

**CSO Network Japan**  
**Articles of Incorporation**

**Chapter 1: General provisions**

(Name)

Article 1: This organization is named “CSO Network Japan.”

(Office)

Article 2:

- 1 CSO Network Japan locates its principal office in Shinjuku-ku, Tokyo.
- 2 CSO Network Japan shall establish a secondary office or change the location of its office(s) according to a vote of Board of Directors.

**Chapter 2: Objectives and Projects**

(Objectives)

Article 3: CSO Network Japan aims to contribute to achieving a just and sustainable society in which individuals can earn a dignified living and the disempowered can participate meaningfully in decision-making, by way of linking up different actors beyond boundaries and sectors.

(Projects)

Article 4: CSO Network Japan undertakes the following business activities to achieve the aforementioned objectives:

- (1) Investigation, research, dissemination of results, and publication on civil society organizations (CSOs) and sustainable development;
- (2) Information gathering, dissemination, and publication on CSOs and sustainable development;
- (3) Promotion of coordinating efforts among various stakeholders;
- (4) Coordination and liaison among Japanese and overseas CSOs; and
- (5) Other activities necessary in achieving the aforementioned objectives.

(Fiscal year)

Article 5: Fiscal year shall refer to a period that begins on April 1 and ends on March 31 of the following year.

### **Chapter 3: Assets and Accounting**

(Assets contribution)

Article 6: The assets contributed by the founders at the time of this organization's establishment and their values shall be listed as follows:

	Contributed Asset	Value of Contributed Asset
Founders:		
Katsuji Imata	Cash	800,000 yen
Kaori Kuroda	Cash	800,000 yen
CSO Network Japan	Cash	1,400,000 yen

(Permanent Assets)

Article 7: The assets listed in Article 6 shall be considered permanent assets necessary for the operation of business activities set forth in Article 4. Due to an unavoidable reason, should it become necessary to dispose of a part of such assets, or to exclude a part of such assets from the permanent assets, the disposal or exclusion must be approved by the resolution of the Board of Councilors with the vote of more than two-thirds (2/3) of the Councilors with the right to vote.

### **Chapter 4: Councilors and Board of Councilors**

#### **Section 1: Council Members**

(Councilors)

Article 8: CSO Network Japan shall have at least three (3) but no more than twelve (12) Council members.

(Appointment and Dismissal)

Article 9: Council members may be appointed and dismissed by a resolution of the Board of Councilors.

(Term)

Article 10:

- 1 A Council member's term of office shall continue until the conclusion of the Annual Board of Councilors Meeting for the last fiscal year of his/her term, which ends within four years from the time of his/her election; provided however, that any of the Council members may be re-elected.
- 2 The term of office of a substitute Council member, who filled a vacancy, shall be the remaining term of the predecessor.

(Remuneration)

Article 11: Council members shall not receive remuneration; provided however, Council members may be reimbursed for necessary expenses incurred while performing their duties.

## **Section 2: Board of councilors**

(Authority)

Article 12: The Board of Councilors shall only resolve items stipulated in the Act on General Incorporated Associations and General Incorporated Foundations (hereinafter Act on General Incorporated Associations) and specified by the Articles of Incorporation.

(Holding the Board of Councilors Meeting)

Article 13: The Annual Board of Councilors Meeting shall be held within three (3) months of the end of each fiscal year.

(Calling the Board of Councilors Meeting)

Article 14:

- 1 Board of Councilors Meeting shall be convened by the Chair of the Board of Directors, by a resolution of Board of Directors.
- 2 Notwithstanding the provision of the preceding item, Council members shall have the right to request the convening of the Board of Councilors Meeting to the Chair of the Board of Directors, by specifying the agenda and the reason for the convening of the meeting.
- 3 In the event of Article 14, Item 2, the Chair of the Board of Directors must convene the Board of Councilors Meeting without delay.

(Notification of the Convening the Board of Councilors Meeting)

Article 15:

- 1 The Chair of the Board of Directors shall send a written or electronic notice to all Council members at least five (5) days prior to the holding of the Meeting indicating the time, place, purposes, and the agenda to be discussed.
- 2 Notwithstanding the provision of the preceding item, in the event of a unanimous consent among the Council members, the Board of Councilors Meeting shall be held without prior notification.

(Speaker)

Article 16: A speaker of the Board of Councilors is chosen from Council members present.

(Quorum)

Article 17: More than half of the council members present shall constitute a quorum.

(Resolution)

Article 18: Motions shall be passed at the Board of Councilors Meeting by a majority vote of the Council members with the right to vote, except for the items stipulated in Article 189, Item 2 of the Act on General Incorporated Associations and in the Articles of Incorporation.

(Omission of resolution)

Article 19: In the event of a Board member presenting a motion regarding a purpose of the Board of Councilors Meeting, when all the Council members with the right to vote express consent in writing or via electronic communication, the motion shall be considered passed.

(Omission of report)

Article 20: In the event of a Board member notifying all Council members on matters to be reported to the Board of Councilors, when all the Council members express consent by writing or via electronic communication that such matters need not be reported, the reporting requirement shall be considered fulfilled by the notification.

(Minutes)

Article 21: With respect to the business of board of councilors, minutes shall be prepared pursuant to the provisions of the applicable laws and regulations.

(Rule of Board of councilors)

Article 22: With respect to matters necessary in operating the Board of Councilors, in addition to such matters stipulated by applicable laws and regulations or in the Articles of Incorporation, the Board of Councilors shall establish its bylaws in the Board of Councilors Meeting.

## **Chapter 5: Officials and Board of Directors**

### **Section 1: Officers**

(Types and Numbers of Officers)

Article 23:

- 1 CSO Network Japan shall have the following officers:
  - (1) Board of Directors: at least 3 members but no more than 10
  - (2) Auditors: No more than 3 auditors
- 2 No more than two Directors may be designated as Board Chairs.
- 3 Another member of the Board of Directors, except for the Board Chair, shall be the Administrative Director. This Administrative Director shall be legally considered the Executive Director.

(Appointment of Officers)

Article 24:

- 1 Board members and auditors shall be appointed by resolution of the Board of Councilors.
- 2 Board Chair and the Administrative Director shall be chosen from Board members by the resolution of the Board of Directors.
- 3 Auditor(s) may not serve simultaneously as Board members or CSO Network Japan staff.

(Duties and Authority of the Board of Directors)

Article 25:

- 1 Board members compose the Board of Directors, and shall perform their duties as specified in the applicable laws and regulations and the Articles of

Incorporation.

- 2 The Board Chair shall perform his/her duties as a representative of CSO Network Japan as specified in the applicable laws and regulations and the Articles of Incorporation.
- 3 The Administrative Director shall assist the Board Chair and perform his/her share of duties.
- 4 The Board Chair and the Administrative Director shall report the status of the execution of their duties to the Board of Directors at least twice every four or more months.

(Duties and Authority of the Auditors)

Article 26: Auditors shall perform the following duties:

- (1) Audit the state of the Board members' execution of their duties;
- (2) Audit the state of CSO Network Japan's execution of business, the organization's assets, and its finance;
- (3) Attend the Board of Councilors meetings and Board of Directors meetings, and present opinions when deemed necessary;
- (4) If a Board member's improper conduct has been found, a Board member is considered at risk of engaging in such conduct, or material facts indicating contravention of laws, regulations, or the Articles of Incorporation or significantly justifiable conduct are found, report such findings to the Board of Councilors and the Board of Directors;
- (5) If necessary in order to submit a report as specified in the preceding item, request to the Board Chair to convene a Board of Directors meeting; provided however, if notification cannot be sent out within five (5) days of the request for a Board of Directors meeting to be set within two (2) weeks, directly convene the Board of Directors meeting;
- (6) Inspect motions, documents, and others set by law to be submitted to the Board of Councilors by a Board member, and if material facts indicating contravention of laws, regulations, or the Articles of Incorporation or significantly justifiable conduct are found, report such findings to the Board of Councilors;
- (7) If a Board member has been found to engage in conducts outside of the stipulated CSO Network Japan's objectives or contravene laws, regulations, or the Articles of Incorporation, or if a Board member is considered at risk of engaging in such conduct, and if there is risk of CSO Network Japan incurring significant damages as a result of such conduct, request to the Board member to stop such conduct;

and

- (8) Exercise other duties as prescribed to auditors by applicable laws and regulations.

(Officer's term of office)

Article 27:

- 1 A Board member's term of office shall continue until the conclusion of the Annual Board of Councilors Meeting for the last fiscal year of his/her term, which ends within two years from the time of his/her election; provided however, that any of the Board members may be re-elected.
- 2 An Auditor's term of office shall continue until the conclusion of the Annual Board of Councilors Meeting for the last fiscal year of his/her term, which ends within two years from the time of his/her election; provided however, that any of the Auditors may be re-elected.
- 3 The term of office of an officer who filled a vacancy or was elected to increase the number of officers shall be the remaining term of the predecessor.
- 4 If there is a vacancy which results in a shortfall in the number of officers prescribed in Article 23, an officer who has retired from office due to the expiration of his/her term of office or resignation shall continue to have the rights and obligations of an officer until a newly elected officer assumes his/her office.

(Dismissal of Officers)

Article 28: When either of the following items applies to an officer, the officer may be dismissed by the resolution of the Board of Councilors; provided however, that an Auditor must be dismissed only by a vote of two-thirds (2/3) or more of the Council members with the right to vote:

- (1) The officer engages in conduct that contravene his/her duties or neglects his/her duties; or
- (2) It is recognized that the officer is unable to perform or withstand his/her duties because of a mental or physical disorder.

(Remuneration, etc.)

Article 29: Board members and Auditors may be paid remuneration or reimbursed for expenses necessary for the performance of their duties. The amount of remuneration is subject to the remuneration provisions specified by the Board of Councilors.

(Restrictions on transactions)

Article30:

- 1 A Board member must disclose significant facts concerning following business transactions and receive approval from the Board of Directors if carrying out such transaction:
  - (1) Any transaction in the line of business of CSO Network Japan that is carried out for the Board member him/herself or for a third party;
  - (2) Any transaction on behalf of CSO Network Japan that is carried out for the Board member him/herself or for a third party; and
  - (3) CSO Network Japan guaranteeing a Board member's obligation, or any other transaction with a non-Board member where there is conflict of interest between CSO Network Japan and a Board member.
- 2 A Board member carrying out transactions stipulated in the preceding item must report significant facts concerning such transaction to the Board of Directors without delay.

(Exemption from Liability and Limitations of Liability)

Article31

- 1 With respect to the liability for compensation of the officers, if the requirements as stipulated in Article 111, Item 1, of the Act on General Incorporated Associations and applied mutatis mutandis to Article 198 are met, CSO Network Japan may give such officer an exemption from liability by resolution of the Board of Directors, to the extent of the amount obtained by subtracting the sum of the Minimum Liability Amount, as set by law, from the amount for which he/she is liable.
- 2 With respect to the liability for compensation of external officers, etc., (as stipulated in Article 115, Item 1, of the Act on General Incorporated Associations and applied mutatis mutandis to Article 198), if the requirements as stipulated by this Act are met, CSO Network Japan may conclude a limited liability contract; provided however, that the liability amount for the compensation shall be 100,000 yen or greater, and shall be the higher amount of either the amount previously set, or the Minimum Liability Amount, as set by law.



(Advisors)

Article 32

The Organization may have a few Advisors.

2 The Advisors shall consult with the Board of Directors and provide advice.

3. The appointment, dismissal, role, and treatment of the Advisors shall be decided by the Board of Councilors upon the recommendation of the Board of Directors.

4. The term of office of the Advisor shall be determined by the Board of Councilors.

## **Section 2: Board of directors**

(Composition)

Article 33: The board of directors consists of all members.

(Authority)

Article 34:

1 The Board of Directors performs the following duties:

(1) Determination of date, time, place, and agenda items for the Board of Councilors meeting;

(2) Matters with respect to establishing, changing, or abolishing bylawss;

(3) In addition to duties as specified in the preceding items, determination of CSO Network Japan's operation of its business;

(4) Supervision of the execution of Board members' duties; and

(5) Election and dismissal of Board Chair and Administrative Director.

2 The Board of Directors must not delegate their authority on the following matters and other significant determinations pertaining to the execution of the operation to a Board member:

(1) Disposal and acquisition of significant assets;

(2) Borrowing in significant large amounts; and

(3) Establishment, change or abolishment of a secondary office or other matters significant to the organization.

(Types and Holding of Meetings)

Article35:

1 There shall be two types of Board of Directors meetings: ordinary and extraordinary.

- 2 Ordinary Board of Directors meetings are held twice every fiscal year.
- 3 Extraordinary Board of Directors meetings shall be held for the following reasons:
- (1) When the Board Chair deems it necessary;
  - (2) When the Board Chair receives a request to convene the meeting from another Board member, with a written notification stating the reason of the meeting;
  - (3) If the notification cannot be sent out within five (5) days of the request for a Board of Directors meeting, as stated in the preceding item, to be set within two (2) weeks, and the Board member who placed the request calls the meeting; and
  - (4) When an Auditor requests to the Board Chair to convene the meeting or when the Auditor him/herself convenes the meeting as stipulated in Article 26, Item 5.

(Calling)

Article 36:

- 1 Board of Directors meeting shall be convened by the Board Chair; provided however, the exceptions are made when a Board member convenes, as stated in the preceding Article 34, Item 3 (3), and when an Auditor convenes, as stated in the preceding Article 34, Item 3 (4).
- 2 In the case where the Board Chair is unable to attend to his/her duties, a Board member will convene the Board of Directors meeting.
- 3 In the case where the preceding Article 34, Item 3 (2) applies, the Board Chair must convene an extraordinary Board of Councilors meeting within two weeks of the request.

(Resolution)

Article 37: The resolution of the Board of Directors, unless specified otherwise, shall be reached with a majority vote among the Board members present, provided majority of the Board members are present excluding the Board member with a special interest in the resolution.

(Omission of resolution)

Article 38: In the event of a Board member presenting a motion regarding a purpose of the Board of Directors meeting, when all the Board members with the right to vote

express consent in writing or via electronic communication, the motion shall be considered passed; provided however, that the resolution will not be omitted if an Auditor objects.

(Minutes)

Article 39: With respect to the business of the Board of Directors, minutes shall be prepared pursuant to the provisions of the applicable laws and regulations. The directors and auditors present at the meeting shall affix their names and seals to it.

(Rule of the Board of Directors)

Article 40: With respect to matters related to the Board of Directors, in addition to such matters stipulated by applicable laws and regulations or in the Articles of Incorporation, the Board of Directors shall establish its rule in the Board of Directors.

## **Chapter 6: Amendment of the articles of incorporation and dissolution**

(Amendment of the articles of incorporation)

Article 41:

- 1 The Articles of Incorporation shall be amended by resolution of more than two-thirds ( $2/3$ ) of Council members at the Board of Councilors meeting.
- 2 CSO Network Japan's objectives, as stated in Article 3, and election and dismissal of Council members, as stated in Article 9, may also be amended by resolution of more than two-thirds ( $2/3$ ) of Council members at the Board of Councilors meeting.

(Merger)

Article 42: By the resolution of the Board of Councilors, CSO Network Japan may merge with other corporate entities within the purview of the Act on General Incorporated Associations, or transfer whole or part of its business to such entities.

(Dissolution)

Article 43: CSO Network Japan shall be dissolved in the event of impossibility of successful performance of operations relating to the activities that are its objectives due to loss of permanent assets or to other reasons, or by other reasons stipulated by applicable laws and regulations.

(Ownership of residual assets)

Article 44:

- 1 If CSO Network Japan dissolves, its remaining assets shall be transferred to a public interest incorporated association with similar objectives or to a local public entity, by resolution of the Board of Councilors.
- 2 CSO Network Japan shall not distribute its surplus.

## Chapter 7: Information disclosure and personal information protection

(Information disclosure)

Article 45:

- 1 CSO Network Japan shall actively publish its activity updates, state of organizational operation, and financial documents in order to promote fair and open activities.
- 2 Board of Councilors and Board of Directors may establish separate information disclosure provisions with respect to necessary matters regarding information disclosure.

(Personal information protection)

Article 46:

- 1 CSO Network Japan shall make every possible effort to protect personal information learned in the course of business.
- 2 Board of Councilors and Board of Directors may establish separate personal information protection provisions with respect to necessary matters regarding personal information protection.

Article 47: CSO Network Japan shall post its public notices electronically; provided however, when unable to give electronic public notices due to accident or any other unavoidable circumstances, public notices shall be published in the Kanpo (Official Gazette).

## Chapter 8: Office

(Establishment)

Article 48:

- 1 CSO Network Japan may establish an Office to undertake its clerical work.
- 2 In the Office, the Office Supervisor and necessary staffs shall be arranged.

## **Chapter 9: Auxiliary Provisions**

(Delegation)

Article 49: In addition to what are prescribed in the Articles of Incorporation, necessary matters for its management shall be specified by the resolution of the Board of Directors.

## **Supplementary Provisions**

(Council members at the time of foundation)

- 1 The following persons shall serve as Council members at the time of CSO Network Japan's foundation: Hidemi Tomita, Shinichi Hasegawa, Satoko Mori, Naoto Yamauchi

(Board of Directors and an Auditor at the time of foundation)

2. The following persons shall serve as Board of Directors and an Auditor at the time of CSO Network Japan's foundation:  
Board of Directors : Katsuji Imata, Kaori Kuroda, Masaaki Ohashi, Yoshifumi Tajiri,  
Board Chair.: Katsuji Imata  
Auditor: Mei Yazaki

(The initial fiscal term)

3. The initial fiscal term of the organization shall be from the date of its incorporation to March 31, 2012.

(Conformity to laws)

- 5 With respect to all other matters not stipulated in the Articles of Incorporation, CSO Network Japan shall be subject to the Act on General Incorporated Associations and other applicable laws and regulations.

These Articles of Incorporation were established in order to found CSO Network Japan, and hereby signed and sealed by the founders.

June 6<sup>th</sup>, 2011

Founder: Katsuji Imata

Founder: Kaori Kameya

Founder: CSO Network Japan, Representative : katsuji Imata

Revised on October 17, 2019