

Registered Non-Profit Organization

Asia SEED

Articles of Association

Chapter 1 General Rules

Article 1 (Name)

This society, a registered non-profit organization, is named Asia SEED.

Article 2 (Office)

Asia SEED has its principal office located in Chuo Ward, Tokyo, Japan.

Article 3 (Objective)

Asia SEED, based on the spirit of international cooperation, is designed to dig out specific themes of cooperation among the Asian countries in enriching their science & technology and education that are good for far-reaching social and economic development. By doing so, Asia SEED is dedicated to promote exchanges between Japan and her Asian neighbors in the fields of education, science, culture, economy and industry, and contribute to keeping and developing reciprocally amicable relations within the Asian region.

Article 4 (Kinds of registered non-profit activity)

To achieve the objective stated in preceding article, Asia SEED conducts the kind of registered non-profit activity described below.

- (1) Activities to help promote social education
- (2) Activities to help promote community building
- (3) Activities to help promote culture, arts and/or sports
- (4) Activities to help conserve environment
- (5) Activities of international cooperation
- (6) Activities of liaison, advice and/or assistance involved in management or actions of any groups in charge of the specified activities above.

Article 5 (Workings)

To achieve the objective stated in Article 3, Asia SEED undertakes following works involved in the registered non-profit activities.

- (1) To make surveys, information gathering and analysis on exciting problems between Japan and her Asian neighbors in the fields of education, S&T, culture, economy and industry, and produce recommendations based on the outcome thereof.
- (2) To develop specific projects of cooperation that accord the themes suggested in

Paragraph (1) above, and provide consulting services thereof.

- (3) To hold study meetings, workshops, seminars and symposium on related themes to Paragraph (1) above, and publish bulletin, technical journals and other publications.
- (4) To organize joint studies and exchanges between Asian government officials, educators, scientists, engineers, economists and other prominent figures and their Japanese counterparts.
- (5) To offer the Asian countries assistance in sending their students and trainees to Japan
- (6) Any other works involved in those specified above.

Article 6 (Public notice)

Public notices of Asia SEED shall be given on the Official Gazette.

Chapter 2 Membership

Article 7 (Type of membership)

Asia SEED consists of its regular members, who shall be deemed as its staff under the Law for the Promotion of Registered Non-profit Organization.

- (1) The regular members are individuals and groups willing to join Asia SEED as its objective meets with their approval.

Article 8 (Admission)

- 1 Those who desire membership in Asia SEED are required to file an application form separately prescribed with the President of Asia SEED.
- 2 A collective member of any group is required to appoint a single person as its representative who exercises its rights to Asia SEED (hereinafter referred to as the "Representative"), and report the President thereof.
- 3 Whenever the Representative changes, the President shall swiftly be notified thereof in a written form separately prescribed.
- 4 If any applicant is denied admission to Asia SEED, the President shall swiftly notify the applicant thereof by showing specific reasons of the denial in a written form.

Article 9 (Membership fee)

The member shall pay a membership fee of which amount is separately decided at a general meeting.

Article 10 (Secession)

- 1 A member who desires to leave Asia SEED is required to submit a notice of withdrawal

separately prescribed to the President.

- 2 A member who falls in any of following descriptions shall be deemed as leaving Asia SEED.
 - (1) When declared as an interdict or a quasi-interdict.
 - (2) When declared as dead or missing.
 - (3) When a corporation or a group is dissolved or bankrupt.
 - (4) When delinquent in paying the membership fee, and falling to pay for a year or longer after pressed for payment.

Article 11 (Expulsion)

- 1 When a member falls in any of following descriptions, Asia SEED may take the member's name off the roll with a majority of two-thirds or more passing a resolution thereof at a general meeting.
 - (1) When infringing the Articles of Association or any other rules of Asia SEED.
 - (2) When defaming Asia SEED, or responsible for any act contradictory to the objective of Asia SEED.
- 2 Before removing a member's name off pursuant to the provision of preceding article, the member to be dismissed shall be notified thereof and given an opportunity for vindication.

Article 12 (Rights and duties of outgoing member)

- 1 When a member lost its membership pursuant to any provisions of Articles 10 or 11, the member is deprived of its rights to Asia SEED and relieved its duties thereof.
- 2 Asia SEED shall return to the outgoing member none of its membership fee, contributions, or donation in kind already receiver by Asia SEED.

Chapter 3 Officials, Advisors and Councilors

Article 13 (Types and quorum)

- 1 Asia SEED has following officials.
 - (1) 10-20 directors
 - (2) 1-2 auditor(s)
- 2 Among the directors, a director shall be assigned as the President, another director as the Managing Director, and an additional 1-3 directors as the Standing Directors.

Article 14 (Election)

- 1 The directors and the auditors shall be elected among the members (the

Representatives in case of such collective members as corporations and groups) at a general meeting. However, when deemed particularly necessary, this provision does not prevent two non-members at largest from elected as a director or an auditor.

- 2 Until a general meeting is convened, when director(s) and auditor(s) shall be elected immediately to fill vacancy or an increased post, the Board of Directors is empowered to appoint thereof. In that case, the appointment by the Board of Directors needs to be approved by the first general meeting held after the Board of Directors' meeting.
- 3 The President, the Managing Director and the Standing Directors shall be elected by mutual vote at a Board of Directors' meeting.
- 4 No directors and auditors are allowed to hold the two different posts concurrently.

Article 15 (Duties)

- 1 The Directors constitute the Board of Directors and decide execution of works.
- 2 The President represents Asia SEED and assumes control of the works of Asia SEED.
- 3 The Managing Director assists the President and, in the events of the President suffering an accident or absent for some reasons, acts for the President.
- 4 The Standing Directors assists the President and the Managing Director, and manage routine works.
- 5 The Auditors are responsible for the duties specified in Article 18 of the Law for the Promotion of Registered Non-Profit Organization (hereinafter referred to as the "Promotion Law").

Article 16 (Tenure)

- 1 An official's tenure is two years. However, this provision does not prevent any official from reelected.
- 2 Irrespective of the provision of proceeding paragraph, the tenure of an official elected to fill vacancy or an increased post shall be the remaining tenure of its predecessor or that of fellow officials currently in office.
- 3 Even after resigning or having served full term, an official shall fulfill its duties until its successor takes office.

Article 17 (Release from office)

- 1 When an official falls in any of following descriptions, the official shall be released from office with a majority of two-thirds or more passing a resolution thereof at a general meeting.
 - (1) When the official is found mentally and/or physically too poor to execute its duties.
 - (2) When the official is found infringing its duties or responsible for any offense that

defames its post.

(3) In the event of any conditions specified in Article 20 of the Promotion Law.

- 2 Before releasing an official from office pursuant to the provisions of (2) above, the official to be released shall be notified thereof and given an opportunity for vindication.

Article 18 (Remuneration)

The officials shall give their service free. However, full-time officials are entitled to receive the amounts of remuneration decided by a resolution of the Board of Directors.

Article 19 (Advisors and Councilors)

- 1 Asia SEED may have two Advisors and three Councilors at largest.
- 2 The Board of Directors recommends the Advisors and the Councilors among socially prominent figures or those who have done distinguished services to Asia SEED, who are subsequently appointed by the President.
- 3 The Advisors may answer any inquiries made by the President on the works of Asia SEED, or state their views thereof.
- 4 The Councilors may answer any inquiries made by the President on the works of Asia SEED, or state their views thereof.
- 5 The provision of Paragraph (1) of Article 16 shall apply to the Advisors and the Councilors correspondingly.

Chapter 4 Meetings

Article 20 (Types)

The meetings of Asia SEED include the general meetings, the Board of Directors' meetings and the Standing Directors' meetings. The general meetings consist of ordinary and extraordinary meetings.

Article 21 (Constituency)

- 1 A general meeting shall be composed of the members.
- 2 A Board of Directors' meeting shall be composed of the Directors.
- 3 The Standing Directors' meeting shall be composed of the President, the Managing Director and the Standing Directors.
- 4 The Auditors are entitled to present the meetings of the Board of Directors and the Standing Directors, and state their opinions.

Article 22 (Functions)

- 1 In addition to those separately specified in the Articles of Association, a general meeting decides important matters in management of Asia SEED.
- 2 In addition to those separately specified in the Articles of Association, a Board of Directors' meeting decides following matters.
 - (1) Any matters related to execution of the matters resolved at a general meeting.
 - (2) Any matters to be referred to a general meeting.
 - (3) Any matters related to execution of the works of Asia SEED that do not require a general meeting to resolve.
- 3 The Standing Directors' meeting considers any matters related to management of the works of Asia SEED.

Article 23 (Organization of meetings)

- 1 An ordinary general meeting shall be held once a year within three months after the previous fiscal year is over.
- 2 An extraordinary general meeting shall be held in the event of any of following conditions.
 - (1) When deemed necessary by the Board of Directors.
 - (2) When requested by one-fifths or more of the total number of the members in a written form, in which the purpose of the requested meeting is stated.
 - (3) When convened by the Auditor(s) pursuant to the provision of Article 18 of the Promotion Law.
- 3 A Board of Directors' meeting shall be held in the event of any of following conditions.
 - (1) When deemed necessary by the President.
 - (2) When requested by one-thirds or more of the Directors currently in office in a written form, in which the purpose of the requested meeting is stated.
- 4 A Standing Directors' meeting shall be held when deemed necessary by the President.

Article 24 (Convocation)

- 1 Excluding the cases falling in Paragraph 2(3) of preceding article, the President shall convene a general meeting, a Board of Directors' meeting and a Standing Directors' meeting.
- 2 When convening a general meeting, the members shall be notified thereof , at least seven days before the opening of the convened meeting, in a written form, which specifies the time & date, the place, the agenda and its contents of the meeting.
- 3 The provisions above shall apply to the meetings of the Board of Directors and the Standing Directors correspondingly. This rule, however, does not apply to the case where a meeting is convened to discuss any urgent issue in a manner prescribed by the

Board of Directors.

- 4 When a request is made pursuant to the provisions of Paragraphs 2(1) or (2), or those of Paragraph 3(2), Article 23, the President shall promptly convene the meeting so requested.

Article 25 (Chairmanship)

The President shall assume the chairmanship of the general meetings, the Board of Directors' meetings and the Standing Directors' meetings.

Article 26 (Quorum)

A general meeting, a Board of Directors' meeting and a Standing Directors' meeting shall be valid when attended by half or more of the constituents thereof.

Article 27 (Resolution)

- 1 Unless provided otherwise in the Articles of Association, the proceedings at a general meeting and a Board of Directors' meeting shall be decided by approval of a majority of the attendants. In case of a tie, the presiding officer shall decide the issue.
- 2 A general meeting and a Board of Directors' meeting shall be authorized to decide only the agenda that are notified beforehand pursuant to the provisions of Paragraphs 2 and 3 of Article 24. This rule, however, does not apply to the case where two-thirds or more of the attendants consent to decide any issue of urgent need.
- 3 A member of any meeting who has special interests in the issue to be decided shall not exercise its vote on the issue.

Article 28 (Written vote and others)

- 1 A member who is not able to attend a general meeting or a Board of Directors' meeting for some unavoidable reason may exercise its vote in a written form or by proxy on the issues notified beforehand. The proxy, however, shall be selected only among the member of Asia SEED.
- 2 The proxy in preceding provision shall submit a written document that certifies its rights of representation to the presiding officer of meeting every time.
- 3 The member who exercises its vote pursuant to the provision of Paragraph 1 above shall be deemed as attending the meeting in the application of the provisions of Article 26 and Paragraph 1 of preceding article.

Article 29 (Minutes)

- 1 In regard to the proceedings of a general meeting and a Board of Directors' meeting,

minutes shall be taken to contain following matters.

- (1) Time & date and place of the meeting
 - (2) Number of constituents
 - (3) Number of attendants and the names of Directors present in case of a Board of Directors' meeting(incl. those deemed present in a written form or by proxy).
 - (4) Matters for decision
 - (5) Descriptions of the process of the proceedings
 - (6) Matters related to the election of signatories of the minutes
- 2 The minutes shall be signed by at least two signatories elected among attendants of the meeting including the presiding officer.

Chapter 5 Property and Accounting

Article 30 (Formation of properties)

The properties of Asia SEED consist of those specified below.

- (1) The properties stated in a general inventory at the time of foundation of Asia SEED
- (2) Membership fees
- (3) Contributions in money and in kind
- (4) Revenues generating from the properties.
- (5) Revenues resulting from operations
- (6) Other revenues

Article 31 (Management of properties)

- 1 The President shall be responsible for managing the properties in a manner decided by the Board of Directors.
- 2 Accounting of Asia SEED shall be made pursuant to the principles specified in the provisions of Article 27 of the Promotion Law.

Article 32 (Defrayal of expenditure)

The expenditure of Asia SEED shall be defrayed from its properties.

Article 33 (Fiscal year)

A fiscal year of Asia SEED begins April 1 each year, and ends in March 31 of the following year.

Article 34 (Project and budget planning)

- 1 The President prepares the statements of project and budget planning, subject to approval of a general meeting. This rule, however, shall not prevent the Board of Directors from approving thereof when a general meeting can hardly be held before the beginning of a fiscal year thereof. In that case, an approval shall be obtained from a general meeting to be held within three months after the fiscal year begins.
- 2 In such circumstances as described above, budgeting shall follow the budget executed in the previous fiscal year until decided by a general meeting.
- 3 The statements of projects and budget planning, after approved by a general meeting pursuant to the provision of Paragraph 1 above, shall be submitted to the competent authorities within the three months after the fiscal year begins.
- 4 Any changes in the statements of project and budget planning approved by a general meeting pursuant to the provision of Paragraph 1 above shall be made in a manner decided by the Board of Directors.

Article 35 (Project and financial statements)

- 1 The President prepares a report on projects, a financial statement and a general inventory upon the completion of each fiscal year without delays. After inspected by the Auditor(s), a general meeting shall approve them within three months after the fiscal year is over.
- 2 The project report, the financial statement and the general inventory approved by a general meeting pursuant to the provision of Paragraph 1 above shall be submitted to the competent authorities within the three months after the fiscal year is over.

Article 36 (Disposal of gains)

When gains result from the settlement of accounts of Asia SEED, they shall be used in covering carried-over losses, if any. The whole amount of remaining gains, if any, shall be carried forward to the next fiscal year, or deposited, subject to approval of a general meeting.

Article 37 (Borrowing of funds)

When planning to borrow funds, Asia SEED shall obtain consent thereof from the Board of Directors.

Chapter 6 Revision of the Articles of Association, Dissolution and Others

Article 38 (Revision of the Articles of Association)

The Articles of Association shall not be revised unless so decided by three-fourths or more of the whole attendants at a general meeting, and unless so approved by the competent

authorities excluding minor matters specified in Paragraph 3, Article 25 of the Promotional Law.

Article 39 (Dissolution)

Asia SEED shall be dissolved pursuant to the provisions of Article 31 of the Promotional Law.

Article 40 (Disposal of residual properties)

The residual properties owned by Asia SEED when dissolving shall be transferred, based on approval of a general meeting, to any corporation, group, or other registered non-profit organization dedicated for similar objective to that of Asia SEED, as specified in Paragraph 3, Article 11 of the Promotional Law.

Chapter 7 Supplementary Rules

Article 41 (Committee)

1. Asia SEED may set a committee in an attempt for smooth implementation of its works.
2. A committee so formed examines, studies, or discusses the matters on which it is expected to do so.
3. Subject to approval of the Board of Directors, the President decides necessary matters for organizing and managing a committee so formed.

Article 42 (Secretariat)

1. Asia SEED has a secretariat responsible for its desk works.
2. The secretariat shall be staffed as many as necessary, and the President may appoint and dismiss the staff.

Article 43 (Detailed rules of implementation)

Subject to approval of the Board of Directors, the President may separately decide necessary matters for implementing the Articles of Association.

Additional Rules

1. The Articles of Association take effect on the day Asia SEED is founded.
2. Irrelevant to the provision of Article 9, the membership fee of the first fiscal year of Asia SEED shall be decided at its founding general meeting.
3. Irrelevant to the provisions of Paragraphs 1 and 3 of Article 14, Asia SEED shall have

those listed below as its founding officials, whose tenure shall be by March 31, 2001 without reference to the provision of Paragraph 1 of Article 16.

Directors:	President	Hitoshi Shozawa
	Director	Kunio Yoshida
		Yoshio Hara
		Yonosuke Hara
		Takashi Shiraishi
		Katsuhiko Suetsugu
		Hiroshi Saito
		Yasuyuki Tanaka
		Nagaharu Hayabusa
		Hiroyuki Aoki
		Katsuo Akaiwa
		Norihiko Ujita
		Kazuaki Matsui
Auditors:	Auditor	Takao Shimizu

- 4 Irrelevant to the provisions of Paragraphs 1 and 2 of Article 19, Asia SEED shall have founding Advisors and Councilors as decided at its founding general meeting, whose tenure shall be by March 31, 2001 without reference to the provision of Paragraph 5 of Article 16.
- 5 Irrelevant to the provisions of Article 33, Asia SEED has its first fiscal year starting on the day of its foundation and ending in March 31, 2001.
- 6 Irrelevant to the provision of Paragraph 1 of Article 34, Asia SEED has project and budget plans for its first fiscal year as decided at its founding general meeting.

Additional Rules

The change in this Articles of Association is enforced on April 12, 2004.