

The Articles of Association of The Specific Non-Profit Organization; Japan Mine Action Service (JMAS)

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Statutory Authority

These Revised Articles of Association of the Japan Mine Action Service (the “Juridical Person”) have been adopted as the Articles of Association of Japan Mine Action Service (the “Articles”) by the General Meeting of this Juridical Person on June 12, 2008, and certified by the Tokyo Metropolitan Government (the “Authority”) on October 8, 2008 pursuant to Paragraph 1, Article 12 of the Law of the Specific Non-Profit Organization (Japanese Law 1998-No.7; the “Law”).

Certain Defined Terms

“Activities” has the meaning set forth in Article 4.

“Articles” has the meaning mentioned in Statutory Authority.

“Assets” has the meaning set forth in Article 37 and 38.

“Authority” has the meaning mentioned in Statutory Authority.

“Board” means the “Board of Directors” of this Juridical Person set forth in Article 13.3.

“Business Activities” has the meaning set forth in Article 5.2.

“Chairman” and “Vice-Chairmen” have the meanings set forth in Article 18.

“Chairperson” has the meaning set forth in Article 33.

“Councilors” and “Researchers” have the meanings set forth in Article 18.

“Director” and “Auditor” have the meanings set forth in Article 11.1 and 13.

“Executives” has the meaning set forth in Article 11.

“Fiscal Year” has the meaning set forth in Article 42.

“General Meeting” has the meaning set forth in Article 19.

“Juridical Person” has the meaning set forth in Article 1.

“Law” has the meaning mentioned in Statutory Authority.

“Meetings” has the meaning set forth in Article 19.1.

“Members”, “Regular Members” and “Supporting Members” have the meanings set forth in Article 6.

“Membership” has the meaning set forth in Article 7.

“President” and “Vice Presidents” have the meanings set forth in Article 11.2 and 13.

“Projects” has the meaning set forth in Article 5.1.

“Purpose” has the meaning set forth in Article 3.

“Secretariat”, “Secretary General” and “Staff” have the meanings set forth in Article 54.

“Signers” has the meaning set forth in Article 28.2 and 36.2.

“Specific Non-Profit Organization” means the juridical person established pursuant to the Law.

“Supreme Advisor” and “Advisors” have the meanings set forth in Article 18.

“Term” has the meaning set forth in Article 14.

Priority of Documents

Where any contradiction arises on the interpretation of this document, the one written in Japanese language shall have the priority.

Chapter 1. General

Article 1. Name

The name of this Juridical Person shall be The Specific Non-Profit Organization; Japan Mine Action Service. It shall also be abbreviated as JMAS.

Article 2. Offices

- 1. This Juridical Person shall set up its main office in Tokyo.**
- 2. In addition to the main office referred to in the preceding paragraph, this Juridical Person may set up secondary offices at places where deemed necessary for its operation with the approval resolved at the General Meeting.**

Article 3. Purpose

The purpose of this Juridical Person shall be to contribute to the self-development of any area and people on the earth that are suffering from mines, unexploded ordnances and other similar explosives in carrying out the Projects of support and cooperation in clearing and disposing these objects and cooperation in the activities done by other organizations.

Article 4. Types of Specific Non-Profit Activities

In order to achieve the Purpose described in the preceding article, this Juridical Person shall conduct the specially authorized non-profit activities (the “Activities”) set forth below:

- (1) Activities to promote social education.**
- (2) Activities to promote science, culture, art or sports.**
- (3) Activities to preserve environment.**
- (4) Disaster relief activities.**
- (5) Area safety activities.**
- (6) Activities to promote human rights protection or peace.**
- (7) Activities of international cooperation.**
- (8) Activities of liaison, advice and assistance to the organizations carrying out any of the activities mentioned above, regarding their operations or activities.**

Article 5. Types of Projects

In order to achieve the Purpose described in Article 3, this Juridical Person shall carry out the Projects set forth below in its Activities:

- (1) Projects to support and/or cooperate in the clearance of mines and the disposal of unexploded ordnances and other similar explosives.**
- (2) Projects to support and/or cooperate in improving the living environment.**
- (3) Projects to support and/or cooperate in the training of personnel for the clearance and disposal activities.**
- (4) Projects of survey, research, study and technical development on demining and disposal equipment and techniques.**
- (5) Projects of publication of bulletins and others, and of public information, political suggestions and so forth.**
- (6) Projects to promote literature, traditional culture, art and so forth.**

- (7) Projects to support and/or cooperate in the international cultural exchange, foreign language lessons and so forth.
- (8) Projects to support and/or cooperate in the human rights enlightenment and protection activities and peace promotion activities.
- (9) Other projects necessary to achieve the Purpose of this Juridical Person.

2. This Juridical Person shall conduct the Business Activities set forth below:

- (1) Publication business related to mine clearance, unexploded ordnance disposal, international cooperation, and related survey, research, study and technical development.
- (2) Commodity sale related to mine clearance, unexploded ordnance disposal and international cooperation.
- (3) Temporary staff service related to survey, research, study and technical development on mine clearance, unexploded ordnance disposal and international cooperation.
- (4) Projects related to survey, research, study and technical development on mine clearance, unexploded ordnance disposal and international cooperation.

3. The Business Activities described in the preceding paragraph shall be conducted as far as they do not hinder any of the Projects set forth in Paragraph 1, and any profits accruing therefrom shall be spent for the Projects set forth in Paragraph 1.

Chapter 2. Membership

Article 6. Classification

The members of this Juridical Person (the “Members”) shall be classified into two types set forth below, and the regular members of this Juridical Person (the “Regular Members”) shall be the Members set forth under the Law.

- (1) **Regular Members:** Those individuals or groups who join this Juridical Person with the consent to the Purpose thereof and who are given the right of voting at the General Meeting.
- (2) **Supporting Members:** Those individuals or groups who join this Juridical Person to support the Projects and who are not given the right of voting at the General Meeting.

Article 7. Admission

- 1. No conditions or limitations shall be set with regard to the admission of any applicants.**
- 2. Those who wish to be the Member shall apply to the President by the designated application form or by e-mail, pay membership fee into the designated financial institutions and so forth.**
- 3. The President must grant a Membership to the applicant unless there is a justifiable reason to refuse it.**
- 4. Where the President refuses to grant a Membership to the applicant mentioned in paragraph 2, he must notify the applicant of the refusal by providing a document stating the reason therefor.**

Article 8. Membership Fee

- 1. The Members shall pay membership fee determined by the General Meeting.**
- 2. Any money or goods collected from the Members as the membership fee or others shall not be returned.**

Article 9. Withdrawal

- 1. The Members may withdraw from this Juridical Person on a voluntary basis by submitting a withdrawal letter to the President.**
- 2. The Members shall be deemed seceded in any of the following cases; [1] where an individual Member is dead or where a group Member is dissolved, and [2] where the membership fee has not been paid for 2 and more years.**
- 3. In case where the seceded Member wishes to join again as a Regular Member, the one shall be granted a Membership after paying the entire unpaid membership fee.**

Article 10. Removal

In any of the following cases, the Member can be removed upon given an opportunity to express his opinions:

- (1) where a Member has breached these Articles; and**
- (2) where a Member has remarkably damaged the honor and/or credit of this Juridical Person or has conducted any doings in contradiction to the Purpose of this Juridical Person.**

Chapter 3. Executives

Article 11. Types and Authorized Numbers

- 1. This Juridical Person shall have the Executives set forth below:**
 - (1) Director: 3 and more and not more than 25.**
 - (2) Auditor: not more than 2.**
- 2. One Director shall be the President and one to three Directors shall be the Vice Presidents.**

Article 12. Elections; Others

- 1. The Directors and the Auditors shall be selected at the General Meeting.**
- 2. The President and the Vice Presidents shall be selected by mutual vote from among the Directors.**
- 3. More than one relative within the third degree of kinship of an Executive (including one's spouse) may not be elected as Executives. The number of Executives who fall within the kinship of third degree may not exceed one third of the total number of Executives.**
- 4. Those who fall within any sub-paragraphs of Article 20 of the Law may not be the Executives of this Juridical Person.**
- 5. The Auditors may not concurrently assume the position of Director or employee of this Juridical Person.**

Article 13. Duties

- 1. The President shall represent this Juridical Person and manage and supervise the operations and activities thereof.**
- 2. The Vice Presidents shall assist the duties of the President, and discharge the duties of the President in case where the President has encountered an accident, or where the President is absent, in accordance with the order designated in advance by the President.**
- 3. The Directors shall constitute the Board, and conduct the operations and activities of this**

Juridical Person in accordance with these Articles and the resolutions of the General Meeting or of the Board.

4. The Auditors shall discharge the following duties:

- (1) auditing the Activities conducted by the Directors.**
- (2) auditing the financial situation of this Juridical Person.**
- (3) reporting to the General Meeting or the competent authorities, where one discovered, in the course of audits mentioned in the preceding two subparagraphs, illegal conducts or important facts with regard to the operations and activities or financial management of this Juridical Person that contravene to the applicable laws and ordinances or these Articles;**
- (4) convening the General Meeting where necessary for making the reports mentioned in the preceding paragraph; and**
- (5) expressing opinions to the Directors with regard to the operations and activities conducted by the Directors or the financial situation of this Juridical Person.**

Article 14. Term of Office

- 1. The Term of the Executives shall be 2 years; *provided, however,* reappointment for the subsequent Term shall not be prevented.**
- 2. The Term of an Executive, who substituted for one's predecessor on the way of the Term or who took the office by the increase in number, shall expire when the Term of one's predecessor or other Executives expires.**
- 3. The Executives must discharge their duties after the resignation or expiration of their Terms until their successors take over their roles.**

Article 15. Filling the Vacancy

Where one third or more of the positions of Directors or Auditors become vacant, they shall be filled without delay.

Article 16. Dismissal

- 1. In any of the following cases, the Executives may be dismissed by the resolution at the General Meeting:**
 - (1) where it is deemed that the one is unable to perform one's duties due to physical or mental suffering; and**
 - (2) where the one made an improper conduct as an Executive including but not limited to the violation of one's obligation in one's duties.**
- 2. Where an Executive is to be dismissed in accordance with the preceding paragraph, the one shall be given an opportunity to express one's opinions prior to the resolution of dismissal at the General Meeting.**

Article 17. Remuneration; Others

- 1. Less than one third of the Executives may receive remuneration for their duties.**
- 2. The costs and expenses of Executives in performing one's duties may be reimbursed.**
- 3. Any relevant matters regarding the previous two paragraphs, shall be determined by the President on the resolution at the General Meeting.**

Chapter 4. Positions Other Than Executives

Article 18. Positions Other Than Executives

- 1. This Juridical Person may have a Chairman, Vice-Chairmen, a Supreme Advisor, Advisors and so forth, and Councilors, Researchers and so forth other than the Executives required under the Law.**
- 2. With regard to the positions other than the Executives, the President shall make appointments in writing upon recommendations of the Board.**
- 3. The Chairman and the Vice-Chairmen may attend and express their opinions at any Meeting as well as guide this Juridical Person from the general point of view within the ranges of their honorary positions.**
- 4. The Supreme Advisor and the Advisors may express their opinions responding the requests for advice of the President, or attend the Meetings and express opinions when requested by the President.**

Chapter 5. Meetings

Article 19. Classification

- 1. The official meetings of this Juridical Person (the “Meetings”) shall be classified into two types, the General Meeting and the Board of Directors.**
- 2. The General Meeting shall be further classified into the Ordinary General Meeting and the Extraordinary General Meeting.**

Article 20. Constitution of General Meeting

The General Meeting shall be constituted by the Regular Members.

Article 21. Powers and Authorities of General Meeting

The General Meeting shall resolve the following matters:

- (1) change to the Articles;**
- (2) dissolution and merger;**
- (3) Project Plans and budget and changes thereto;**
- (4) Project Reports and settlement of accounts;**
- (5) election or dismissal of Executives, and duties and remuneration thereof;**
- (6) amount of membership fee;**
- (7) loans (excluding short-term loans to be repaid within the same Fiscal Year. The same shall apply under Article 48.) and assumption of any other obligations and abandonment of rights; and**
- (8) other important operational and managerial matters.**

Article 22. Holding General Meeting

- 1. The Ordinary General Meeting shall be held once a year.**
- 2. The Extraordinary General Meeting shall be held in the following occasions:**
 - (1) when the Board deems it necessary and demands it;**
 - (2) when the convocation is requested in writing with the purpose on it by more than one fifth**

- of all Regular Members; and
- (3) when the Auditor demands it pursuant to Article 13.4(4).

Article 23. Convocation of General Meeting

1. The General Meeting shall be convened by the President except for the case where Article 22. 2(3) applies.
2. The President shall convene an Extraordinary General Meeting when requested pursuant to Paragraphs 1 and 2 of Article 22 within 20 days after the request.
3. The convocation of a General Meeting shall be notified to the Regular Members in writing stating the date, place, purpose and agenda of the meeting at least 5 days prior to the meeting.

Article 24. Chairperson of General Meeting

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

Article 25. Quorum of General Meeting

The General Meeting may not be opened unless 1/2 and more of the entire Regular Members are present thereat including the numbers of Regular Members who entrusted the authority to approve the matters for the resolution.

Article 26. Resolution at General Meeting

1. The matters to be resolved at the General Meeting shall be limited to those that are notified in advance pursuant to Article 23.3.
2. Unless otherwise provided for in the Articles, a resolution at the General Meeting shall be made by a majority of the present Regular Members. In case where the supporting and opposing votes are equal, the Chairperson shall be given a final vote.

Article 27. The Vote and Others in General Meeting

1. The votes given to each Regular Member are equal.
2. Those Regular Members who are unable to attend a General Meeting due to any unavoidable reason may cast their votes in writing toward the previously notified agenda, or entrust another Regular Member to cast the votes on their behalf.
3. Those Regular Members who made voting by means described in the preceding paragraph shall be deemed present for the purpose of application of the preceding two articles.
4. Those Regular Members who have special interests in a particular agendum may not participate in the resolution of that agendum.

Article 28. Minutes of General Meeting

1. The progress of the General Meeting shall be recorded in the minutes which include the following matters:
 - (1) the date, time and place;
 - (2) the number of total Regular Members and the number of the Regular Members present thereat (the number of Regular Members casting their votes in writing or via agents shall also be noted);
 - (3) the matters discussed;

- (4) the summary of discussions and the results of resolutions; and
 - (5) the election of Signers who are to affix their signatures on the minutes.
- 2. The Chairperson and those two Signers who are elected in the General Meeting shall affix their names and seals or signatures on the minutes.

Article 29. Constitution of the Board

The Board shall consist of the Directors.

Article 30. Powers and Authorities of the Board

The Board shall resolve the following matters in addition to the matters that are provided separately in these Articles:

- (1) the matters that should be referred to the General Meeting;
- (2) the matters regarding the execution of those resolved at the General Meeting; and
- (3) other matters regarding the conduct of the operations and activities required to be resolved at the General Meeting.

Article 31. Holding the Board

The Board shall be convened in any of the following cases:

- (1) where the President deems it necessary; or
- (2) where the convocation is requested in writing with the purpose on it by more than one third of the entire Directors.

Article 32. Convocation of the Board

- 1. The Board shall be convened by the President.
- 2. The President shall convene the Board when requested pursuant to Paragraph 2 of the preceding article within 10 days after the request.
- 3. The convocation of the Board shall be notified to the Directors in writing or by e-mail stating the date, place, purpose and agenda of the meeting at least 3 days prior to the meeting.

Article 33. Chairperson of the Board

The President shall chair the Board.

Article 34. Resolution at the Board

- 1. The matters to be resolved at the Board shall be limited to those that are notified in advance pursuant to Article 32.3.
- 2. A resolution at the Board shall be made by a majority of the entire Directors. In case where the supporting and opposing votes are equal, the Chairperson shall be given a final vote.

Article 35. The Vote and Others of the Board

- 1. The votes given to each Director are equal.
- 2. Those Directors who are unable to attend the meeting due to any unavoidable reason may cast their votes in writing or by e-mail toward the previously notified agenda.
- 3. Those Directors who made voting by means described in the preceding paragraph shall be deemed present at the meeting for the purpose of application of the preceding article and

Paragraph 1 of the next article.

4. Those Directors who have special interests in a particular agendum may not participate in the resolution of that agendum.

Article 36. Minutes of the Board

1. The progress of a meeting of the Board shall be recorded in the minutes which include the following matters:
 - (1) the date, time and place;
 - (2) the total number of Directors and the number and names of the Directors present thereat (the number of Directors casting their votes in writing or by e-mail shall also be noted.);
 - (3) the matters discussed;
 - (4) the summary of discussions and the results of resolutions; and
 - (5) the election of Signers who are to affix their signatures on the minutes.
2. The Chairperson and those two Signers who are elected in the meeting shall affix their names and seals or signatures on the minutes.

Chapter 6. Assets

Article 37. Constitution of Assets

The Assets of this Juridical Person (the “Assets”) shall be constituted by the items set forth below:

- (1) Assets described in the assets inventory that was prepared at the time of establishment.
- (2) Membership fee.
- (3) Donated money and goods.
- (4) Income accruing from properties.
- (5) Income accruing from activities.
- (6) Other incomes.

Article 38. Classification

The Assets shall be classified into two kinds: [1] assets relating to the Activities; and [2] assets relating to other activities.

Article 39. Management of Assets

The President shall manage the Assets, and determine the methods of such management upon obtaining a resolution at the General Meeting.

Chapter 7. Accounting

Article 40. Principles of Accounting

The accounting of this Juridical Person must be made in accordance with the principles set forth in each subparagraph of Article 27 of the Law.

Article 41. Accounting Classification

The accounts of this Juridical Person shall be divided as set forth below:

- (1) Accounts regarding the Activities.**
- (2) Accounts for other activities.**

Article 42. Fiscal Year

The Fiscal Year of this Juridical Person begins on April 1 and ends on March 31 of the following year.

Article 43. Project Plan and Budget

The Project Plans and their budget shall be prepared by the President every Fiscal Year and approved by the General Meeting.

Article 44. Provisional Budget

- 1. Regardless of the preceding article, while the approval of the budget has yet to be obtained due to any unavoidable reason, the President may receive incomes and make expenditures in accordance with the previous year's budget upon obtaining the consent of the Board until the budget is approved by the General Meeting.**
- 2. Incomes received and expenditures made pursuant to the preceding paragraph shall be deemed a part of the newly approved budget.**

Article 45. Reserves

- 1. In order to pay the exceeding amounts of expenditures set forth in the budget or pay the unexpected expenditures, certain amount may be reserved under the budget.**
- 2. When the reserve money is spent, a resolution of the Board must be made.**

Article 46. Addition and Correction of Budget

Where any unavoidable reason occurred after the approval of the budget, the changes of or additions to the approved budget may be made upon obtaining the resolution at the General Meeting.

Article 47. Project Report and Settlement of Accounts

- 1. As soon as after the end of the Fiscal Year, the President shall prepare the reports on final accounts including Project Report, assets inventory, balance sheet and statement of income and expenditure, and shall have them being inspected by the Auditors and then forward them to the General Meeting for the resolution.**
- 2. When a surplus remains, it shall be transferred to the following Fiscal Year.**

Article 48. Expedient Action

Except for those set forth in the budget, assumption of new obligations such as receiving loans or abandonment of rights shall be resolved at the General Meeting.

Chapter 8. Change of the Articles; Dissolution and Merger

Article 49. Change of the Articles

The change to the Articles must be approved by the resolution in which 3/5 and more of the Regular

Members present at the General Meeting give their consent, and also be certified by the Authority except for those minimal changes set forth in Paragraph 3 of Article 25 of the Law.

Article 50. Dissolution

1. This Juridical Person shall be dissolved by the following reasons:
 - (1) resolution at the General Meeting;
 - (2) impossibility of reaching a success in the aimed Activities;
 - (3) lack of Regular Members;
 - (4) merger;
 - (5) bankruptcy; or
 - (6) cancellation of the certification of establishment by the Authority.
2. When this Juridical Person is dissolved due to the reason mentioned in subparagraph (1) of the preceding paragraph, 3/5 and more of the entire Regular Members should give their consent.
3. When this Juridical Person is dissolved due to the reason mentioned in subparagraph (2) of the preceding paragraph, the authorization of the Authority shall be obtained.

Article 51. Reversion of Remaining Properties

The remaining properties at the time of dissolution of this Juridical Person shall be transferred to another Specific Non-Profit Organization that has similar purpose of activities on the resolution at the General Meeting.

Article 52. Merger

In case of merger of this Juridical Person, 3/5 and more of the entire Regular Members must give their consent at the General Meeting, and also be certified by the Authority.

Chapter 9. Methods of Notification

Article 53. Methods of Notification

The notification of this Juridical Person shall be shown on the bulletin board of this Juridical Person and the Yomiuri Newspaper.

Chapter 10. Secretariat

Article 54. Establishment of Secretariat

This Juridical Person shall set up its Secretariat to handle its clerical work.

The office of Secretariat shall have a Secretary General and the Staff of necessary number.

Article 55. Appointment and Dismissal of Staff

The Secretary General and the Staff are appointed and dismissed by the President.

Article 56. Organization and Operations

The matters regarding the organization and operations of the Secretariat shall be determined by the President, upon obtaining the resolution at the Board.

Chapter 11. Miscellaneous Rules

Article 57. Detailed Regulations

Detailed regulations that are necessary for the execution of these Articles shall be determined by the President, upon being resolved at the Board.

Supplementary Provisions

1. These Articles shall be effective from the day of the establishment of this Juridical Person.
2. The initial Executives of this Juridical Person are those who are listed in the attached table.
3. The Term of the initial Executives of this Juridical Person, regardless of the provision of Article 14.1, shall begin at the day of the establishment and ends on June 30, 2003.
4. The initial Fiscal Year of this Juridical Person shall be, regardless of the provision of Article 42, begins at the day of the establishment and ends on March 31, 2003.
5. The initial Project Plan and budget of this Juridical Person shall be those determined at the establishment meeting regardless of the provision of Article 43.
6. The initial admission fee and the membership fee of this Juridical Person are both 5,000 yen.

Attached Table

Names of Initial Executives	
Title	Name
President	Yoshinao Doi
Vice-President	Toshio Oda
Director	Masaru Yamamoto
Director	Masahisa Shigematu
Director	Naoki Katori
Auditor	Takehiko Sugio

Supplementary Provision

These revised Articles shall be resolved at the Ordinary General Meeting on May 20, 2003, and be enforced on September 10, 2003, after receiving the certification of the Authority.

Supplementary Provision

These revised Articles shall be resolved at the Ordinary General Meeting on June 12, 2007, and be enforced on October 23, 2007, after receiving the certification of the Authority.

Supplementary Provision

These revised Articles shall be resolved at the Ordinary General Meeting on June 12, 2008, and be enforced on October 8, 2008, after receiving the certification of the Authority.