, coordination and cooperation among related organizations and international organizations as well as staff dispatch to those organizations
- (4) Conduct of investigative research, conferences, training and seminars on emergency humanitarian aid
- (5) Public Relations; such as publishing newsletters; holding seminars, information sessions, and cultural activities mentioned above
- (6) All other projects and activities recognized to be necessary to achieve the Objectives of the Organization.

2. The Organization shall implement the following profitable activities:

- (1) Educational projects
- (2) Publishing projects
- (3) Entrusted projects
- (4) Sale of goods

3. The profitable activities listed in paragraph 2 of this Article shall be undertaken under the condition that they shall not disturb the implementation of the nonprofit projects listed in paragraph 1 of this Article, and that the proceeds shall be used for the activities mentioned in the same paragraph.

## **Part 2: Membership**

### **Article 6: Categories of Membership**

A member shall be considered to be the Staff as prescribed in “The Law to Promote Specified Nonprofit Activities,” hereinafter referred to as “the Law.” The Organization shall have the following types of memberships:

- (1) Formal Membership: An organization and/or individual who agrees to the Objectives of the Organization, and who pays the Formal membership fee.
- (2) Cooperative Membership: An organization and/or individual who agrees with the Objectives of the Organization, and who supports the Organization by paying the membership fee and by giving donations.
- (3) Honorary Membership: An organization and/or individual recognized as having contributed to the development of the Organization and/or who renders distinguished service to the Organization.

### **Article 7: Admission to Membership**

1. An organization willing to join the Organization as a Formal Member shall apply for admission to the Chairperson of the Board by submitting an application form along with the documents shown below:

- (1) The Articles of the Organization
- (2) Name list of the Officials, Board Members, and Staff
- (3) Newsletters and brochures published by the organization.
- (4) Project reports and accounting reports in the last two years.

2. An individual willing to join the Organization as a Formal Member shall apply for admission to the Chairperson of the Board by submitting an application form.

3. The Chairperson of the Board shall approve the admission of the applicant of paragraphs 1 and/or 2 of this Article, unless otherwise there shall be any due reason for objection.

4. In the case when the Chairperson of the Board does not approve the admission of the applicant of paragraphs 1 and/or 2 of this Article, she/he shall immediately inform the applicant of the reasons for a refusal of the application in writing.

### **Article 8: Membership Fee**

A member shall pay an initial entrance fee and an annual membership fee determined by the Board of Directors.

### **Article 9: Forfeiture of Membership**

A member shall forfeit her/his/their membership in the event of any of the following circumstances:

- (1) When a member submits a withdrawal notification
- (2) When a member dies or is declared dead by a court, or when a member organization dissolves
- (3) When a member fails to pay the membership fee for more than one year
- (4) When a member is expelled from the Organization

### **Article 10: Withdrawal of Membership**

A member may withdraw from the Organization by submitting a withdrawal notification to the Chairperson of the Board.

### **Article 11: Expulsion**

1. The Organization may, by the resolution of the General Meeting, expel a member from the Organization in the event of any of the following circumstances:

- (1) When a member violates this Articles of the Organization
- (2) When a member defames the Organization or acts against the Objectives of the

## Organization

2. In the case where the Organization expels a member for the reasons mentioned in paragraph 1 of this Article, the Organization shall give the concerned member an opportunity to defend her/himself before the resolution at the Meeting.

### **Article 12: No Refund of Money and Goods**

The Organization shall not refund membership fees and/or any contributions of money and other articles.

### **Part 3: The Officials**

#### **Article 13: Types and Fixed Numbers of Officials**

1. The Organization shall have the following officials:

- (1) Directors of the Board            Eight to Twenty
- (2) Auditors of the Board            One to Three

2. A number of the Directors of the Board shall act as Chairperson and Vice-Chairpersons of the Board.

#### **Article 14: Selection**

1. The Directors of the Board shall be decided as follows:

- (1) The Director candidates shall be elected by a resolution of the General Meeting and shall be appointed by the Board of Directors.
- (2) The Chairperson of the Board and Vice-Chairpersons of the Board shall be elected by mutual vote among the Directors.

2. The Officials shall not include more than one family member of the respective Officials, such as a spouse and a relative within the third degree of relationship. More over, the number of family members shall not exceed more than one third of the total number of the Officials.

3. An individual who comes under any subparagraphs of Article 20 of the Law shall not become an Official of the Organization.

4. The Auditors shall be appointed at the General Meeting.

5. The Auditors shall not serve concurrently as a Director of the Board or a paid staff member of the Organization.

#### **Article 15: Duties**

1. The Chairperson of the Board shall represent the Organization and supervise all the business activities of the Organization.

2. The Vice-Chairperson of the Board shall assist the Chairperson. In the event of a premature vacancy of the Chairperson of the Board, a Vice-Chairperson of the Board shall

take her/his place in an order previously determined by the Chairperson of the Board.

3. The Directors shall organize the Board of Directors, establish the Articles of the Organization, and execute the business activities of the Organization according to the resolutions of the General Meeting or the Board of Directors.

4. The Auditors shall execute the following duties:

- (1) To audit the business activities executed by the Directors of the Board
- (2) To audit the condition of the properties of the Organization
- (3) To report to the General Meeting or the authorities concerned in the event that the Auditor discovers serious problems through auditing under subparagraphs 4(1) and/or 4(2) of this Article; such as improper performances concerning the Organization's business activities or properties; violation of laws or the Articles of the Organization
- (4) To convene a General Meeting when it is necessary to report the issues mentioned in subparagraph 4(3) of this Article
- (5) To state her/his opinion to the Directors of the Board on the situation of the business activities executed by the Directors of the Board or on the situation of the properties of the Organization

#### **Article 16: Term of Office**

1. The term of office of an Official shall be two years. The same person, however, shall not be prevented from being reappointed.

2. The term of office of an Official appointed as a substitute or an additional member to fill a vacancy created or due to an increase in number of Officials shall be the same as the remaining terms of office of her/his predecessor or other Officials, irrespective of paragraph 1 of this Article.

3. An Official shall remain in her/his position until any successor assume office even after resignation or the expiration of her/his term of office when the number of Officials becomes less than the minimum number required by paragraph 1 of Article 13.

#### **Article 17: Filling Vacant Positions**

The vacant position shall be filled without delay when the number of the vacant positions of the Directors of the Board or the Auditors becomes more than one third of the fixed number.

#### **Article 18: Dismissal**

1. The General Meeting may, by its resolution, dismiss an Official with a majority vote of the Formal Members in the event of any of the following circumstances:

- (1) When the physical or mental condition of an Official shall be recognized as critical to continue to execute the duties of an official.
- (2) When an Official shall be recognized that she/he breaches her/his duties or behaves

inappropriately for an Official.

2. In the case where the Organization remove an Official for the reasons mentioned in paragraph 1 of this Article, the Organization shall give the concerned Official an opportunity to defend her/himself before the resolution at the Meeting.

#### **Article 19: Remuneration**

1. One third or less of the total number of the Officials may be remunerated.
2. The Organization may reimburse the Officials for the expenses of executing their duties.
3. Regarding the necessary matters concerning paragraphs 1 and 2 of this Article, the Chairperson of the Board shall, through the resolution of the Board of Directors, settle separate regulations.

#### **Article 20: Advisers**

1. The Organization may have a number of Advisers.
2. The Chairperson of the Board may request knowledgeable persons to join as an Adviser with the consent of the Board of Directors.
3. The Advisers may advise the Chairperson of the Board or state her/his opinion at meetings on the issues recognized as necessary.

### **Part 4: Meetings**

#### **Article 21: Types of Meetings**

The Organization shall have two types of meetings: General Meetings and the Board Meetings. The General Meeting shall consist of an Ordinary General Meeting and an Extraordinary General Meeting.

#### **Article 22: Construction**

1. The General Meeting shall consist of Formal Members
2. The Board Meeting shall consist of Directors of the Board of Directors

#### **Article 23: Functions**

1. The General Meeting shall decide the following issues:
  - (1) Expulsion of a member
  - (2) Selection of Auditors, and settlement of their duties and remuneration
  - (3) Election of candidates for Directors of the Board
  - (4) Dismissal of Officials
  - (5) Amendment of the Articles of the Organization
  - (6) Merger

- (7) Dissolution
  - (8) Transfer of remaining properties after dissolution
  - (9) The items that the Board of Directors decides to submit to the General Meeting for discussion
  - (10) Other important items on the management of the Organization**
2. The Board of Directors decides in the Board Meeting the following issues:
- (1) Approval of project plans and related budget of revenue and expenditure
  - (2) Approval of project reports and related settlement of balance
  - (3) Appointment of Directors of the Board, and settlement of their duties and remuneration
  - (4) Amount of the membership fee
  - (5) Organization and management of the Secretariat
  - (6) The items required to be submitted to the General Meeting
  - (7) Other items necessary for the management of the Organization

#### **Article 24: Holding of Meetings**

1. The Ordinary General Meeting shall be held annually within three months of the end of the fiscal year.
2. The Extraordinary General Meeting shall be held on any of the following occasions:
  - (1) When the Board of Directors recognizes the need for a General Meeting and convenes one
  - (2) When one third or more of the total number of the Formal Members requests to convene a Meeting by submitting a proper document that specifies the purpose of the meeting
  - (3) When the Auditor convenes the Meeting under subparagraph 4(4) of Article 15.
3. A Board Meeting shall be held on any of the following occasions:
  - (1) When the Chairperson of the Board recognize the necessity
  - (2) When one third or more present Directors of the Board requests by showing a proper purpose of the Meeting

#### **Article 25: Convocation Calling a Meeting**

1. The Chairperson of the Board shall convene a General Meeting or a Board Meeting except in the case of subparagraph 2(3) of Article 24.
2. The Chairperson of the Board shall convene an Extraordinary General Meeting within 30 days of the date of receiving the request under subparagraphs 2(1) and/or 2(2) of Article 24.
3. The Chairperson of the Board shall convene an Extraordinary Board Meeting within 30 days of the date of receiving a request under subparagraph 3(2) of Article 24.
4. On convening a General Meeting, the date and time, venue, purpose, and agenda of the



Meeting shall be notified by Fax or E-mail, at least seven days before the date of the Meeting.

5. On convening a Board Meeting, the date and time, venue, purpose, and agenda of the meeting shall be notified by Fax or E-mail, at least three days before the date of the meeting, in principle.

#### **Article 26: Chairperson**

1. The Chairperson of a General Meeting shall be elected from among the Formal Members present at the meeting.

2. The Chairperson of the Board Meeting shall be the Chairperson of the Board or the person nominated by the Chairperson of the Board.

#### **Article 27: Quorum**

1. Unless 50% or more of the total number of the Formal Members are present, the General Meeting shall not be held.

2. Unless 50% or more of the total number of the current Directors of the Board are present, the Board Meeting shall not be held.

#### **Article 28: Resolution**

1. A resolution of a General Meeting and a Board Meeting shall be adopted by a majority vote of the members present. On the occasion of a tie in votes, the Chairperson of the Meeting shall make the decision.

2. A General Meeting and a Board Meeting may make a decision only on the items announced beforehand, under paragraph 4 or 5 of Article 25. Provided, however, that the forgoing provision shall not be applied when the item shall be a matter of emergency, and is agreed upon by two thirds or more of the members present.

3. A member with vested interests on a specific item shall not exercise her/his voting right on that item.

#### **Article 29: Resolution in Writing**

1. A member who shall not able to present a General Meeting or a Board Meeting may exercise her/his voting right on the previously notified item in writing, or by proxy.

2. In case of paragraph 1 of this Article, the proxy shall present a document, which is separately settled, certifying its proxy to the Chairperson of the Meeting for the respective meetings.

3. A member who exercises her/his voting right under paragraph 1 of this Article shall be considered as present on the application of Articles 27 and 28.

### **Article 30: Minutes of Meeting**

1. The Minutes of resolutions of a General Meeting and a Board Meeting shall be taken including the following contents:

- (1) Date, time, and venue appointed for the meeting
- (2) The total number of the members and the number of members present (the number of those who exercise her/his voting right in writing or so shall be stated)
- (3) Agenda
- (4) Outline of the proceeding process and results of resolutions
- (5) Matters concerning the selection of the Signers of the Minutes of a Meeting

2. Two Signers of the Minutes of a Meeting, selected in a General Meeting, shall certify the Minutes by placing their signatures and seals.

## **Part 5: Assets and Accounts**

### **Article 31: Structure of Assets**

The assets of the Organization shall consist of the following items:

- (1) Assets mentioned in the original List of Properties
- (2) Initial entrance fees and membership fees
- (3) Donations
- (4) Income from profitable projects
- (5) Income from property
- (6) Other incomes.

### **Article 32: Division**

The assets of the Organization shall be divided into two categories: the assets concerning nonprofit activities and the assets concerning other activities.

### **Article 33: Management**

The Board of Directors shall manage the asset of the Organization and determine the method of management separately.

### **Article 34: Rules of Account**

The accounts of the Organization shall be conducted in accordance with the principles laid down in the respective subparagraphs of Article 27 of the Law.

### **Article 35: Division of the Accounts**

The account of the Organization shall be divided as follows:

- (1) The account concerning the nonprofit activities of the Organization

(2) The account concerning the other activities

**Article 36: The Fiscal Year**

The fiscal year of the Organization shall commence on April 1 of each year and close on March 31 of the following year.

**Article 37: Plan of Activities and Budget**

The Plan of Activities and the Budget of the Organization shall be prepared by the Chairperson of the Board, and shall be passed through a resolution of the Board Meeting before each fiscal year commence.

**Article 38: Provisional Budget**

1. Notwithstanding Article 37, in the case when the Budget fails to be passed by the day it is due for unavoidable reasons, the Chairperson of the Board may conduct income and expenditure based on the previous fiscal year's Budget, until the Budget is passed, through a resolution of the Board Meeting.
2. The income and expenditure mentioned in paragraph 1 shall be considered as a part of the newly passed Budget.

**Article 39: Reserve Fund**

1. The Reserve Fund may be included in the Budget in order to compensate a budget overrun and/or expenditure not provided for in the Budget.
2. The usage of the Reserve Fund shall be approved by a resolution of the Board Meeting.

**Article 40: Addition and Alteration of the Budget**

In the case when unavoidable reasons arise after the approval of the Budget, the Budget may be added or changed, by a resolution of the Board Meeting.

**Article 41: Reports of Activities and Settlement of Accounts**

1. The Organization's Report of Business Activities, statement of Accounts, List of Properties, and Balance Sheet shall be made by the Chairperson of the Board after the end of every fiscal year, without delay. Then, they shall be subjected to audit and approved by the Board of Directors within three month of the end of the current fiscal year. Finally, they shall be reported to the Ordinary General Meeting.
2. The surplus after the settlement of accounts shall be transferred to the following fiscal year.

**Article 42 : Occasional Measures**

In addition to the issues settled according to the Budget, borrowing of a loan, assuming of new liabilities, and/or renouncing of the right shall be decided by a resolution of the Board Meeting.

## **Part 6: Change of Articles of the Organization, Dissolving, and Merging**

### **Article 43: Change of the Articles of the Organization**

The Articles of the Organization shall not be changed, unless being decided with two thirds or more of the Formal Members present at the General Meeting, and being approved by the authorities concerned, except the minor items under paragraph 3 of Article 25 of the Law.

### **Article 44: Dissolution**

1. The Organization shall dissolve under the following conditions:

- (1) A resolution of the General Meeting
- (2) Impossibility of successfully executing the activities mentioned in the Objectives of the Organization
- (3) Attrition of Formal members
- (4) Merger
- (5) Commencement of bankruptcy procedure
- (6) Cancellation of the certification of foundation by the authorities concerned, under Article 43 of the Law.

2. The Organization shall dissolve under subparagraph 1(1) of this Article, by the resolution of two third or more of the Formal Members present at the General Meeting.

3. When the Organization dissolves under subparagraph 1(2) of this Article, the Organization shall obtain an approval from the authorities concerned.

### **Article 45: Election of Liquidator**

The Chairperson of the Board shall act as a Liquidator when the Organization is dissolved except in the case of a merger.

### **Article 46: Transfer of Remaining Property**

The remaining property of the Organization in case of dissolution (except in case of a merger and/or dissolution based on commencement of bankruptcy procedure) shall be transferred to other specified nonprofit organizations, incorporated associations, and/or foundations which has the same objectives as the Organization, and which is selected by a resolution of the majority of the Formal Member present at the General Meeting. In the case of a tie in votes, the Chairperson of the Meeting shall make the decision.

### **Article 47: Merger**

Unless two thirds or more of the Formal Members present at the General Meeting approve and the authorities concerned approve, the Organization shall not be merged with other organizations.

### **Article 48: Method of Announcement**

The announcements of the Organization shall be conducted in the office of the Organization in Tokyo, and through the homepage of the Organization, the official gazette, and/or news papers.

## **Part 7: Miscellaneous**

### **Article 49: Office**

1. The Organization shall establish an office to manage its business matters
2. The Secretary General shall be appointed by the Board of Directors
3. The Chairperson of the Board shall settle the items concerning organization and management of the Secretariat through the resolution of the Board Meeting.

### **Article 50: Detailed Rules**

The Chairperson of the Board shall make rules and regulations separately for the implementation of the Articles of the Organization through the resolution of the Board Meeting.

### **Supplementary Rules**

1. This Articles of the Organization shall be enforced on the day of the foundation of the Organization.
2. The Original Officials of the Organization shall be as follows, regardless of the rules in Article 13:

Chairperson	Kensuke ONISHI
Vice-Chairpersons	Hitoshi ICHIKAWA, Keiko KIYAMA, Tatsuhiro MINENO
Directors	Kuniaki ASOMURA, Satoyo ONO, Naoki KOKAWA, Kiyokazu KOSHIDA, Atsuko TSURUTA, Tadamasu FUKIURA, Toru HONDA
Auditors	Kazutoshi TAKASE, Hiroaki ISHII

3. The term of office of the Original Officials shall commence on the date of the foundation of the Organization and close on March 31, 2002, regardless of Article 15.
4. The first fiscal year of the Organization shall commence on the date of the official foundation and close on March 31, 2001, regardless of Article 35.

5. The Plan of Activities and the Budget for the first fiscal year shall follow the resolution settled at the second Board Meeting, regardless of Article 36.

6. The first membership fees shall be as follows, regardless of Article 8

- |                          |                                    |
|--------------------------|------------------------------------|
| 1) Formal Membership     | A fee of 50,000 Yen a unit, a year |
| 2) Supporting Membership | A fee of 30,000 Yen a unit, a year |
| 3) Honorary Membership   | Not particularly stated.           |