



*The Yokohama Country and Athletic Club  
Koeki Shadan Hojin*

# **Articles of Association**

*Note: These Articles of Association are translated from the Japanese original and shall be used for reference only. In case of any discrepancy with the original Japanese version, the Japanese version shall prevail.*

## **Chapter I: General Provisions**

### **Article 1. Name**

The name of this corporation shall be 公益社団法人横浜カントリー・アンド・アスレティック・クラブ (Koeki Shadan Hojin Yokohama Country and Athletic Club), hereinafter referred to as YC&AC.

### **Article 2. Offices**

1. The principal office of the YC&AC is located in Yokohama City, Kanagawa Prefecture.
2. The YC&AC may establish secondary offices in other locations by resolution of the Board of Directors.

## **Chapter II: Objectives and Activities**

### **Article 3. Objectives**

The objectives of the YC&AC are to promote international exchange between foreigners and Japanese citizens through sports and cultural introduction, thereby contributing to the promotion of international mutual understanding.

### **Article 4. Activities**

1. To achieve the objectives stated in the preceding article, the YC&AC shall engage in the following activities:
  - (1) Promotion of international mutual understanding through sports
  - (2) Promotion of international mutual understanding through the introduction of culture
  - (3) Management and operation of its facilities
  - (4) Other activities necessary to achieve the purpose of this organization.
2. The activities described in the preceding paragraph shall be conducted throughout Japan.

## **Chapter III: Membership**

## **Article 5. Membership**

1. The Members of YC&AC shall consist of:
  - (1) Full Members: Individuals twenty (20) years of age and above who join in support of the objectives and activities of the YC&AC.
  - (2) Associate Members: Individuals who have joined the YC&AC to support its activities.
  - (3) Honorary Members: Individuals recommended by the Board of Directors as persons suitable for Honorary Membership.
2. Of the categories of members stated in paragraphs above, only Full Members shall be members (*shain*) of this incorporated association under the Act on General Incorporated Associations and General Incorporated Foundations.

## **Article 6. Acquisition of Membership**

A person wishing to become a Full or Associate Member of the YC&AC shall apply for and obtain approval as determined by the Board of Directors.

## **Article 7. Burden of Expenses**

To meet the ordinary expenses incurred in the business activities of the YC&AC, Full Members and Associate Members shall be obligated to pay to the YC&AC upon becoming a member and annually, an amount determined separately at the General Meeting of Members.

## **Article 8. Voluntary Resignation**

A Member may voluntarily resign from YC&AC at any time by submitting a notice of intent to resign as separately determined by the Board of Directors.

## **Article 9. Expulsion**

A Member may be expelled by a resolution of a General Meeting of Members if any of the following apply:

- (1) When a Member violates these Articles of Association or other rules and regulations.
- (2) When the Member's actions have injured the reputation of the YC&AC or conflicted with its objectives;
- (3) When there are other justifiable reasons for expulsion.

## **Article 10: Loss of Membership Status**

In addition to the provisions described in the preceding two articles, a Member shall lose his or her membership status if any of the following applies:

- (1) When a Member fails to fulfill payment obligations under Article 7 for two (2) years or more.
- (2) When all Full Members consent to the termination of membership.
- (3) When the Member is deceased.

## **Chapter IV: General Meeting of Members**

### **Article 11. Composition**

1. The General Meeting of Members shall consist of all Full members.
2. The General Meeting of Members as set forth in the preceding paragraph shall be

the general assembly of members under the Act on General Incorporated Associations and General Incorporated Foundations.

**Article 12. Authority**

The General Assembly shall make resolutions on the following matters:

- (1) Expulsion of a Member
- (2) Election and dismissal of Directors and Auditor(s)
- (3) Amount of remuneration for Directors and Auditor(s)
- (4) Approval of balance sheets and statements of profit and loss (statement of changes in net assets)
- (5) Amendments to the Articles of Association
- (6) Dissolution and disposal of residual assets
- (7) Other matters provided for by law or by these Articles of Association to be resolved at the General Meeting of Members.

**Article 13. Holding General Meetings**

In addition to the Annual General Meeting of Members, which shall be held once a year, within three months of the close of the fiscal year, Extraordinary General Meetings may be held when necessary.

**Article 14. Convocation**

- 1. The General Meeting of Members shall be convened by the President based on a resolution of the Board of Directors, except as otherwise provided by law.
- 2. A Full Member who has proxies of one-fifth or more of Full Members may, upon presenting the matters that are the objective of the meeting and the rationale for convening said meeting, request that the President convene a General Meeting of Members.

**Article 15. Chairperson**

The President shall act as the chairperson of all General Meetings of Members.

**Article 16. Voting Rights**

Each Full Member shall have one vote at a General Meeting of Members.

**Article 17. Voting**

- 1. The presence of more than half the Full Members is required for a quorum; resolutions of the General Meeting of Members shall be carried out by a majority vote of the Full Members present.
- 2. Notwithstanding the preceding paragraph, the following resolutions shall be adopted by at least half of the total number of Full Members and at least two-thirds of the voting rights of all Full Members.
  - (1) Expulsion of a Member
  - (2) Dismissal of an Auditor
  - (3) Amendment to the Articles of Association
  - (4) Other matters required by law.
- 3. Notwithstanding the provisions of the preceding two paragraphs, a resolution for dissolution shall be adopted by at least half of the total number of Full members and at least three-fourths of the total number of votes of the Full Members.

4. When adopting a resolution to elect Directors or Auditors, the resolution stipulated in paragraph 1 must be adopted for each candidate. If the total number of candidates for Director or Auditor exceeds the quota stipulated in Article 19, the candidates who receive the majority of votes shall be elected in the order of the number of votes received until the quota is reached.
5. A Full Member may exercise his or her voting rights through a proxy by submitting a letter of proxy or other document evidencing the power of representation to the President. In such cases, they shall be deemed to be present at the General Assembly for the purpose of application of the provisions of the preceding four paragraphs.
6. If the Board of Directors stipulates that Full Members who do not attend the General Meeting of Members may exercise their voting rights in writing, those Full Members who are unable to attend the General Meeting may exercise their voting rights by submitting a voting form. In this case, the number of such voting rights shall be counted in the number of voting rights of the Full Members present at the General Meeting of Members as set forth in Paragraphs 1 through 3.

#### **Article 18. Minutes**

1. Minutes of the proceedings of the General Meeting of Members shall be prepared as provided by law.
2. The Chairperson and the Directors present at the meeting shall sign or affix their names and seals to the minutes as set forth in the preceding paragraph.

### **Chapter V: Officers**

#### **Article 19. Officers**

1. The YC&AC shall have the following officers:
  - (1) Directors: Not less than seven (7) and not more than eleven (11)
  - (2) Auditor(s): No more than two (2).
2. One of the Directors shall serve as President, one as Vice President, and no more than nine (9) shall be Executive Directors.
3. The President and the Vice President of the Board of Directors set forth in the preceding paragraph shall be Representative Directors under the Act on General Incorporated Associations and General Incorporated Foundations.

#### **Article 20. Election of Officers**

1. The Directors and Auditor(s) shall be elected by a resolution of the General Meeting of Members from among Full Members who are nominated by two persons who have been Full Members of the YC&AC for one year or more.
2. The President, Vice President, and Executive Director(s) shall be elected from among the Directors by a resolution of the Board of Directors.
3. The total number of Directors and their spouses or relatives, etc. within the third degree of kinship, etc., who are Directors shall not exceed one-third of the total number of Directors. The same shall apply to the Auditor(s).
4. The total number of Directors who are officers, employees or officials of similar organizations (excluding public interest corporations) shall not exceed one-third of the total number of Directors, the same shall apply to the Auditor(s).

**Article 21. Duties and Powers of Directors**

1. The Directors shall constitute the Board of Directors and shall perform their duties as provided by law and these Articles of Association.
2. The President shall represent the YC&AC and execute its business as provided for by laws and regulations and these Articles of Association.
3. The Vice President shall represent the YC&AC and execute its business in the absence or disability of the President, as provided for by laws and regulations and these Articles of Association.
4. The Executive Directors shall share responsibility for the execution of the business of the YC&AC as separately determined by the Board of Directors.
5. The President, Vice President, and Executive Directors shall report to the Board of Directors on the status of the execution of their duties at least twice each fiscal year at intervals exceeding four months.

**Article 22. Duties and Powers of Auditor(s)**

1. The Auditor(s) shall audit the execution of duties by the Directors and prepare an Audit Report as required by law.
2. The Auditor(s) may, at any time, request reports on operations from the Directors or employees of the YC&AC and may carry out investigations of the YC&AC's affairs and assets.

**Article 23. Terms of Office**

1. A Director's term of office shall expire at the conclusion of the Annual General Meeting relating to the last fiscal year ending within two (2) years after his or her election.
2. An Auditor's term of office shall expire at the conclusion of the Annual General Meeting relating to the last fiscal year ending within four (4) years after his or her election.
3. The term of office of a Director or an Auditor appointed to fill a vacancy shall expire at the end of the term of his or her predecessor.
4. Directors or Auditors may be reelected.
5. If the number of Directors or Auditors falls short of the fixed number stipulated in Article 19, they shall continue to hold the rights and duties as Directors or Auditors until a newly elected person assumes office, even after they retire from office due to expiration of their term of office or resignation.

**Article 24. Dismissal of an Officer**

A Director or Auditor may be dismissed by resolution of a General Meeting of Members.

**Article 25. Remuneration of Officers**

1. Directors and Auditors receive no remuneration.
2. Notwithstanding the provisions of the preceding paragraph, the Directors and Auditors may be reimbursed for expenses.

**Chapter VI: Board of Directors**

**Article 26. Composition**

1. The YC&AC shall have a Board of Directors.
2. The Board of Directors shall consist of all the Directors.

### **Article 27. Authority**

The Board of Directors shall perform the following duties:

- (1) Decide on the execution of the business of the YC&AC
- (2) Supervise the execution of the duties of the Directors
- (3) Election and dismissal of the President, Vice President, and Executive Directors.

### **Article 28. Convening Meetings**

1. The President shall convene meetings of the Board of Directors.
2. In the absence or disability of the President, a meeting of the Board of Directors shall be convened by a Director.

### **Article 29. Resolutions**

1. Resolutions of the Board of Directors shall be made with the attendance of a majority of Directors, excluding those with a special interest in the resolution, and by a majority of the votes of the attending Directors.
2. Notwithstanding the provisions of the preceding paragraph, if a Director proposes a matter that is the purpose of the resolution of the Board of Directors, and if all Directors (limited to those who can participate in the resolution matter) express their consent in writing or by electronic record regarding the proposal, it shall be deemed that a resolution of the Board of Directors approving the proposal has been made. However, this does not apply if an Auditor expresses an objection to the proposal.
3. When a Director or Auditor notifies all Directors and Auditors of matters that should be reported to the Board of Directors, it is not necessary to report the matter at a Board Meeting.
4. The provisions of the preceding paragraph do not apply to the reports stipulated in Article 21, Paragraph 5.

### **Article 30. Minutes**

1. The minutes of the proceedings of the Board of Directors meetings shall be prepared as required by law.
2. The President, Vice President and Auditor(s) who attended the meeting shall sign or affix their names and seals to the minutes as stipulated in the preceding paragraph. However, for meetings of the Board of Directors at which the President is to be changed, the other attending Directors shall also sign or affix their names and seals.

## **Chapter VII: Committees**

### **Article 31. Committees**

The Board of Directors may, from time to time, as necessary, establish committees as auxiliary bodies to administer specific activities of the YC&AC.

## **Chapter VIII: Assets and Accounts**

### **Article 32. Fiscal Year**

The fiscal year of the YC&AC shall commence on February 1 of each year and end on January 31 of the following year.

### **Article 33. Business Plan and Budget of Income and Expenditure**

1. The business plan, budget of income and expenditure, and documents describing the expected financing and capital investment of the YC&AC shall be prepared by the President and approved by the Board of Directors by the day before the beginning of each fiscal year. The same shall apply in the case of changes to these documents.
2. The documents set forth in the preceding paragraph shall be kept at the principal office and any secondary offices until the end of the relevant fiscal year and shall be available for public inspection.

### **Article 34. Business Report and Settlement of Accounts**

1. For the business report and settlement of accounts of the YC&AC, the President shall prepare the following documents after the end of each fiscal year, which shall be audited by the Auditor(s) and approved by the Board of Directors.
  - (1) Business report
  - (2) Appendices to the business report
  - (3) Balance sheet
  - (4) Profit and loss statement (statement of changes in net assets)
  - (5) Appendices to the balance sheet and statement of income (statement of changes in net assets)
  - (6) Inventory of assets
2. Of the documents approved under the preceding paragraph, the documents listed in Items (1), (3), (4), and (6) shall be submitted to the Annual General Meeting of Members, and the contents of Item (1) shall be reported, and the other documents shall be approved.
3. In addition to the documents in Paragraph 1, the following documents shall be kept at the principal office for five (5) years and at any secondary offices for three (3) years and made available for public inspection, and the Articles of Association shall be kept at the principal office and any secondary offices and the membership list shall be kept at the principal office for public inspection.
  - (1) Audit report
  - (2) List of Directors and Auditor(s)
  - (3) A statement describing the criteria for payment of remuneration, etc. to Directors and Auditor(s)
  - (4) A statement describing an outline of state of the operational structure and activities and material figures related thereto.

**Article 35. Calculation of the Remaining Amount of Property Acquired for Public Interest Purposes**

Pursuant to the provisions of Article 48 of the Ordinance for Enforcement of the Act on Authorization, etc. of Public Interest Incorporated Associations and Public Interest Incorporated Foundations, the representative Director shall calculate the amount of the remaining public interest acquired property as of the end of each business year and enter it in the document set forth in the preceding Article 34, Paragraph 3, Item 4.



## **Chapter IX: Amendment to the Articles of Association and Dissolution**

### **Article 36. Amendment to the Articles of Association**

These Articles of Association may be amended by a resolution of the General Meeting of Members.

### **Article 37. Dissolution**

The YC&AC shall be dissolved by a resolution of the General Meeting of Members or for other reasons provided by law.

### **Article 38. Donations Associated with the Revocation of Public Interest Certification**

In the event that the YC&AC's public interest status is revoked, or the YC&AC ceases to exist as the result of merger (excluding cases in which the juridical person succeeding to the rights and obligations of the YC&AC is a public interest corporation), the YC&AC shall, upon resolution of a General Meeting of Members and within one (1) month of the day of such revocation of public interest status or the day of such merger, donate property in an amount equivalent to its residual assets acquired for public interest purposes to juridical persons or to the national government or local governments, as provided for in Article 5:17 of the Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations.

### **Article 39. Attribution of Residual Assets**

The residual assets in the event of liquidation of the YC&AC shall upon resolution of the General Meeting of Members, be donated to the corporations listed in Article 5:17 of the Act on Authorization, etc. of Public Interest Incorporated Associations and Public Interest Incorporated Foundations or to the national government or local public entities.

## **Chapter X: Method of Public Notification**

### **Article 40. Public Notification**

Public notices of the YC&AC shall be posted at the principal office in a place and manner readily available to the public.

## **Chapter XI: Auxiliary Provisions**

### **Article 41: Employees**

The YC&AC shall have a manager and the necessary number of staff members, who shall be appointed and dismissed by the President upon a resolution of the Board of Directors.

### **Article 42: Mandate**

In addition to what is provided for in these Articles of Association, matters necessary for the operation of the YC&AC shall be determined separately by a resolution of the Board of Directors.

### **Supplementary Provisions**

1. These Articles of Association shall come into effect on the day of registration of the YC&AC of a public interest corporation as provided for in Article 106:1 of the Act on the Establishment, etc. of Related Acts in connection with the Enforcement of the Act on General Incorporated Associations and General Incorporated Foundations and the Act on the Authorization, etc. of Public Interest Incorporated Associations and Public Interest Incorporated Foundations.
2. The first President of the YC&AC shall be Ishwar Chugani and the Vice President shall be Howard Ihu.
3. When the dissolution registration of a special civil law corporation, as stipulated in Article 106:1 of the Act on the Arrangement of Related Laws Accompanying the Enforcement of the Act on General Incorporated Associations and General Incorporated Foundations and the Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations, and the establishment registration of a public interest corporation are carried out, notwithstanding the provisions of Article 32, the day before the dissolution registration date shall be deemed the last day of the business year, and the establishment registration date shall be deemed the first day of the business year.