

## **ARTICLES OF INCORPORATION**

Specified Non-Profit Corporation  
BHN Association

### **Chapter 1 - General provisions**

#### **Article 1 - Name**

The official name of the Association is "BHN Association". (The full registered name of the Association translated into English is "The Specified Non-Profit Corporation BHN Telecom Support Association.")

#### **Article 2 - Location of offices**

The Association has its principal office in Taito-ku, Tokyo.

#### **Article 3 - Purpose**

The Association, which is positioned to provide humanitarian assistance and international aid involving information and telecommunications, operates using the resources of the Association's members and of cooperating individuals and organizations, for the purpose of providing such assistance and aid from the perspective of an NGO at a level distinct from the assistance provided by governments and business corporations. The Association mainly provides information and telecommunication technology in support of self-help efforts in developing countries.

#### **Article 4 - Types of activities**

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

- (1) Activities to promote health, medical care and welfare services
- (2) Activities to promote social education
- (3) Activities to serve the furtherance of culture, arts, and sports
- (4) Activities to preserve the environment
- (5) Disaster aid activities
- (6) International cooperation activities
- (7) Liaison, advisory, and support activities related to operations and activities of organizations engaged in the above activities

#### **Article 5 - Operations**

In accordance with Articles 3 and 4, the Association engages in the following operations:

1. Operations related to specified non-profit activities
  - (1) Emergency humanitarian aid to relieve poverty and disaster in Japan and abroad
  - (2) Support activities in Japan and abroad by placing information and telecommunications technology in the service of disaster relief, health care, environmental preservation, education, and culture
  - (3) Personnel training and exchange activities to assist self-help efforts in developing countries and elsewhere
  - (4) Collection and provision of information relating to humanitarian assistance and international aid
  - (5) Humanitarian assistance and international aid activities in cooperation with domestic and foreign organizations that share the objectives of the Association
2. Other operations
  - (1) Sales of equipment and software
  - (2) Survey and engineering work
  - (3) Holding events such as charity concerts and participating in events
3. The operations listed in 2 are permitted to take place only to the extent that no interference arises with the operations listed in 1. Any earnings derived from operations listed in 2 must be used for the operations listed in 1.

### **Chapter 2 - Members**

#### **Article 6 - Categories of members**

The Association has the following categories of membership:

1. Ordinary members - Individuals and groups who endorse the objectives of the Association and have joined the Association to directly cooperate in the activities of the Association
3. Supporting members - Individuals and groups who endorse the objectives of the Association and have joined the Association in

order to support the Association

3. Members referred to as "ordinary members" are members for the purposes of the NPO Act and are awarded the right to vote at general meetings.

#### **Article 7 - Membership dues**

Members must pay the membership dues determined by the board of directors.

#### **Article 8 - Enrollment**

A person who wishes to become an ordinary member of the Association should choose the number of units of membership dues appropriate and submit an application form to the Association together with the membership dues corresponding to the units chosen. A person who wishes to become a supporting member of the Association should decide the appropriate amount of money for enrollment and should also submit an application form to the Association together with the money.

#### **Article 9 - Cessation of membership**

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

1. Submission of application to the president for termination of membership
2. Death or reported missing
3. Membership dues unpaid for two years or more
4. Dismissal from membership

#### **Article 10 - Dismissal from membership**

In the following cases, the general meeting is permitted by affirmative vote of not less than two-thirds of votes at a general meeting of the Association to resolve to dismiss a member:

1. A member has violated the articles of incorporation or the rules of the Association
2. A member has damaged the reputation or acted against the purposes of the Association

#### **Article 11 - No refund of membership dues**

Paid membership dues are not refundable.

### **Chapter 3 - Officers**

#### **Article 12 - Officers**

The Association has the following officers:

1. Directors: The Association has between twenty (20) and forty (40) directors.
2. Comptrollers: The Association has two (2) comptrollers.
3. Directors include one (1) president. One (1) chairperson, vice presidents, and managing directors are permitted to be installed as necessity requires.

#### **Article 13 - Election of officers**

1. Officers are recommended by the board of directors from among members, and approved by the general meeting. If an officer who belongs to a corporate membership holding firm or organization desires, due to a personnel change, to be discharged from the duties of being an officer of the Association and recommends an employee or corporate officer working in the same firm or organization as his or her successor, the candidate is deemed to be elected when approved by the board of directors.
2. The president is elected by election from among the directors. A chairperson may be elected as necessity requires.
3. A chairperson may be elected from outside the directors with the approval of the board meeting and commission of the president. Article 14 and 15 apply with necessary modification, regarding his or her tenure and duties herein.
4. The president is permitted to appoint vice president(s) and managing director(s) from among the directors.
5. The comptrollers are not permitted to serve as directors or employed personnel of the Association while acting as comptrollers.

#### **Article 14 - Tenure of officers**

1. The tenure of officers is two (2) years. Re-election is permitted.
2. The tenure of a newly elected officer or an officer elected to replace a retiring officer continues until the end of the tenure of the incumbent officers, or the predecessor respectively.

#### **Article 15 - Duties of officers**

Officers have the following duties:

1. The chairperson shall provide support and advice toward activities of the Association and shall perform matters entrusted by the president.
2. The president shall represent the Association and control its operations. The president may delegate a part of his or her authority to vice president(s) as necessity requires.
3. The vice president(s) shall assist the president, and may deputize for the president when the president is unavailable or the position is vacated by one of the proxies designated by the president in advance, in the order of their priority.
4. The managing director(s) shall execute the operations of the Association.
5. Directors shall organize the board of directors and determine the execution of operations. When the president becomes unavailable

or the position is vacated, and in case no vice president is elected, the operations of the Association are executed by one of the proxies designated by the president in advance, in the order of their priority.

6. Comptrollers shall perform the following duties:

- (i) Overseeing the operations executed by the directors
- (ii) Auditing the assets of the Association
- (iii) Reporting to the general meeting or to the competent authorities of any severe incident such as fraud pertaining to the operations or the assets of the Association, or violation of laws or the articles of incorporation discovered while carrying out duties (i) and (ii) above
- (iv) Convening of a general meeting to report the results of the duty (iii) above
- (v) Expressing of opinions to the directors and requesting the convocation of board meetings concerning the directors' execution of the operations or the status of the assets of the Association

#### **Article 16 - Remuneration of officers**

Remuneration is permitted to be paid to officers pursuant to resolution of the board of directors except that the number of officers who receive remuneration is not permitted to exceed one-third of the total number.

#### **Article 17 - Dismissal of officers**

In the following cases, officers are permitted to be dismissed by the proposing of a resolution of the general meeting, while guaranteeing that such officers shall be given opportunities to justify themselves before the general meeting votes on the resolution:

1. An officer is found to be unable to perform the duties as an officer due to impaired mental or physical condition
2. An officer has acted in violation of the stated duties as an officer or has otherwise acted in a manner not befitting an officer

#### **Article 18 - Advisor(s) and councilor(s)**

The Association is permitted to have advisor(s), and councilor(s).

1. The advisor(s) and the councilor(s) shall provide advice and cooperation toward the activities of the Association.
2. The advisor(s) and the councilor(s) are approved by the board of directors and appointed by the president with the same tenure as stipulated in Article 14.

### Chapter 4 - General meetings

#### **Article 19 - Categorization of general meetings**

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

#### **Article 20 - Constituents of general meetings**

General meetings are constituted by ordinary members pursuant to Article 6.

#### **Article 21 - Convocation of general meetings**

Ordinary general meetings are held once each year within three (3) months after the end of the business year.

2. Extraordinary general meetings are permitted to be held when any of the following circumstances apply:
  - (1) The board of directors agrees there is a need and requests for the convening of an extraordinary general meeting.
  - (2) More than one quarter of the ordinary members request in writing that an extraordinary general meeting be held.
  - (3) The comptrollers request the convocation of a general meeting pursuant to item 6 of Article 15.
  - (4) In the cases of (2) and (3) above, an extraordinary general meeting must be held within sixty (60) days of the request being made.

#### **Article 22 - Convocation and chair of general meetings**

1. General meetings are convened by the president in the case pursuant to Article 21 2(3)
2. In order to convene a general meeting, notice must be given in writing or by electronic means, not later the five (5) days before the date of the meeting, indicating the matters that provide the purpose of the meeting, and the date, time and venue of the meeting.
3. General meetings are chaired by the president.

### **Article 23 - Authorities of general meetings**

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

- (1) Amendments to the articles of incorporation
- (2) Matters concerning dissolution and amalgamation of the Association
- (3) Business reports and account closing reports
- (4) Election and dismissal of officers
- (5) Dismissal of membership
- (6) Disposition of residual assets
- (7) Other significant matters related to operating the affairs of the Association

### **Article 24 - Quorum and voting at general meetings**

A general meeting is constituted when at least one-third of ordinary members are in attendance. Unless specifically stipulated otherwise, resolutions are passed by affirmative majority vote of the members in attendance. In case of a tie in votes the vote of the chair of the meeting casts the deciding vote.

### **Article 25 - Voting rights at general meetings**

1. Each ordinary member has one voting right.
2. An ordinary member who, due to an unavoidable reason, is unable to attend a general meeting is permitted to vote in writing or by electronic means on matters notified in advance to that member or is permitted to vote by proxy authorization of another ordinary member. For these cases, the member is deemed to have attended the meeting.

### **Article 26 - Meeting minutes**

1. With respect to the proceedings at general meetings, meeting minutes must be prepared stating the following matters:

- (1) Date, time, and venue of the meeting
  - (2) Number of ordinary members of the Association as of the time of the meeting
  - (3) Number of ordinary members present at the meeting (including members who vote in writing and by proxy)
  - (4) Agenda
  - (5) Course of proceedings and substance of statements made
  - (6) Matters concerning the election of signatories of the meeting minutes
2. Meeting minutes must be signed with the names and seals of the chairperson and at least two (2) signatories elected from among those in attendance.

## **Chapter 5 - Board meetings**

### **Article 27 - Constituents of board meetings**

Board meetings are constituted by the directors. Comptrollers are permitted to be present and make statements at board meetings.

### **Article 28 - Convocation of board meetings**

1. Ordinary board meetings are held four (4) times each year.
2. In addition to above, board meetings are held in one or more of the following situations:
  - (1) The president deems it necessary to hold a general meeting
  - (2) More than a quarter of the directors request the convocation of a general meeting
  - (3) The comptrollers request the convocation of a general meeting pursuant to item 6 of Article 15.
  - (4) In case of (2) and (3) above, a board meeting shall be held within thirty (30) days of such a request.

### **Article 29 - Convocation and chair of board meetings**

1. Board meetings are convened by the president.
2. In order to convene a board meeting, notice must be given to the directors in writing or by electronic means not later than five (5) days before the date of the meeting, indicating the matters that provide the purpose of the meeting and the date, time, and venue of the meeting.
3. Board meetings are chaired by the president.

### **Article 30 - Authorities of board meetings**

Further to the matters stipulated separately in these articles of incorporation, board meetings resolve on the following matters:

1. Matters to be referred to general meetings
2. Matters concerning the execution of resolutions of general meetings
3. Other matters requisite for the operating of the affairs of the Association

#### **Article 31 - Attendance and resolutions of board meetings**

1. A board meeting is constituted when at least one-half of the directors holding office are in attendance.
2. Resolutions of a board meeting are passed by affirmative majority vote of the directors in attendance. In case of a tie in votes the chair of the meeting casts the deciding vote.
3. A director who due to an unavoidable reason is unable to be present at a board meeting is permitted to vote in writing or by electronic means on matters in advance notified to that director. In such a case, the director is deemed to have attended the meeting.

#### **Article 32 - Meeting minutes**

1. With respect to the proceedings at board meetings, meeting minutes must be prepared stating the date, time, venue, and proceedings of the meeting.
2. Meeting minutes must be signed with the name and seal of the chair of the meeting.

### **Chapter 6 - Assets and accounts**

#### **Article 33 – Constituents and categories of assets**

1. Assets of the Association consist of the following:
  - (1) Founding assets
  - (2) Membership dues
  - (3) Grants and subsidies
  - (4) Donations
  - (5) Profits from business operations
  - (6) Profits generated from assets
  - (7) Other profits
2. Assets are classified into two categories: assets concerning operations related to specified non-profit activities and assets concerning other operations.

#### **Article 34 - Administration of assets**

The administration of assets is carried out by the president. The manner of asset administration is determined by resolution of the board of directors.

#### **Article 35 - Principles of accounting**

Accounting operations must be performed in accordance with the principles enumerated in the Items of Article 27 of the Specified Non-Profit Activities Promotion Act.

#### **Article 36 - Division of accounting**

Accounting is divided into the two sections: accounting for operations related to specified non-profit activities and accounting for other operations.

#### **Article 37 - Special accounts**

The Association is permitted to establish special accounts as necessity requires

#### **Article 38 - Business reports and account closing reports**

The documents relating to account closing including the business report, statement of income and expenditure, balance sheet and asset schedule shall, after being audited by the comptrollers, be reported to and approved by the general meeting within three (3) months after the end of each business year.

#### **Article 39 - Business plans and budgets**

1. The business plan and the budget of the Association are established by approval of the board of directors.
2. If due to an unavoidable reason the budget of the Association was unable to be established, in the interim until a budget is established the president is permitted to dispose of income and expenditures in accordance with the budget for the previous business year.
3. Disposition of income and expenditure referred to in the previous Paragraph are deemed income and expenditure of the newly established budget.

#### **Article 40 - Business year**

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

## **Chapter 7 - Amendments to the articles of incorporation and dissolution and amalgamation of the Association**

### **Article 41 - Amendments to the articles of incorporation**

1. Amendments to the articles of incorporation are permitted to be made by the affirmative vote of more than two-thirds (2/3) of members in attendance at the general meeting. Regarding matters stipulated in item 3 of Article 25 of the Specified Non-Profit Activities Promotion Act, approval by the competent authorities shall be obtained.
2. When the articles of incorporation of the Association are amended, they shall be reported to the competent authorities (except for matters that require approval by the competent authorities according to item 1 above.)

### **Article 42 - Dissolution**

The Association is permitted to be dissolved by the following reasons:

- (1) Resolution at the general meeting
  - (2) Impossibility of achieving goals in the business relating to specified non-profit activities
  - (3) Lack of ordinary members
  - (4) Amalgamation
  - (5) Decision to commence bankruptcy proceedings
  - (6) Annulment of certificate of incorporation by the competent authorities
2. In case of dissolution by reason (1) above, decision shall be made by approval of more than three-quarters (3/4) of ordinary members present at a general meeting.
  3. In case of dissolution by reason (2) above, approval by the competent authorities shall be obtained.

### **Article 43 - Disposition of residual assets**

Out of the items stated in Article 11(3) of the Specified Non-Profit Activities Promotion Act, residual assets after dissolution (excluding dissolution by reasons of amalgamation or commencement of bankruptcy proceedings) shall be signed over to the organization specified by the general meeting.

### **Article 44 – Amalgamation**

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

## **Chapter 8 - Public notices**

### **Article 45 – Methods of public notices**

Public notices of the Association must be posted in the official gazette Kampō.

## **Chapter 9 - Supplement**

### **Article 46**

Matters not stated in these articles of incorporation are determined by the board of directors.

### **Article 47**

Matters necessary for the execution of these articles of incorporation are determined separately hereof by a resolution of the board of directors.

### **Complementary provisions**

**Article 1** - These articles of incorporation take effect on the date of establishment.

**Article 2** - Officers at the founding are as follows:

Chairperson: Iwato Asahara

President: Takeo Nobusawa

Vice president: Moriji Kuwabara

Managing director: Koichiro Shinohara

Directors: Iwato Asahara; Koichiro Shinohara; Hidekazu Tsuji; Makoto Fujisawa, Fumio Ikegami; Masakazu Shintani; Junjiro Tsuda; Nobuyuki Matsuda; Kozo Iwaso; Mitsuhiro Sugawara; Kunihiro Niwa; Masayoshi Murotani; Moriji Kuwabara; Mitsuhiro Takase; Takeo Nobusawa; Kazuhiro Yamada; Hiroshi Kojima; Yusayuki Takahashi; Misao Hamada; Jusō Yamamoto; Yasuo Kobayashi; Tadao Tamiya; Yutaka Hayashi; Akira Wakayama

Comptrollers: Koichiro Inaniwa; Nobuyoshi Yamane

**Article 3** - Irrespective of the stipulations of Article 14, the tenures of the officers at the time of founding commence on the founding date and continue until June 30th, 2001.

**Article 4** - Irrespective of the stipulations of Article 38, the business plan and the income and expenditure budget at the time of founding are determined at the founding general meeting.

**Article 5** - Irrespective of the stipulations of Article 40, the business year at the time of founding commences on the founding date and continues until March 31st, 2000.

**Article 6** - Irrespective of the stipulations of Article 7, amounts of membership dues at founding are as follows:

1. Members pay annual membership dues in accordance with the number of membership units applied for at enrollment. Annual membership dues are as follows.

(1) Personal members: ¥3,000 annually per membership unit

(2) Corporate members: ¥100,000 annually per membership unit

2. Beginning with the second business year, annual membership dues must be paid at the beginning of the business year in the period from April to June.

3. Donations from supporting members are subject to the judgment of each member and no stipulations are provided as to their due dates and amounts.

Established: May 14, 1999

Revised: November 26, 2004  
November 30, 2005  
October 6, 2006  
January 11, 2008  
February 12, 2009  
December 24, 2009  
July 2, 2010  
August 30, 2011  
December 4, 2012  
October 19, 2015  
October 25, 2016  
October 23, 2017  
June 14, 2018  
June 19, 2019  
June 18, 2021