

ARTICLES OF ASSOCIATION
of
NPO Nishitokyo Multicultural and International Center
(A Specified Nonprofit Activities Corporation)

Chapter I: General Provisions

Article 1. (Name)

This Corporation shall be named "NPO Nishitokyo Multicultural and International Center" (hereinafter called "NIMIC").

Article 2. (Office)

The principal office of NIMIC shall be located at 12-32, Naka-machi 5-chome, Nishitokyo City, Tokyo.

Article 3. (Objectives)

NIMIC shall promote mutual understanding and interchange of diversified cultures of the world as well as building multicultural coexisting society by the Nishitokyo's citizens through mutual recognition and respect of different cultures. NIMIC also aims at facilitating international mutual understanding and goodwill by encouraging international exchange at the citizens' level and developing an atmosphere conducive to friendship and amity among them, thus contributing to keeping world peace.

Article 4. (Type of Specified Nonprofit Activities)

NIMIC shall, in order to achieve the objectives as above, perform the specified nonprofit activities listed below;

- (1) International assistance
- (2) Promotion of health, medical care or welfare
- (3) Promotion of social educations
- (4) Promotion of city community building
- (5) Promotion of science, culture, arts or sports
- (6) Human rights protection or promotion of peace
- (7) Promotion of healthy growing of children
- (8) Disaster aid
- (9) Communication, advice or assistance with the other organizations conducting the above activities in respects of their operation

Article 5. (Type of Specific Services)

NIMIC shall, in order to achieve the objectives described in the Article 3 as above, conduct the activities in relation to the Specified Nonprofit Activities, as follows;

- (1) For better understanding of internationalization
 - ① To offer services relating to international understanding and interchange
 - ② To gather information related to internationalization and multicultural coexistence
 - ③ To offer in multiple languages information relating to multicultural coexistence
- (2) For assistance of foreign residents

- ④ To assist in the learning of the Japanese language
 - ⑤ To offer information in multiple languages
 - ⑥ To provide the facilities for consultation service in multiple languages
 - ⑦ To assist in child care
 - ⑧ To assist foreign students from overseas
 - ⑨ To provide assistances for disaster prevention and in times of disaster
- (3) For vitalizing activities towards multicultural coexistence
- ⑩ To assist citizens, local organizations and groups who share the same objectives as those of NIMIC and to form a network linking them.
 - ⑪ To recruit, train, and assist volunteers who will be able to help with the multicultural coexistence and to form a network linking them.
 - ⑫ To provide a venue for interchange on a daily basis
- (4) Other services required to accomplish the objectives of NIMIC

Chapter II: Membership

Article 6. (Type of Membership)

The following two types of members shall constitute the membership of NIMIC and the Regular Member shall be entitled legal member in accordance with the Specified Nonprofit Activities Promotion Law (hereunder “Law”).

- (1) **Regular Member:** Individuals or organizations/groups having joined NIMIC in support of its objectives
- (2) **Supporting Member:** Individuals or organizations/groups having joined NIMIC in support of its objectives, with an intention to assist and sponsor its activities.

Article 7. (Participation)

- 1. No particular conditions to join NIMIC will be applied except for the procedural matters as follows;
- 2. Those who intend to join NIMIC shall apply to Chairperson’s office with the designated application form.
- 3. Chairperson shall approve the application above unless any reasonable reasons are found to deny the application.
- 4. Chairperson shall inform the applicant of its denial to participation with the written reason in case the applicant as above Clause 2 shall be disapproved to join.

Article 8. (Membership Dues)

The members of NIMIC shall pay the membership dues set forth separately at the Board of Directors Meeting of NIMIC.

Article 9. (Loss of Membership)

The membership shall be void subject to any case, as follows;

- (1) Submitting the dismember application
- (2) Death, sentence of absence or disappearance of the organization/group of the member
- (3) Failed payments of dues for continuous one year or over
- (4) Expulsion of the membership

Article 10. (Retirement)

The member is entitled to voluntary retirement with its submission of the designate retirement form to Chairperson's office.

Article 11. (Expulsion)

1. The membership will be disqualified by the resolution of the General Meeting due to any conditions, as follows;
 - (1) The member violates the provisions of the Articles of Association.
 - (2) The member damages the reputation of NIMIC or conducts an activity against the objectives of NIMIC.
2. In order to disqualify the membership according to the immediate above provisions, the said member should be given an opportunity to appeal prior to the resolution of the General Meeting.

Article 12. (Non refund of Dues)

Any dues having been paid or any other contributions to NIMIC shall not be entitled to refund.

Chapter III: Officer

Article 13. (Type and Fixed Number of Officers)

1. NIMIC shall have the following Officers;
 - (1) Director: Three (3) or more, but not more than twelve (12)
 - (2) Auditor: One (1) or more, but not more than two (2)
2. Among the Directors, one of them shall assume the office of Chairperson, and two others the office of Vice Chairpersons.

Article 14. (Appointment)

1. The Directors and Auditor(s) shall be appointed at the General Meeting and take each office.
2. Chairperson and Vice Chairpersons shall be appointed through the mutual election among the Directors and take each office.
3. Each officer shall not serve together with more than one relative as an officer including its spouse and the person within the third degree of its kinship, or these spouse and person shall not constitute over the one third of the all officers.
4. Those who met any Clause of the Article 20 of the Law are not eligible to the officer of NIMIC.
5. The Auditor shall not serve simultaneously as a Director or as a staff member of NIMIC.

Article 15. (Responsibilities)

1. Chairperson shall represent NIMIC and supervise its whole activities on its behalf.
2. The Vice Chairpersons shall assist Chairperson, and shall act on its behalf in its absence, resulting from an accident or other causes, according to the predetermined order of officer in charge by Chairperson.
3. Directors shall constitute the Board of Directors, and shall discharge their responsibilities to NIMIC in accordance with the provisions of the Articles of Association or resolutions adopted at the General Meeting or the Board of Directors Meeting.
4. The Auditor shall discharge the following responsibilities;
 - (1) To inspect the Directors' corporate activities
 - (2) To inspect the whole assets of NIMIC
 - (3) To report to the General Meeting or the competent authorities material malpractices or violation of the Articles of Association or the relevant laws or regulations, in case found through

- the above inspections, in respect of the corporate activities or the whole assets
- (4) To convene the General Meeting to report the immediate above (3)
 - (5) To provide Directors with its opinions on the Directors' activities or the conditions of the whole assets of NIMIC, or to request for the opening of the Board of Directors Meeting

Article 16. (Term of Office)

1. Each Officer shall serve a term of two years, and may be reappointed.
2. Notwithstanding the above provided, in case the succeeding Officer is appointed by the Meeting prior to the term, the retiring Officer shall be in charge of the office until the closing of the General Meeting. Further, in case the succeeding Officer is not appointed before the new term, the retiring Officer shall be in charge of the office until the closing of the General Meeting to be held on the nearest date after the term.
3. The term of office for the Officer appointed to fill a vacancy or to serve as an additional member of the Officer shall be the same as the remaining term of office for its predecessor or the incumbent Officer, respectively.
4. The Officer shall be required to fulfill its duty until its successor assumes its office even after its resignation or the term of its office.

Article 17. (Filling Vacancies)

In the event of vacancy of over the one third of the predetermined number of Director or Auditor, the vacant office shall be filled without delay.

Article 18. (Dismissal)

1. Officer shall be dismissed by the General Meeting, in the event Officer meets either clause, as follows;
 - (1) Officer is recognized that it is unable to fill its responsibilities due to mental or physical defects.
 - (2) Officer has infringed its corporate duty or conducted other malpractices against the ethics of a corporate officer.
2. In case an Officer be dismissed under the immediate above, the Officer shall be given an opportunity to express its opinion.

Article 19. (Compensation)

1. Equal to or less than one third of the Officers may be eligible to compensation.
2. Officers who have borne expenses for the purpose of discharging their responsibilities may be paid for their expenses.
3. The relevant matters to the immediate above Clauses shall be determined by Chairperson through the resolution of the General Meeting.

Chapter IV: Meetings

Article 20. (Type)

1. NIMIC shall hold two types of meetings, namely the General Meeting and the Board of Directors Meeting.
2. The General Meeting shall be held either as the Ordinary General Meeting or as the Extraordinary General Meeting as the case may be.

Article 21. (Composition of the General Meeting)

The General Meeting shall be composed of Regular Members.

Article 22. (Power of the General Meeting)

The General Meeting shall decide on the following matters;

- (1) Alterations of the Articles of Association**
- (2) Dissolution or Merger**
- (3) Expulsion of Member**
- (4) Activity plan, budget, and the revision(s) thereof**
- (5) Activity report and accounts settlement**
- (6) Appointment and dismissal of Officers**
- (7) Responsibilities and compensation of Officers**
- (8) Management method of the property**
- (9) Taking loans, except short term debt to be paid back by the income incurred during the same financial year (as same applied to the Article 49), and other new obligations or surrender of any property rights**
- (10) Appropriation of the remained assets for the case of dissolution**
- (11) Organization of the Secretariat Office and operation thereof**
- (12) Other important matters concerning the operation of NIMIC**

Article 23. (Holding of the General Meeting)

- 1. The Ordinary General Meeting shall be held once each year.**
- 2. The Extraordinary General Meeting shall be held in the following cases;**
 - (1) The Board of Directors Meeting considers it necessary to hold an Extraordinary General Meeting and requests to convene it.**
 - (2) A written request is submitted by one fifth or more of the total number of Regular Members to convene the Extraordinary General Meeting, with describing the objective of the proposed Meeting.**
 - (3) The Auditor requests for the General Meeting based on the Sub-clause (4), Clause 4 of the Article 15.**

Article 24. (Convocation of the General Meeting)

- 1. The General Meeting shall be convened by Chairperson, except for the case of (3) of the Clause 2 of the immediate above Article 23.**
- 2. Chairperson should convene the Extraordinary General Meeting within 30 days from the request of (1) or (2) of the Clause 2 of the immediate above Article 23.**
- 3. In order to convene the General Meeting, a written notice describing the date and time, place, objects and agenda of the Meeting shall be made at the latest within 10 days prior to the Meeting.**

Article 25. (The Chairperson of the General Meeting)

The Chairperson of the General Meeting shall be elected from the Regular Members present at the Meeting.

Article 26. (Quorum of the General Meeting)

General Meeting shall not be convened unless equal to or more than half of the total number of Regular Members are present.

Article 27. (Resolution at the General Meeting)

1. The issues to be resolved by the General Meeting shall be limited to those matters having been noticed by the Clause 3 of the Article 24 as above.
2. Agenda items of the General Meeting, in addition to those matters specified in the Articles of Association, shall be resolved by a simple majority of the Regular Members present at the Meeting, and in the case of a tie in votes, the Chairperson shall have the casting vote.

Article 28. (Voting Right at the General Meeting)

1. The voting right of each and every Regular Member shall be equal to each other.
2. The Regular Member, who is prevented from attending the General Meeting due to unavoidable reasons, may vote by writing on the specific issues having been noticed, or appoint another Regular Member as its proxy to exercise its voting right.
3. The Regular Member, who exercises its voting right according to the Clause immediate above, shall be deemed to have attended the General Meeting in respect of application of the Articles 26 and 27, and the Clause 1 of the Article 29.
4. The Regular Member who has a special interest in the specific issues is not eligible to vote on those specific issues.

Article 29. (Minutes of the General Meeting)

1. The General Meeting shall be recorded by preparing minutes of the Meeting describing the following;
 - (1) Date and Time, and Place
 - (2) Total number of the Regular Member and those numbers present at the Meeting (the number of writing voters or proxies, if any, shall be also recorded)
 - (3) Agenda items discussed
 - (4) Proceedings and brief contents of the discussion, and resolutions
 - (5) Assignment of the signatory on the Minutes
2. The minutes of the General Meeting shall require the Chairperson and two signatories appointed at the General Meeting to put their signatures and/or seals on them.

Article 30. (Composition of the Board of Directors Meeting)

The Board of Directors Meeting shall be composed of Directors.

Article 31. (Power of the Board of Directors Meeting)

The Board of Directors Meeting shall decide on the following matters in addition to those matters separately defined in the Articles of Association.

- (1) Matters to be discussed at the General Meeting
- (2) Matters relating to the execution of the resolution adopted at the General Meeting
- (3) Other matters relating to the execution of the corporate activities which does not require resolution at the General Meeting

Article 32. (Holding of the Board of Directors Meeting)

The Board of Directors Meeting shall be held in the following cases;

- (1) Chairperson considers it necessary to hold the Meeting.
- (2) A written request to hold a Board of Directors Meeting is submitted by one third or more of the total number of Directors, with describing the objective of the proposed Board of Directors Meeting.

(3) Auditor requests the Meeting based on the Sub-clause (5) of the Clause 4, the Article 15.

Article 33. (Convocation of the Board of Directors Meeting)

- 1. The Board of Directors Meeting shall be convened by Chairperson.**
- 2. When requested under the (2) and (3) of the Article 32 as immediate above, Chairperson shall convene the Board of Directors Meeting within 14 days from the date when such a request is received.**
- 3. In order to convene the Board of Directors Meeting, a written notice describing date and time, place, object, and agenda shall be made at the latest 5 days prior to the Meeting.**

Article 34. (The Chairperson of the Board of Directors Meeting)

Chairperson shall chair the Board of Directors Meeting.

Article 35. (Resolution at the Board of Directors Meeting)

- 1. The issues to be resolved by the Board of Directors Meeting shall be limited to those matters having been noticed by the Clause 3 of the Article 33 as above.**
- 2. The resolution at the Board of Directors Meeting shall be made by a simple majority of the total number of the Directors, and the Chairperson shall have the casting vote in the case of a tie in votes.**

Article 36. (Voting Right at the Board of Directors Meeting)

- 1. The voting right of each and every Director shall be equal to each other.**
- 2. The Director, who is prevented from attending the Board of Directors Meeting due to unavoidable reasons, may exercise its voting right by submitting its decision in writing on the matter notified in advance.**
- 3. The Director, who has exercised its voting right according to the Clause 2 as immediate above, shall be deemed to have attended the Board of Directors Meeting in respect of application of the Article 35 and the Clause 1 of the Article 36.**
- 4. The Director, who has a special interest in the resolution of the Board of Directors, shall not take part in the decision of that matter.**

Article 37. (Minutes of the Board of Directors Meeting)

- 1. The Board of Directors Meeting shall be recorded by preparing minutes of the Meeting describing the following;**
 - (1) Date and Time, and Place**
 - (2) The total number of Directors, Directors present at the Meeting and names thereof (writing voters, if any, shall be noted as such)**
 - (3) Agenda items discussed**
 - (4) Proceedings and brief contents of the discussion, and resolutions**
- 2. The minutes of the Meeting shall require the Chairperson and two signatories appointed at the Meeting to put their signatures and/or seals on them.**

Chapter V: Property

Article 38. (Components)

Property of NIMIC consists of the following;

- (1) Those assets put on the initial inventory when established**
- (2) Membership dues**

- (3) Contributions**
- (4) Revenues earned by the property**
- (5) Revenues earned by the corporate activities**
- (6) Other revenues**

Article 39. (Classification)

The all property shall be categorized as of such corporation related to the Specified Nonprofit Activities.

Article 40. (Management)

Chairperson shall be in charge of management of the property, and the method and procedures thereof shall be decided by Chairperson through the resolution of the General Meeting

Chapter VI: Accounting

Article 41. (Accounting Rule)

Accounting of NIMIC should follow the rules provided by the Article 27 of the Law.

Article 42. (Classification)

Accounting of NIMIC shall be categorized as a corporate accounting related to the Specified Nonprofit Activities.

Article 43. (Financial Year)

The financial year of NIMIC shall commence on April 1st of each year and close on March 31st of the following year.

Article 44. (Activity Plan and Budget)

The activity plan and the related budget for each financial year shall be prepared by Chairperson, and shall require the resolution of the General Meeting.

Article 45. (Provisional Budget)

- 1. Notwithstanding the provision of the Article 44, in case the budget is unable to be timely established due to unavoidable reasons, Chairperson may, through the resolution by the Board of Directors Meeting, exercise provisional budget in accordance with the previous year's budget until the new budget is established.**
- 2. The income and appropriation under the provisional budget as above shall be accounted for those of the new budget duly established.**

Article 46. (Contingent Expenses)

- 1. Contingent expenses are allowed for the budget to meet deficits or unexpected expenses out of the budget.**
- 2. Usage of Contingent expenses should be approved by the resolution of the Board of Directors Meeting.**

Article 47. (Addition and Alteration to Budget)

In case unavoidable circumstances occur after the budget is duly established, addition or alteration to the previously approved budget shall be made by the resolution of the Board of Directors Meeting.

Article 48. (Activity Report and Accounts Settlement)

- 1. The reporting materials on the corporate activities, the activity accounts statement, the balance sheet, and the inventory shall be prepared by Chairperson immediately after the close of each financial year, and shall require the resolution of the General Meeting after audit by the Auditor.**
- 2. Any surplus left over the accounts settled shall be carried over to the next financial year.**

Article 49. (Extraordinary Measures)

Taking loans and other types of debt taking, or surrender of any property rights, outside of the budget established, if any, should seek the resolution by the General Meeting.

Chapter VII: Alternation to the Articles of Association, Dissolution and Merger

Article 50. (Alteration to the Articles of Association)

- 1. The alteration to the Articles of Association, specifically provided by the Clause 3, the Article 25 of the Law, as follows, shall require a resolution adopted by the majority exceeding three fourth of the Regular Members present at the General Meeting, and further require the approval by the competent authorities;**
 - (1) Objectives**
 - (2) Name**
 - (3) Type of specified nonprofit activities and the related services**
 - (4) The address of the main office and other offices, if any**
 - (5) Matters on the legal member's qualification and disqualification**
 - (6) Officer's matter, except those related to the designated number of them**
 - (7) Matters on the Meetings**
 - (8) In case the other services than those provided by the Articles are intended to undertake, the type of the services and the related matters**
 - (9) Matters on the dissolution, provided only those concerned to the persons entitled to the remained property tights**
 - (10) Matters on the alteration to the Articles of Association**
- 2. Other alterations than the above provided by the Law shall be reported to the competent authorities.**

Article 51. (Dissolution)

- 1. NIMIC may be dissolved due to the reasons, as follows;**
 - (1) Resolution of the General Meeting**
 - (2) To be unable to succeed in achieving the objective Specified Nonprofit Activities**
 - (3) Lack of the Regular Members**
 - (4) Merger**
 - (5) Commencement of proceedings on bankrupt decided**
 - (6) The competent authorities' nullification of the approval on establishing NIMIC**
- 2. Dissolution due to the reason (1) as above Sub-clause shall be subject to the approval by the three fourth or more of the all Regular Members.**
- 3. Dissolution due to the reason (2) of the Clause 1 as above shall be subject to the approval by the competent authorities.**

Article 52. (Remained Property Rights)

In the case of dissolution (except for the case of merger or bankrupt), the remained property shall be determined to assign to the persons specified by the Clause 3, the Article 11 of the Law, through the

resolution of the General Meeting by exceeding three fourth of the all Regular Members.

Article 53. (Merger)

In case NIMIC intends to merge with other corporation, three fourth or more of the all Regular Members shall consent to it at the General Meeting, and it shall require the approval by the competent authorities.

Chapter VIII: Public Notification

Article 54. (Measures of Public Notice)

The public notification of NIMIC shall be made at its public board and through the National Gazette as well. However, provided that the notification of the balance sheets regulated by the Article 28, the Clause 2-1 of the Law is concerned, it shall be notified on the home page of the Corporate web-site.

Chapter IX: Advisor and Councilor

Article 55. (Advisor and Councilor)

1. NIMIC may have advisors and councilors, in case needed.
2. Advisor and Councilor shall be appointed at the Board of Directors Meeting, and Chairperson shall assign them.
3. Advisor shall express opinions on the matters concerning achievement of the objectives of NIMIC on the request by the Board of Directors Meeting.
4. The Councilor shall express opinions from a professional viewpoint concerning specific matters assigned by the Board of Directors Meeting.
5. Terms of Advisor and Councilor shall be determined by the Board of Directors Meeting.

Chapter X: Secretariat Office

Article 56. (Establishment of Secretariat Office)

1. NIMIC shall set up its Secretariat Office to handle its administrative affairs.
2. The Secretariat Office as immediate above Clause shall be staffed with one Office Manager and a necessary number of Staff Members.

Article 57. (Appointment and Dismissal)

Appointment and dismissal of the Manager and staff members of the Secretariat Office shall be determined by Chairperson.

Article 58. (Organization and Operation)

The organization and operation of the Secretariat Office shall be determined, through the resolution of the General Meeting, by Chairperson.

Chapter XI: Miscellaneous Provisions

Article 59. (Detailed Provisions)

Detailed rules and regulations required for implementation of the Articles of Association shall be established by Chairperson after they are adopted at the Board of Directors Meeting.

Supplementary Provisions

1. The Articles of Association shall be put into force from the date when NIMIC is formed.
2. The Officers of NIMIC at the time of its inauguration shall be as follows;

Chairperson	Mizue SASAKI
Vice Chairperson	Mariko YAMABE
Vice Chairperson	Nobuko KINOSHITA
Director	Masaru SAITO
Director	Zhi Yang
Director	Masao TANEMURA
Director	Yoshiaki KUBO
Auditor	Haruo SUZUKI
3. Notwithstanding the provision set forth in the Clause 1 of the Article 16 herein, the term of office for the Directors, appointed at the time when NIMIC is formed, shall commence on the day of NIMIC's inauguration and shall terminate on May 31, 2009.
4. Notwithstanding the provision set forth in the Article 43 herein, the initial financial year of NIMIC at its inauguration shall commence on the date when NIMIC is formed, and shall close on March 31, 2009.
5. Notwithstanding the provision set forth in the Article 44 herein, the initial activity plan and the initial budget for revenue and expenditure of NIMIC at the time of its inauguration shall be as resolved at the Inaugural General Meeting.
6. Notwithstanding the provision set forth in the Article 8 herein, the initial membership dues applicable at the time when NIMIC is formed shall be as specified below;

(1) Regular Member:	Annual Dues	① Individual Member:	¥2,000
		② Family Member:	¥3,000
		③ Student Member:	¥1,000
		④ Group Member:	¥2,000
(2) Supporting Member: (Individual)	Annual Due per Unit	¥10,000 (one unit or more)	
(Group)	Annual Due per Unit	¥30,000 (one unit or more)	

ADDENDA:

1. The Articles of the Association shall be implemented on October 21, Heisei 22
2. The Articles of the Association shall be implemented on September 24, Heisei 25
3. The Articles of the Association shall be implemented on May 9, Heisei 28
4. The Articles of the Association shall be implemented on August 16, Heisei 30

The Articles of the Association has been duly prepared and adopted by the General Meeting.

Address: 12-32, Naka-machi 5-chome, Nishitokyo City, Tokyo, Japan
Name and Entity: NPO Nishitokyo Multicultural and International Center
(A Specified Nonprofit Activities Corporation)
Chairperson: Mariko YAMABE (signed & sealed)