

# 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 telecommunications 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
  - (i) Emergency humanitarian aid to relieve poverty and disaster in Japan and abroad
  - (ii) Support activities in Japan and abroad by harnessing information and telecommunications technology in the service of disaster relief, health care, environmental preservation,

- education, and culture
  - (iii) Personnel training and exchange activities to assist self-help efforts in developing countries and elsewhere
  - (iv) Collection and provision of information relating to humanitarian assistance and international aid
  - (v) Humanitarian assistance and international aid activities in cooperation with domestic and foreign organizations that share the objectives of the Association
  - (2) Other operations
    - (i) Sales of equipment and software
    - (ii) Survey and engineering work
    - (iii) Organizing charity concerts and other events, and participating in such events
2. 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) Regular 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
  - (2) Supporting Members - Individuals and groups who endorse the objectives of the Association and have joined the Association in order to support the Association
2. Members referred to as “Regular Members” are considered as members under the NPO Act and shall be awarded the right to vote at General Meetings.

### **Article 7 - Membership Dues**

Members must pay the membership dues determined at the Board Meeting.

### **Article 8 - Enrollment**

A person who wishes to become a Regular Member of the Association shall 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, their membership shall cease:

- (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) Revocation of Membership

#### **Article 10 - Revocation of Membership**

In the following cases, those present at the General Meeting shall be permitted by affirmative vote of no less than two-thirds 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 - Non-refundable Membership Dues**

Paid membership dues are not refundable.

### **Chapter 3 - Officers**

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

The Association has the following officers:

(1) Executive Directors: The Association has between twenty (20) and forty (40) Executive Directors.

(2) Comptrollers: The Association has two (2) Comptrollers.

(3) Executive Directors include one (1) President, one (1) Chairperson, Vice Presidents, and Managing Executive Directors as necessity requires.

#### **Article 13 - Election of Officers**

Officers are recommended at the Board Meeting from among members, and approved at 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 at the Board Meeting

2. The President is mutually voted for by the Executive Directors. A Chairperson may be elected as necessity requires. A Chairperson may be elected from outside the Board of Directors with approval at the Board Meeting and appointment by the President. Article 14 and 15 shall apply with necessary modification, regarding his/her tenure and duties herein.

3. The President is permitted to appoint Vice President(s) and Managing Executive Director(s) from among the Executive Directors.

4. The comptrollers are not permitted to serve as Executive Directors or employed personnel of the Association while acting as Comptrollers.

#### **Article 14 - Tenure of Officers**

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 shall continue

until the end of the tenure of the incumbent officers, or the predecessor respectively.

#### **Article 15 - Duties of Officers**

Officers shall have the following duties:

- (1) The Chairperson shall provide support and advice on the activities of the Association and shall perform matters delegated by the President.
- (2) The President shall represent the Association and control its operations. The President may delegate a part of his/her authority to Vice President(s) as necessity requires.
- (3) The Vice President(s) shall assist the President, and, in the case where an accident incapacitates the President, preventing him/her from performing his/her job or the position becomes vacant, the operations of the Association shall be executed by one of the Vice Presidents designated by the President in the order specified by the President in advance.
- (4) The Managing Executive Director(s) shall execute the operations of the Association.
- (5) Executive Directors shall organize the Board of Directors and determine the execution of operations. In the case where an accident incapacitates the President, preventing him/her from his/her job, and no Vice President has been elected, the operations of the Association shall be executed by one of the proxies designated by the President in the order specified by the President in advance.
- (6) Comptrollers shall perform the following duties:
  - (i) Overseeing the operations executed by the Executive 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 mentioned in (iii) above
  - (v) Expressing of opinions to the Executive Directors and requesting the convocation of Board Meetings concerning the Executive 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. However, 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 at 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 at the Board Meeting and appointed by the President with the same tenure as stipulated in Article 14 with the necessary changes.

### **Chapter 4 - General Meetings**

#### **Article 19 - Categorization of General Meetings**

General Meetings of the Association fall into two categories: Regular General Meetings and Extraordinary General Meetings.

#### **Article 20 - Constituents of General Meetings**

General Meetings are constituted by Regular Members pursuant to Article 6.

#### **Article 21 - Convocation of General Meetings**

Regular General Meetings are held once a 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) No less than one quarter of the Regular Members request in writing that an Extraordinary General Meeting be held.
  - (3) The Comptrollers request the convocation of an Extraordinary 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 Chairing of General Meetings**

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 purpose of the meeting, and the date, time and venue of the meeting.
3. General Meetings shall be chaired by the President.

#### **Article 23 - Authority 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 merger of the Association
- (3) Business reports and account closing reports
- (4) Election and dismissal of officers
- (5) Revocation of membership
- (6) Disposal of residual assets
- (7) Other significant matters related to the operational affairs of the Association

#### **Article 24 - Quorum and Voting at General Meetings**

A General Meeting shall be deemed valid when at least one-third of Regular Members are in attendance. Unless specifically stipulated otherwise, resolutions are passed by an affirmative majority vote of the members in attendance. In case of a tie in the vote, the chair of the meeting casts the deciding vote.

#### **Article 25 - Voting Rights at General Meetings**

Each Regular Member shall have one vote.

2. A Regular 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. In these cases, the member is deemed to have attended the meeting.

#### **Article 26 - Meeting Minutes**

With respect to the proceedings at General Meetings, meeting minutes must include the following items:

- (1) Date, time, and venue of the meeting
  - (2) Number of Regular Members of the Association as of the time of the meeting
  - (3) Number of Regular Members present at the meeting (including members who voted in writing or by proxy)
  - (4) Matters to be discussed
  - (5) Summary of proceedings and voting results
  - (6) Matters related to the appointment of signatories of the 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 shall consist of the Executive Directors. Comptrollers are permitted to be present and make statements at Board Meetings.

## **Article 28 - Convocation of Board Meetings**

Regular Board Meetings are held four (4) times a year.

2. In addition to the 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) No less than a quarter of the Executive 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 Chairing of Board Meetings**

Board Meetings are convened by the President.

2. In order to convene a Board Meeting, notice must be given to the Executive Directors in writing or by electronic means not later than five (5) days before the date of the meeting, indicating the purpose of the meeting and the date, time, and venue of the meeting.
3. Board Meetings are chaired by the President.

## **Article 30 - Authority of Board Meetings**

Further to the matters stipulated separately in these Articles of Incorporation, Board Meetings deliberate on the following matters:

- (1) Matters to be brought up at General Meetings
- (2) Matters concerning the execution of resolutions of General Meetings
- (3) Other matters requisite for the operation of the affairs of the Association

## **Article 31 - Attendance and resolutions of Board Meetings**

A Board Meeting is convened when at least one-half of the Executive Directors holding office are in attendance.

2. Resolutions of a Board Meeting are passed by an affirmative majority vote of the Executive Directors in attendance. In case of a tie in votes the chair of the meeting casts the deciding vote.
3. An Executive 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 of the meeting. In such a case, the Executive Director is deemed to have attended the meeting.

## **Article 32 - Meeting Minutes**

With respect to the proceedings at Board Meetings, meeting minutes must include 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**

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 - Management of Assets**

The management of assets shall be carried out by the President. The manner in which assets are managed shall be determined by a resolution of the Board of Directors.

### **Article 35 - Principles of Accounting**

Accounting operations must be performed in accordance with the principles listed 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 inventory of assets shall, after being audited by the Comptrollers, be reported to and approved at the General Meeting within three (3) months of the end of each fiscal year.

### **Article 39 - Business Plans and Budgets**

The business plan and the budget of the Association are established by approval of the Board Meeting.

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 implement measures regarding income and expenditure in accordance with the budget for the previous fiscal year.
3. Implementation of measures regarding of income and expenditure referred to in the preceding paragraph shall be deemed as income and expenditure of the newly established budget.



#### **Article 40 - Fiscal Year**

The fiscal year of the Association shall begin on April 1 of each year and end on March 31 of the following year.

### **Chapter 7 - Amendments to the Articles of Incorporation and Dissolution or Merger of the Association**

#### **Article 41 - Amendments to the Articles of Incorporation**

Amendments to the Articles of Incorporation are permitted to be made by the affirmative vote of no less 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 must 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 as stipulated in the preceding paragraph.)

#### **Article 42 - Dissolution**

The Association is permitted to be dissolved for any of the following reasons:

- (1) A Resolution at the General Meeting
  - (2) Impossibility of achieving goals in the business relating to specified non-profit activities
  - (3) Lack of Regular Members
  - (4) Merger
  - (5) Decision to commence bankruptcy proceedings
  - (6) Annulment of certificate of incorporation by the competent authorities
2. In case of dissolution due to reason (1) above, decision shall be made by approval of no less than three-quarters (3/4) of Regular Members present at a General Meeting.
  3. In case of dissolution due to 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 merger or commencement of bankruptcy proceedings) shall be signed over to the organization specified at the General Meeting.

#### **Article 44 - Merger**

When the Association seeks to merge with another organization, the decision shall be made at a General Meeting by the affirmative votes of no less than three-quarters (3/4) of Regular Members in attendance. The merger must also be approved by the competent authorities.

## **Chapter 8 - Public notices**

### **Article 45- Methods of Public Notice**

Public notices of the Association must be posted in the official gazette, *Kampō*. However, the public notice of the balance sheet as stipulated in Article 28-2 (1) of the Specified Non-Profit-Activities Promotion Act shall be posted on the Society's website.

## **Chapter 9 - Addendum**

### **Article 46**

Matters not stated in the Articles of Incorporation are determined at the Board Meeting.

### **Article 47**

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

## **Supplementary Provisions**

**Article 1** - These Articles of Incorporation take effect on the date of the founding of the Association.

**Article 2** – Initial officers at the founding of the Association shall be as follows:

Chairperson: Iwato Asahara

President: Takeo Nobusawa

Vice President: Moriji Kuwabara

Managing Executive Director: Koichiro Shinohara

Executive Directors:

Iwato Asahara; Fumio Ikegami; Kozo Iwaso; Moriji Kuwabara; Hiroshi Kojima;  
Yasuo Kobayashi; Koichiro Shinohara; Masakazu Shintani; Mitsuhiro Sugawara;  
Mitsuhiro Takase; Masayuki Takahashi; Tadao Tamiya; Hidekazu Tsuji; Junjiro  
Tsuda; Junjiro Tsuda; Kunihiro Niwa; Takeo Nobusawa; Misao Hamada;  
Yutaka Hayashi; Makoto Fujisawa; Nobuyuki Matsuda; Masayoshi Murotani;  
Kazuhiro Yamada; Shuuzo Yamamoto; 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 the founding of the Association shall commence on the date of the founding of the Association and continue until June 30th, 2001.

**Article 4** - Irrespective of the stipulations of Article 38, the business plan and the budget for income and expenditure at the time of the founding of the Association are determined at the inaugural General Meeting.

**Article 5** - Irrespective of the stipulations of Article 40, the fiscal year at the time of incorporation

commences on the date of the founding of the Association and continues until March 31, 2000.

**Article 6** - Irrespective of the stipulations of Article 7, amounts of membership dues at the founding of the Association 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) Individual members: ¥3,000 annually per membership unit
  - (2) Corporate members: ¥100,000 annually per membership unit
2. Beginning with the second fiscal 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 discretion of each member and no stipulations are provided as to their due dates or amount.

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