

**The Association for the Research and Preservation of
Japanese Helmets and Armor**

Articles of Incorporation

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Chapter 1 – General Provisions

Name

Article 1: (1) The name of this association is *The Association for the Research and Preservation of Japanese Helmets and Armor (Ippan Shadanhôjin Nihon Katchû Bugu Kenkyû Hozon Kai)*

Office

Article 2 (1): The association has its principal office in Tôkyô-to, Shinjuku-ku.

Article 3 (1): This association allows the forming of branches. (2) However, the forming of a branch requires a decision/vote of the board of directors. Branch statutes and rules shall be determined separately.

Chapter 2 – Purpose and Business Operations

Purpose

Article 4 (1): Main purpose of this association is the preservation and research of traditional ancient Japanese armor and the preservation and promotion of Japanese culture.

Business Operations

Article 5 (1): To achieve the main purpose stated in Article 4, this association entertains the following business operations:

1. Research investigation of traditional Japanese armor.
2. Assistance with the preservation and repair/maintenance of Japanese armor.
3. Holding study meetings, seminars, lectures, and exhibitions.
4. Publishing a magazine.
5. Other business operations that are necessary to achieve the purpose of the association.

(2) The business operations mentioned in the preceding paragraph are conducted nationally as well as overseas.

Chapter 3 – Membership

Classification of Membership

Article 6 (1): The classification of the membership of our association is defined as follows:

1. Full member: Any person that joined our association and endorses its purposes stated in Chapter 2: Article 4.
2. Corporate member: Any organization that joined our association and endorses its purposes stated in Chapter 2: Article 4.
3. Student member: Any student that joined our association and endorses its purposes stated in Chapter 2: Article 4.

(2) From the preceding paragraph, legal framework of general incorporated associations and incorporate foundations only apply to full members and corporate members.

Admission

Article 7 (1): To become a member of our association, an application shall be sent which then must be approved by the board of directors.

Admission and Membership Fee

Article 8 (1): Admission and membership fee are decided at a general meeting and announced separately.
(2) Admission and membership fees shall not be refunded.

Membership benefits

Article 9 (1): Members receive the magazine published by our association free of charge and receive preferential treatment when it comes to books recommended by our association. Also, members have benefits in regards to the appraisal repair/maintenance and preservation, and introduction of armor.

Cancellation of Membership

Article 10 (1): A member can cancel the membership at any time by submitting a separately described written resignation to the board of directors.

Exclusion

Article 11 (1): According to Article 20 (2) and by a special resolution at a general meeting, a member may be excluded from the association for the following reasons:

1. If he/she violates the articles of incorporation or other association rules.
2. If he/she infringes the reputation or acts against the purpose of our association.

(2) If a member is excluded according to the above-mentioned reasons, he/she shall be notified at least one week before the next general meeting and thus given the opportunity to explain himself/herself to the general meeting. (3) In case of an exclusion, the president of our association must notify the person concerned about the reason for his/her exclusion.

Loss of Membership Status

Article 12 (1): Membership status is lost for the following reasons:

1. In case the membership fee is past due for more than one year.
2. In agreement with all members.

3. In case of death or dissolution of the association.
4. Due to an exclusion as stated in Article 11 (1).

Chapter 4 – General Meeting

Composition

Article 13 (1): A general meeting is composed of regular and/or corporate members. (2) Such a general meeting is in compliance with the legal framework of general incorporated associations and incorporate foundations.

Authority

Article 14 (1): A general meeting has the authority to decide the following issues:

1. Exclusion of a member
2. Appointment and dismissal of directors and auditors (hereinafter referred to as “officials”) and reduction of their term of office.
3. Amount of remuneration and payment criteria of officials.
4. Partial exemption from liabilities according to Article 113 of the General Incorporated Associations and Incorporate Foundations Act.
5. Retirement benefits for officials who have received partial exemption.
6. Changes in the article of incorporation.
7. Entire or partial transfer of business operations.
8. Dissolution and continuation of the association.
9. Approval of merger agreements.
10. Return of residual assets of the association in accordance with Article 46.
11. Officials can assign a researcher who shall investigate material that is presented or offered at a general meeting.

12. Assignment of an investigator at a general meeting that is called together upon request of members regarding issues concerning the business operations and the assets of the association.
13. Admission and membership fee.
14. Approval of official documents concerning the business plan, budgeting, fundraising and capital investment of the association.
15. Approval of the business report, financial statements, and inventory of property of the association.

(2) With the exceptions stated in Articles 11 and 12, no advance notification of the purpose of a general meeting has to be given.

Holding a General Meeting

Article 15 (1): A regular general meeting shall be held annually and within three months after the end of the fiscal year. Extraordinary general meetings can be held at any time.

Convoking a General Meeting

Article 16 (1): Based on the decision made at a board meeting, convocation for a general meeting is carried out by the president. (2) For the convocation of a general meeting, the following issues have to be determined at the board meeting:

1. Date, time, and location of the general meeting.
2. Purpose of the general meeting (shall include an outline of matters of e.g. appointment of officials, remuneration of officials, transfer of business in whole, changes in the articles of incorporation, merger etc.)
3. Details, time frame, and deadline for members who can not attend the general meeting but who want to exercise their right to vote.
4. Clarification of process for members who exercise their right to vote by a representative/proxy or by absentee voting.

(3) If desired by more than one out of five members, a general meeting can be requested by submitting a request for a general meeting to the president which shall contain the reason and purpose of this desired general meeting.

Meeting Notice

Article 17 (1): A notice of convocation of a general meeting shall be given by the president, by five days prior to the general meeting at the latest, indicating the matters stated in Article 16 (2). (2) According to Article 41 (1) of the General Incorporated Associations and Incorporate Foundations Act an in order to allow members to exercise their right to vote, the notice must contain the following documents:

1. Reference document that states the rights of a member at a general meeting of our association.
2. Form for exercising voting rights in absence.

Chairman

Article 18 (1): Chairman of the general meeting is the president of the association.

Voting Rights

Article 19 (1): Each member has one vote at a general meeting.

Resolution

Article 20 (1): A resolution can be passed in case a majority of members who are eligible to vote is participating at a general meeting and by the majority of the votes cast by these members that day. (2) Apart from that, a two-thirds majority is required for the following resolutions passed at a general meeting:

1. Exclusion of a member.
2. Appointment of an auditor.
3. Partial exemption from liabilities for officials according to Article 113 of the General Incorporated Associations and Incorporate Foundations Act.
4. Changes in the articles of incorporation.
5. Transfer of business in whole.
6. Dissolution and continuation of the association.
7. Approval of merger agreements.

Exercising Voting Rights by Proxy

Article 21 (1): In case a member is unable to attend a general meeting and wants to exercise his/her right to vote, a proxy (power of attorney) or any other representative can be appointed and proof of such must be sent to the president. In case of a vote by proxy, all points of Article 20 apply.

Absentee Voting

Article 22 (1): In case a member is unable to attend a general meeting and wants to exercise his/her right to vote, a vote can be cast through absentee voting. Members shall be informed about the proper procedure of absentee voting as stated in Article 17 (2). In case of absentee voting, all points of Article 20 apply.

Omission of Resolution

Article 23 (1): In cases where the president submits a proposal with respect to a matter which is the purpose of the resolution of a general meeting, if all members manifest their intention to agree to such proposal in writing or in person, it shall be deemed that the resolution to approve such proposal at a general meeting has been made and the procedure from Article 17 to Article 22 can be omitted (although Article 16 (2) shall be obeyed).

Minutes

Article 24 (1): According to Article 57 of the General Incorporated Associations and Incorporate Foundations Act, minutes are necessary for each general meeting.

Chapter 5 – Officials, etc.

Appointment of Officials

Article 25 (1): This association appoints the following officials:

1. The board of directors shall consist between at least 15 and 20 and less persons.
2. Two auditors.

(2) The board of directors is comprised of one president, no more than two vice-presidents, no more than two managing directors, and no more than five executive directors. (3) According to the General Incorporated Associations and Incorporate Foundations Act, the president is the representative of the board of directors and the vice-president(s), managing director(s), and executive director(s) are obligated to the duties of executive director(s) as defined in Article 91 (1) of the aforementioned act.

Appointment/Election of Officials

Article 26 (1): The directors and auditors are appointed/elected at a general meeting. (2) Nominating an auditor to be elected at a general meeting requires his/her consent. (3) The president, vice-president(s), managing director(s), and executive director(s) are selected from the board of directors and their selection is determined at a board meeting.

Requirements for Officials

Article 27 (1): An auditor cannot simultaneously be a member of the board of directors or act in any managing function in this association. (2) Apart from that, Article 65 (1) of the General Incorporated Associations and Incorporate Foundations Act applies for the appointment of directors and auditors.

Duties and Authorities of the Directors

Article 28 (1): The directors form the board of directors implement their duties according to the law and the articles of this incorporation. (2) The president represents this association and implements business operations according to the law and the articles of incorporation of our association. (3) The vice-president(s) assist the president in his/her business operations and in case the president is unable to attend his/her duties, a vice-president designated in advance shall assume the president's business operations. (4)

The managing directors assist the president and the vice-president(s) and are responsible for carrying out the decisions made on issues discussed/voted at a general meeting. (5) The executive directors are assisting the president, vice-president(s), and managing directors according to a division of ordinary business duties. (6) The president and the executive director shall, unsolicited and in due time, present to the board of directors a report of their professional duties at least four months into the fiscal year and at least twice each fiscal year.

Duties and Authorities of the Auditor(s)

Article 29 (1): The duty of the auditor is to audit the execution of business by directors and, as required by law, present a report thereof. (2) Thus the auditor is authorized to request at any time a business report from the board of directors and/or employees of the association so that a proper examination of its business affairs and assets, as required by the law, can be conducted.

Terms of Office of Officials

Article 30 (1): The term of office of directors shall expire at the conclusion of a general meeting on the last fiscal year within two years following their election of office. (2) The term of office of auditors shall expire at the conclusion of a general meeting on the last fiscal year within four years following their election of office. (3) The term of office of a person who is elected as a substitute to a director or auditor shall be the remaining term of office of the predecessor. (4) The directors and auditors shall not exceed the numbers stated in Article 25. A director and auditor shall perform his/her duties even after his/her resignation or expiration of his/her term of office until his/her successor assumes the office. (5) Nothing shall prevent the reelection of current directors/auditors.

Dismissal of Officials

Article 31 (1): Directors and auditors are dismissed with a resolution of a general meeting.

Remuneration/Compensation, etc.

Article 32 (1): As a general rule, directors and auditors shall serve without compensation. However, the association reserves the right to pay a remuneration/compensation to full-time directors/auditors. (2) In addition to the preceding paragraph, the association may compensate certain costs of officials. (3) Under

the proviso of paragraph (1), any detail regarding the amount, form and method of payment shall be decided at a general meeting.

Advisors, Consultants, and Trustees

Article 33 (1): This association may assign a small number of advisors and/or consultants. (2) Advisors and consultants are recommended by the board of directors and approved/commissioned by the president. (3) Important matters entrusted to advisors and/or consultants shall be decided after consultation with the president. (4) This association may assign a trustee. (5) A trustee is elected by the board of directors and approved/commissioned by the president for a term of office of two years. (5) After consultation with the president, trustees may organize supervisory board meetings.

Secretariat

Article 34 (1): This association shall have a secretariat to carry on administrative affairs. (2) Personnel of the secretariat are appointed and dismissed by the president. (3) Personnel of the secretariat may be paid. (4) Matters necessary in connection with the organization and management of the secretariat shall be determined at a board meeting.

Chapter 6 – Board of Directors

Composition

Article 35 (1): This association shall have a board of directors. (2) The board of directors is the governing body of this association.

Authority

Article 36 (1): The board of directors decide the following matters:

1. Matters concerning the convening of a general meeting.
2. Selection and dismissal of the president.
3. Selection and dismissal of the vice-president(s), managing director(s), and executive director(s).
4. Acquisition and disposal of important assets.
5. Large loans.
6. Selection and dismissal of principal employees.
7. Matters regarding subordinate offices and the establishment, modification, and abolition of important organizations within the association.
8. Other matters concerning the business of the association (matters that require approval at a general meeting excluded).

Convocation

Article 37 (1): The board of directors is convoked by the president. (2) Each member of the board of directors may convene a board meeting in case the president is absent or unable to attend his duties.

Chairman

Article 38 (1): Chairman of the board of directors is the president.

Resolutions

Article 39 (1): With the exception of special interests, a resolution of the board of directors shall be validly passed by a majority voting of the board of directors in attendance comprising a majority of the board of directors.

Omission of Resolution

Article 40 (1): In cases where the president submits a proposal with respect to a matter which is the purpose of the board of directors, if all members manifest their intention to agree to such proposal in writing or in person, it shall be deemed that the resolution to approve such proposal has been made (excluding when an auditor voices an objection against the proposal).

Minutes

Article 41 (1): According to Article 57 of the General Incorporated Associations and Incorporate Foundations Act, minutes are necessary for each board meeting. (2) The attending president and/or auditor(s) shall affix his/her name(s) and seal(s) thereto.

Chapter 7 – Assets and Accounting

Fiscal Year

Article 42 (1): The fiscal year of this association begins on April, 1 and ends on March, 31 the following year.

Business Plan and Income and Expenditure Budget

Article 43 (1): The business plan and income and expenditure budget shall be prepared by the president at the latest by the day before the first day of a new fiscal year. Both require approval by the board of

directors and so do changes within them. (2) Both documents shall remain at the principal (and secondary) office until the end of the fiscal year.

Business Report and Settlement of Accounts

Article 44 (1): By the end of each fiscal year, the president shall prepare the following documents which contain the judgement of the auditor(s) and which require approval by the board of directors.

1. Business report for the said fiscal year.
2. Annexed detailed statements.
3. Balance sheet.
4. Profit and loss statement (net assets increase/decrease calculation sheet).
5. Annexed detailed statements to the document(s) listed in the above point.

(2) From the above stated documents, number 1, 3, and 4 shall be presented to an ordinary general meeting where the contents of document number 1 shall be reported and all of them shall be approved. (3) The documents listed in paragraph (1) and the audit report(s) shall remain at the principal office for a minimum of five years, i.e. at the office that preserves the articles of incorporation and the membership list of this association.

Disposition and Restriction of Surplus

Article 45 (1): This association does not distribute a surplus amongst its members or other persons. (2) Any resolution about a distribution of surplus amongst members of the association at a general meeting is invalid.

Chapter 8 – Changes within Articles of Incorporation and Dissolution

Changes within the Articles of Incorporation

Article 46 (1): Changes within the articles of incorporation require a resolution at a general meeting.

Dissolution

Article 47 (1): This association may be dissolved by such a resolution at a general meeting or by a requirement by law.

Vesting of Residual Assets

Article 48 (1): As per resolution at a general meeting and in compliance with Article 4 and Article 17 of the General Incorporated Associations and Incorporate Foundations Act, residual assets remaining in case of liquidation of this association shall either be donated to the State or to a local public body.

Chapter 9 – Method of Public Announcement

Method of Public Announcement

Article 49 (1): Public announcements of this association shall be posted at the principal office that is easily visible to the general public.

Chapter 10 – Supplementary Rules

Delegation

Article 50 (1): Matters not specified in the articles of incorporation and matters necessary to execute the articles of incorporation shall be determined separately with the vote of the board of directors.

Supplementary Provisions

1. These articles of incorporation are implemented from the day of registration of the association as a general incorporated association as provided by the Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations, Article 121 (1) and Article 106 (1), applied mutatis mutandis.
2. First president of this association is Shiraaya Motoyuki (白綾基之).
3. In accordance with the Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations, Article 121 (1) and Article 106 (1), applied mutatis mutandis, and notwithstanding the provision of Article 41, an application for registration of dissolution of this general incorporated association shall not be submitted before the last day of the fiscal year of this association and the fiscal year of this association starts with the day of its registration.