

(Translation)

**Registered Non-Profit Organization**  
**Asia SEED**  
**Articles of Incorporation**

**Chapter 1 General Provisions**

**Article 1 (Name)**

This society, a registered non-profit organization, shall be called Asia SEED.

**Article 2 (Location of Office)**

The principal office of Asia SEED is located at Chuo-Ward, Tokyo, Japan.

**Article 3 (Purpose)**

Asia SEED aims at 1) looking for cooperative themes for the wide range development of economic society through scientific technology and reinforcement of education in Asia-Pacific region and other nations with the spirit of international cooperation, 2) contributing to promote exchanges between Japan and various other countries in the fields of education, science, culture, economy and industry collaborating with both governments and business worlds, and 3) sustaining and developing healthy relationships in international society.

**Article 4 (Types of Registered Non-profit Activities)**

To achieve the purpose stated in the preceding article, Asia SEED conducts below listed types of registered non-profit activities:

- (1) Activities for promoting social education;
- (2) Activities for promoting development of communities;
- (3) Activities for promoting science, culture, arts or sports;
- (4) Activities for preserving the environment;
- (5) Activities of international cooperation;
- (6) Activities for developing an information society;
- (7) Activities for promoting science and technology;
- (8) Activities for vitalizing economy;
- (9) Activities for supporting the development of professional skills or the expansion of employment opportunities;
- (10) Activities for doing liaison work, or for providing advice or assistance for the operations

or activities of organizations engaging in any of the activities set forth in the preceding items.

#### **Article 5 (Scope of Activities)**

To achieve the purposes stated in Article 3, Asia SEED undertakes following non-profit activities:

- (1) Research, information collection and analysis of issues related to education, scientific technology, culture, economy and industry between Japan and Asian-Pacific region and other nations and proposals on these issues;
- (2) Development of cooperative projects and implementation of consulting on concrete issues based on the preceding article;
- (3) Promotion of interactions among government officers, educators, researchers and other people concerned by collaborative researches, seminars and similar activities;
- (4) Support on exchange of students and trainees between Japan and other nations;
- (5) Development of professional skills of international students and trainees and job placement to provide them employment opportunities;
- (6) Other related issues.

#### **Article 6 (Public Notices)**

Public notices of Asia SEED shall be given on the notice board of Asia SEED and in the Official Gazette. However, notice of the balance sheet shall be made on the notice board of Asia SEED's principal office pursuant to the Article 28-2(1) of the Law of Promote Registered Non-profit Activities (hereinafter referred to as the "Law")

### **Chapter 2 Membership**

#### **Article 7 (Categories of Membership)**

The membership of Asia SEED is classified into two categories as follows, the regular member shall be deemed as its "member" under the Law:

- (1) Regular members are individuals and groups who endorse Asia SEED's purpose and willing to obtain its membership;
- (2) Supporting members are individuals and groups who endorse Asia SEED's purpose and willing to obtain its membership to support its activities.

#### **Article 8 (Admission)**

- 1 Asia SEED does not prescribe any specific conditions on admission of new members.

- 2 An applicant who wants to obtain membership of Asia SEED shall apply to the Chairman of the Board by submitting an application form separately prescribed.
- 3 A group member is required to appoint a single person as its representative who exercises its rights to Asia SEED (hereinafter referred to as the “Representative of a group member”), and report the Chairman.
- 4 Whenever the Representative of a group member changes, the Chairman shall swiftly be notified thereof in a written form separately prescribed.
- 5 In case an application for membership is not accepted, the Chairman shall swiftly notify the applicant of the reasons for rejection in a written form.

#### **Article 9 (Membership Fee)**

The members shall pay a membership fee of which amount is separately determined at a general meeting.

#### **Article 10 (Withdrawal of Membership)**

- 1 A member who wishes to withdraw from membership is required to submit the Chairman a notice of withdrawal separately prescribed.
- 2 A member who falls in any of following circumstances is deemed to have withdrawn from membership:
  - (1) When passes away or declared missing;
  - (2) When a member group is dissolved or bankrupt;
  - (3) When delinquent in paying the membership fee, and failing to pay for a year or longer after urged for payment.

#### **Article 11 (Expulsion of Membership)**

- 1 When a member falls in any of following circumstances, a member may be expelled with a vote of not less than two-thirds of the regular members at a general meeting:
  - (1) When infringing the Articles of Incorporation of Asia SEED;
  - (2) When defaming Asia SEED, or acting against the purposes of Asia SEED.
- 2 In case a member is expelled from membership to the provision of the preceding article, the concerned member shall be notified thereof and given an opportunity for explanation.

#### **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 from 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 Board Members, Advisors and Councilors**

#### **Article 13 (Types and Number)**

- 1 Asia SEED has following board members.
  - (1) Three (3) to twenty (20) directors
  - (2) One (1) to two (2) auditor(s)
- 2 Among the directors, a director shall be assigned as the Chairman. Besides, a Senior Executive Director and additional one (1) to three (3) Executive Directors may be appointed.

#### **Article 14 (Elections)**

- 1 The directors and the auditors shall be elected from amongst the regular members (the Representatives in case of such group members) at a general meeting. However, when deemed particularly necessary, this provision does not prevent maximum two (2) non-members 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 entitled to appoint thereof. In that case, the appointment by the Board of Directors shall be approved by the first general meeting held after the Board of Directors' meeting.
- 3 The Chairman, the Senior Executive Director and the Executive Directors shall be elected by mutual vote at a Board of Directors' meeting.
- 4 No directors and auditors are allowed to hold the both posts concurrently.

#### **Article 15 (Duties)**

- 1 The Directors constitute the Board of Directors and decide execution of activities.
- 2 The Chairman represents Asia SEED and assumes control of the operations of Asia SEED.
- 3 The Senior Executive Director assists the Chairman and, in the events of the Chairman suffering an accident or absent, acts for the Chairman.
- 4 The Executive Directors assists the Chairman and the Senior Executive Director, and manage routine works.
- 5 The Auditors are responsible for the duties specified in Article 18 of the Law.

#### **Article 16 (Tenure)**

- 1 A Board member's tenure is two (2) years. However, reappointment is not prohibited.
- 2 Irrespective of the provision of the preceding paragraph, the tenure of a Board member elected to fill vacancy or an increased post shall be the remaining tenure of its predecessor or that of fellow directors currently in the Board members.
- 3 Even after resigning or having served full term, a director shall fulfill its duties until its successor takes office.

#### **Article 17 (Dismissal)**

- 1 When a Board member falls in any of following descriptions, the member may be dismissed from the Board of Members with a vote of not less than two-thirds of the regular members at a general meeting;
  - (1) When the Board member concerned is unable to perform his/her duties due to physical or mental disability;
  - (2) When the Board member concerned is found to have breached his/her duties or have behaved inappropriately as a Board member;
  - (3) In the event of any conditions specified in Article 20 of the Law.
- 2 In case a Board member is dismissed from the post based on the sections above, the concerned Board member shall be notified thereof and given an opportunity for explanation.

#### **Article 18 (Remuneration)**

The Board members shall serve without compensation. However, full-time directors are entitled to receive the approved amounts of remuneration by a resolution at the meeting of the Board of Directors.

#### **Article 19 (Advisors and Councilors)**

- 1 Asia SEED may have Advisors and Councilors.
- 2 The Board of Directors recommends the Advisors and the Councilors among academic standings or those who have contributed to Asia SEED, who are subsequently appointed by the Chairman.
- 3 The Advisors may respond to the Chairman's request for advice on the operations of Asia SEED, or state their views thereof.
- 4 The Councilors may respond to the Chairman's request for advice on the administration 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)**

Asia SEED shall have three types of meetings, the general meetings, the Board of Directors' meetings and the Executive Directors' meetings. The general meetings consist of ordinary and extraordinary meetings.

### **Article 21 (Composition)**

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

### **Article 22 (Authority)**

- 1 In addition to those separately specified in the Articles of Incorporation, a general meeting resolves important matters in operation of Asia SEED.
- 2 In addition to those separately specified in the Articles of Incorporation, a Board of Directors' meeting resolves the agendas related to:
  - (1) Execution of the matters resolved at a general meeting;
  - (2) Agendas to be discussed in a general meeting;
  - (3) Execution of the operations of Asia SEED that do not require a general meeting to resolve.
- 3 The Executive Directors' meeting considers any matters related to management of the administrations of Asia SEED.

### **Article 23 (Holding Meetings)**

- 1 An ordinary general meeting shall be held once a year within three (3) 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 regular members in a written form, in which the purpose of the meeting is stated.
  - (3) When convened by the Auditor(s) pursuant to the provision of Article 18 of the Law.

- 3 A Board of Directors' meeting shall be held in the event of any of following conditions.
  - (1) When deemed necessary by the Chairman.
  - (2) When requested by one-thirds or more of the current Directors in a written form, in which the purpose of the meeting is stated.
- 4 An Executive Directors' meeting shall be held when deemed necessary by the Chairman.

#### **Article 24 (Convocation)**

- 1 Excluding the cases of Paragraph 2(3) of the preceding article, the Chairman shall convene a general meeting, a Board of Directors' meeting and an Executive Directors' meeting.
- 2 A notice of convening a general meeting shall be given by at least seven (7) days prior to the date of the meeting in a written form or an electromagnetic mean which specifies the time & date, the venue, the agenda and its contents of the meeting.
- 3 The provisions above shall apply to the meetings of the Board of Directors and the Executive Directors correspondingly. This rule, however, does not apply to the case where a meeting is convened to discuss any urgent issues 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, Chairman shall promptly convene the meeting so requested.

#### **Article 25 (Chairmanship)**

The Chairman shall chair the general meetings, the Board of Directors' meetings and the Executive Directors' meetings.

#### **Article 26 (Quorum of Meetings)**

A general meeting, a Board of Directors' meeting and an Executive 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 Incorporation, 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 Chairman on the meeting shall cast the deciding vote.
- 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 If any director or member makes a proposal regarding the subject of the general meeting of members and all members manifest their consent to the proposal in writing or by an electromagnetic record, it is deemed that a resolution to affirm the proposal has been made at the general meeting of members.
- 4 A member of any meeting who has special interests in the concerned agenda shall not exercise its vote on the agenda.

#### **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, an electromagnetic mean or by proxy on the issues notified beforehand. The proxy, however, shall be selected only among the regular members of Asia SEED.
- 2 The proxy in the 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 the preceding article.

#### **Article 29 (Minutes of Meetings)**

- 1 In regard to the proceedings of a general meeting and a Board of Directors' meeting, minutes shall be taken to contain following items:
  - (1) Time, date and venue 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, an electromagnetic mean or by proxy);
  - (4) Agenda;
  - (5) Descriptions of the process of the proceedings;
  - (6) Matters regarding election of signatories of minutes.
- 2 Minutes of the meeting shall be signed by the Chairman of the meeting and at least two (2) signatories elected among attendants of the meeting.
- 3 Notwithstanding the provision of the two preceding paragraphs, if it is deemed that a resolution approving has been made at the general meeting by all members manifest their consent to the proposal in a written form, an electromagnetic mean, a minute shall be prepared including following items:
  - (1) Agenda deemed approved at the general meeting;
  - (2) Name of a person or a group proposed the agenda in the preceding item;



- (3) Date deemed that resolution approved at the general meeting and number of regular members;
- (4) Name of a person who carry out any duty related to preparation of a minutes of meeting.

## **Chapter 5 Assets and Accounting**

### **Article 30 (Composition of Assets)**

- 1 The assets of Asia SEED consist of the following:
  - (1) Assets stated in an inventory upon foundation of Asia SEED;
  - (2) Membership fees;
  - (3) Contributions in money and in kind;
  - (4) Revenues accruing on assets;
  - (5) Revenues accruing on operations;
  - (6) Other revenues.
- 2 The assets of Asia SEED shall be classified in accordance with those related to it registered non-profit activities.

### **Article 31 (Management of Assets)**

- 1 The Chairman shall manage the assets of Asia SEED in a method decided by the Board of Directors.
- 2 Accounts of Asia SEED shall be managed pursuant to the principles specified in the provisions of Article 27 of the Law.
- 3 Accounts of Asia SEED shall be defined as classified in accordance with those related to its registered non-profit activities.

### **Article 32 (Defrayal of Expenditure)**

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

### **Article 33 (Fiscal Year)**

A fiscal year of Asia SEED begins on April first each year, and ends on March thirty-first of the following year.

### **Article 34 (Project Planning and Budget)**

- 1 The Chairman prepares activity and budget plans, for 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 (3) months after the fiscal year begins.

- 2 In such circumstances as described above, budgeting shall follow the budget implementation in the previous fiscal year until the it is approved.
- 3 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 (Report of Activities and Financial Statements)**

- 1 The Chairman prepares a report on activities, a financial statement and an inventory of assets upon the completion of each fiscal year without delay. After inspected by the Auditor(s), a general meeting shall approve them within three (3) months after the fiscal year is over.
- 2 The report of activities, the financial statement and the inventory of assets approved by a general meeting pursuant to the provision of Paragraph 1 above shall be submitted to the competent authority within the three (3) months after the fiscal year is over.

#### **Article 36 (Disposal of Profits)**

When profits 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 profits, 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 Incorporation, Dissolution and Others**

#### **Article 38 (Revision of the Articles of Incorporation)**

1. The Articles of Incorporation shall not be revised unless so decided by three-fourths or more of the whole attendants of the regular members at a general meeting, and unless so authorized by the competent authority on matters specified in Paragraph 3, Article 25 of the Law.
2. The revision of the Articles of Incorporation shall be reported to the competent authority except for the case of the changes stipulated to the provisions of the preceding

paragraph.

**Article 39 (Dissolution)**

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

**Article 40 (Disposal of Residual Assets)**

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

**Article 41 (Merger)**

Merger of Asia SEED must be approved by more than three-fourths of the total number of regular members at a general meeting and be authorized by the competent authority.

**Chapter 7 Supplementary Rules**

**Article 42 (Committee)**

1. Asia SEED may set a committee in an attempt for smooth implementation of its operations.
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 Chairman decides necessary matters for organizing and managing a committee so formed.

**Article 43 (Secretariat)**

1. Asia SEED has a secretariat to manage its office affairs.
2. The secretariat shall be staffed as many as necessary, and the Chairman may appoint and dismiss the staff.

**Article 44 (Detailed rules of Implementation)**

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

**Additional Rules**

- 1 The Articles of Incorporation takes 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 Directors, whose tenure shall be by March 31, 2001 without reference to the provision of Paragraph 1 of Article 16.

Directors:	Chairman	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.
- 4 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.
- 5 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 Incorporation is enforced on April 12, 2004.

The change in this Article of Incorporation is enforced on February 6, 2012.

The change in this Article of Incorporation is enforced on January 16, 2014.

The change in this Article of Incorporation is enforced on September 6, 2018.

The change in this Article of Incorporation is enforced on January 22, 2020.

The change in this Article of Incorporation is enforced on August, 13, 2020.