

PH-Japan

The Articles of Association

Chapter I. General Provisions

(Name of organization)

Article 1. This organization is named PH-Japan (hereinafter called PHJ).

(Office)

Article 2. Main office is located at 2-9-32 Nakacho, Musashino-shi, Tokyo, Japan.

Chapter II. Objectives and activities.

(Objectives)

Article 3. PHJ will provide assistance to help people worldwide improve health and medical environment and ultimately contribute to facilitate international cooperation.

(Non-profit activities)

Article 4. In order to help the objectives be accomplished, PHJ shall implement non-profit activities as follows.

- (1). Activities to help health, medical care and welfare improved.
- (2). Disaster support activities.
- (3). International cooperation activities.

(Activities)

Article 5. PHJ will develop and implement the following non-profit programs in order to help the aforementioned objectives be accomplished.

- (1). Health and medical care support activities mainly in developing countries.
- (2). Providing disaster support related to health and medical care.
- (3). Other programs required to accomplish the aforementioned objectives.

Chapter III. Membership

(Category)

Article 6. Membership shall be categorized as follows and regular member shall be categorized as PHJ's official member as approved by the Non-profit Activities Facilitation Act (hereinafter called the Act).

- (1). Regular member: Regular individual and corporate members who agree to the objectives of this organization.
- (2). Supporting member: Supporting individual and corporate members who agree to the objectives of this organization and support the programs and operations.

(Membership admission)

Article 7. No specific qualification shall be required for a regular membership.

2. Application for a regular membership shall be subject to submitting a designated application form that shall be examined by PHJ chairperson of the Board (hereinafter called the chairperson). The chairperson shall admit the membership application, unless there is a justifiable reason for non-admission.
3. The chairperson shall immediately notify applicant reason in writing, if rejected.

(Membership dues)

Article 8. Regular members and supporting members are obligated to pay membership dues as separately resolved by PHJ's general assembly.

(Forfeit of membership)

Article 9. Any act of regular member as described in the following shall fall under forfeit of membership.

- (1). Submission of notice of withdrawal.
- (2). Demise of individual member and dissolution of organization.
- (3). Arrears of membership dues for two (2) consecutive years.
- (4). Membership expelled.

(Withdrawal from membership)

Article 10. Regular member may withdraw from membership at its discretion by submitting a notice of withdrawal that the chairperson shall separately designate.

(Dismissal from membership)

Article 11. Member's any act as described in the following may fall under dismissal from membership subject to decision of the general assembly. However, the member shall be given an opportunity to explain prior to decision making in the general assembly.

- (1). Any act in violation of PHJ's articles of association.
- (2). Any harmful act to affect PHJ's honor and/or any act in violation of PHJ's objectives.

Chapter IV. Directors, auditors and staff members.

(Categories and numbers)

Article 12. Directors and auditors.

- (1). Director: more than ten (10) and less than fifteen (15).
- (2). Auditors: more than one (1) and less than two (2).
2. One (1) chairperson and three **(3)** or less vice-chairpersons of the Board shall be elected out of directors. In case of appointing more than two (2) vice-chairpersons, the order of the acting chairperson shall be decided by the chairperson.

(Election)

Article 13. Directors and auditors shall be elected in the general assembly.

2. The chairperson and vice-chairperson shall be elected by mutual vote of directors.
3. Directors shall not include more than one (1) spouse or one (1) relative in the third degree each of any director. Such spouse(s) and relative(s) shall not exceed one-third in total number of directors.
4. Auditor shall not hold the post of director or staff member.

(Job description)

Article 14. The chairperson shall represent and govern operations of PHJ.

2. Vice chairperson shall assist the chairperson and be the active chairperson when the chairperson is in an accident and/ or absent.
3. Directors as members of the Board shall execute operations of PHJ being consistent with the articles of association and in accordance with decision of the Board of directors.
4. The auditor shall undertake the following.
 - (1). Audit execution of directors.
 - (2). Audit assets and liabilities of PHJ.
 - (3). The auditor shall report immediately to the general assembly or the authorities concerned any of wrong, unlawful and/or violating practice against the articles of association detected through audit as afore-mentioned.
 - (4). The auditor shall convene a general assembly as necessary for reporting as afore-mentioned.
 - (5). The auditor shall state opinions with regard to directors' execution of operations and audit of assets and liabilities of PHJ, for which the auditor shall convene a board of directors meeting.

(Terms of office)

Article 15. Term of office of directors and auditors shall be for two (2) years.

2. Term of directors and auditors elected to fill vacancy and/or due to increased number of directors and auditors shall be remaining term of predecessor and/ or current holder of office.
3. Notwithstanding the foregoing clause 2, however, if a successor shall not be elected by the end of term, supplementary elected director or auditor continues to stay in the office until next general meeting adjourns.
4. Director and/or auditor shall continue to stay in the office until successor is elected.

(Replenishment of director and/or auditor)

Article 16. If more than one-third in total number of directors and/or auditors are vacant, replenishing directors and/or auditors must be promptly elected to fill vacancy.

(Dismissal)

Article 17. If any one of those described in the following clauses (1) and (2) occurs, dismissal of director or auditor may be decided in general assembly. Providing however, such director or auditor may be furnished with an opportunity of explanation.

- (1). Inability to execute the duties due to mental or physical difficulty.
- (2). Negligence and/or violation in execution of duties of director or auditor.

(Compensation)

Article 18. Less than one-third in total number of directors and auditors may receive compensation.

2. Directors and auditors may be paid for expenses incurred in execution of duties.
3. Necessary matters relevant to the foregoing clause 2 shall be separately designated by the chairperson and resolved in general assembly.

(Staff members)

Article 19. PHJ shall employ staff members including Managing Director acting as a secretary general.

2. Managing director shall be appointed by the chairperson.
3. Staff members shall be appointed by managing director and approved by the chairperson.

Chapter V. General assembly.

(Category)

Article 20. There are two different general assembly meetings, namely regular general assembly and extraordinary general assembly.

(Composition)

Article 21. General assembly shall be attended by regular members.

(Authority)

Article 22. General assembly shall be authorized to resolve the following.

- (1). Amendment of articles of association.
- (2). Dissolution.
- (3). Merger and acquisition.
- (4). Approval and amendment of yearly activities plan and yearly revenue and expense plan.
- (5). Approval of yearly activities report and yearly financial report.
- (6). Election, dismissal, duties and compensation of directors and auditors.
- (7). Membership dues.
- (8). Loan except for short term loan that is refunded within the same Fiscal Year. The same rule shall be applied to the Article 48. Undertaking of new obligation and relinquishment of a right.

- (9). Organization and administration of secretariat.
- (10). Other important matters relevant to administration.

(Time of meeting)

Article 24. Regular general meeting shall be convened once a year.

- 2. Extraordinary general meeting shall be convened as required in the following.
 - (1). As the Board approves to convene.
 - (2). As more than one-fifth of regular members in total number require to convene in writing.
 - (3). As auditor requests to convene in accordance with item 4 of clause 4 of Article 14.

(Convening)

Article 24. The chairperson shall convene a general meeting except for item (3) of clause 2 of the foregoing article 23.

- 2. The chairperson shall convene an extraordinary general meeting within 10 days after requested as per items (1) and (2) of clause 2 of the foregoing article 23.
- 3. A general meeting shall be convened with designation of time, date, place, objective and subjects to deliberate in writing, facsimile, or electromagnetic means no later than five (5) days prior to the date of meeting.

(Chairperson of meeting)

Article 25. A chairperson of meeting shall be elected out of regular members being present at the meeting.

(Quorum)

Article 26. More than one-half of regular members in number must be present in the meeting to achieve a quorum.

(Resolution)

Article 27. Matters to resolve must be those priorly notified as per clause 3 of the foregoing article 24.

- 2. In addition to those ruled by the articles of association resolution shall be adopted by majority vote of regular members present. In case of a tie, chairperson shall decide.

(Vote)

Article 28. Each regular member shall equally have one vote.

- 2. Regular member that is unable to be present at a general assembly due to unavoidable reason can vote in writing, facsimile, or electromagnetic means on the matter notified in advance, or can entrust other regular member with voting.
- 3. A regular member that voted in accordance with the afore-going clause shall be considered present at the meeting.

4. A regular member that has a specific interest in the matter submitted for deliberation to general assembly shall not be entitled to vote on the matter.

(Minutes of meeting)

Article 29. Minutes of general assembly shall be drawn including the following items.

- (1). Time, date and place of meeting.
 - (2). Total number of regular member and number present at the meeting.
Number of vote in writing and number entrusted.
 - (3). Matters deliberated.
 - (4). Summary of the proceedings and result of voting.
 - (5). Election of signer of meeting minutes.
2. Meeting minute must be witnessed and signed by at least two (2) signers who are elected by meeting chairperson in the meeting.

Chapter VI.

(Composition)

Article 30. Board of directors shall be composed of directors.

(Authority)

Article 31. Board of directors shall resolve those in the following in addition to those described in this articles of association.

- (1). Matters to deliberate in general assembly.
- (2). Item relevant to execution of the matters resolved in general assembly.
- (3). Items relevant to execution of matters that are not required to resolved in general assembly.

(Time of the board of directors meeting)

Article 32. Board of directors meeting is regularly convened once a year.

In addition Board of directors meeting shall be convened in the following.

- (1). The chairperson approves necessary to convene.
- (2). A written request that is signed by more than two-thirds in total number of directors and stating matters to deliberate for convening a meeting is submitted.
- (3). Auditor requests to convene a meeting in accordance with item 5 of clause 4 of the foregoing article 14.

(Convene board of directors meeting)

Article 33. Board of directors meeting shall be convened by the chairperson .

2. The chairperson shall convene a meeting within ten (10) days after receipt of request for a meeting as per clauses (2) and (3) of the foregoing article 32.

3. A board of directors meeting shall be convened designating time, date, place, objective and matters to deliberate in writing, facsimile, or electromagnetic means no later than seven (7) days prior to meeting.

(Chairperson of meeting)

Article 34. The chairperson shall chair meeting.

(Resolution)

Article 35. Matters to resolve in the meeting shall be those prior notified in accordance with clause 3 of the foregoing article 33.

2. Matters submitted to meeting shall be resolved by majority vote of directors. In case of a tie, chairperson shall decide.

(Vote)

Article 36. Each director shall equally have one vote.

2. A director that is unable to be present at a meeting due to unavoidable reason can vote in writing on the matter notified beforehand.
3. A director that voted in accordance with the foregoing clause is considered present at the meeting.
4. A director that has a specific interest in the matter submitted for deliberation to the meeting shall not be entitled to vote on the matter.

(Minutes of meeting)

Article 37. Minutes of board of directors meeting shall be drawn including the following items.

- (1). Time, date and place.
 - (2). Total number of directors, number and names of directors present at meeting.
 - (3). Matters deliberated.
 - (4). Summary of the proceedings and result of voting.
 - (5). Election of signer of meeting minutes.
2. Meeting minutes must be witnessed and signed by the chairperson and at least two (2) signers who are elected in the meeting.

Chapter VII. Assets and accounting.

(Composition of assets)

Article 38. Assets of PHJ are comprised of the following.

- (1). Assets listed on the inventory of property at the time of establishment of PHJ.
- (2). Membership dues paid by regular members and supporting members.
- (3). Donated cash and goods.
- (4). Income earned from assets.
- (5). Other revenue.

(Assets)

Article 39. Assets of PHJ shall be those relevant to non-profit activities.

(Assets administration)

Article 40. The chairperson shall administer PHJ's assets and its method shall be drawn by the chairperson and resolved in general assembly.

(Accounting principles)

Article 41. Accounting of PHJ shall be consistent with accounting principles described in the articles 27 of the Act.

(Accounting practice)

Article 42. Accounting of PHJ shall be practiced for its non-profit activities.

(Activities plan and budget)

Article 43. Yearly activities plan and plan for revenue and expenses of PHJ shall be approved by the chairperson and resolved in general assembly.

(Provisional budget)

Article 44. Notwithstanding the foregoing article 43, however, when budget of the year is not drawn and approved in time, chairperson may put revenue and expenses into practice according to those of previous year.

2. Revenue and expenses practiced provisionally according to the foregoing clause shall be deemed a part of those in the budget approved afterwards.

(Amendment of budget)

Article 45. If it becomes necessary to amend already approved budget due to unavoidable reason, the budget may be appropriately amended subject to approval in general assembly.

(Yearly activities report and financial report)

Article 46. Upon completion of every fiscal year the chairperson shall promptly draw and submit activities report, balance sheet, statement of assets and liabilities and inventory of property to auditors for auditing and to general assembly for approval.

2. Surplus fund shall be carried over to the following fiscal year.

(Fiscal Year)

Article 47. Fiscal year of PHJ shall commence on July 1 of every year and end on June 30 of the following year.

(Action to take as occasion demanded)

Article 48. In addition to those in budget, if it becomes necessary to undertake another obligation and/or to waive existing right, such undertaking and/or waiving shall be subject to resolution of general meeting.

Chapter VIII. Amendment of articles of association, dissolution and merger.

(Amendment of articles of association)

Article 49. Articles of association may be amended by three-fourth majority of regular members attended at general assembly and subject to approval of the competent authority except for minor amendment as described in item 3 of the article 25 of the Act.

(Dissolution)

Article 50. PHJ shall be dissolved by the following.

- (1). Resolution in general meeting.
 - (2). Inability to successfully implement non-profit activities which are PHJ's objectives.
 - (3). Lack and loss in the fixed number of regular member.
 - (4). Merger.
 - (5). Bankruptcy.
 - (6). Cancellation of registration by the competent authority.
2. Dissolution due to item (1) above shall be resolved only by more than three-fourth majority vote in total number of regular member.
 3. Dissolution due to item (2) above shall be subject to approval of the competent authority.

(Remainder of assets)

Article 51. The remainder of assets of PHJ (except for in case due to merger or bankruptcy) shall be transferred to the city hall of Musashino among other parties included in item 3 of article 11 of the Act.

(Merger)

Article 52. Merger of PHJ with other organization shall be subject to approval by more than three-fourth majority vote of regular members in number present at general assembly and approval of the competent authority.

Chapter IX. Public announcement.

(Method of public announcement)

Article 53. Public announcement of PHJ shall be put on an official gazette. The public announcement of the balance sheet defined in item 1, paragraph 2 of article 28 of the Act shall be announced on the PHJ website.

Chapter X. Miscellaneous rules.

(Detailed regulations)

Article 54. Detailed regulations necessary for enforcing this article of association shall be decided by the chairperson and resolved in the board of directors.

Additional rules:

1. This "articles of association" shall be effective as from the date of establishment of PHJ.

2. The following directors and auditor are elected upon establishment of PHJ.

Chairperson: Takashi Sugiyama

Vice-chairperson: Katsuto Kotani

Director: Hiromori Kawashima

Yukiko Goto

Ren Shibata

Tadashi Suzuki

Shigeru Tanaka

Yasuhiko Torii

Hiroshi Hideshima

Yoshiaki Fujimori

Kazuo Maeda

Nobuo Matsunaga

Kenichi Matsumoto

Shouzou Ykogawa

Auditor: Fumio Tokuhira

Notwithstanding the foregoing item 1 of article 15, however, term of office of above directors and auditor shall be effective until 31st of August, 2000.

3. Notwithstanding the foregoing article 43, however, activities plan and budget of PHJ's first fiscal year shall be those approved in the general assembly convened for establishment of PHJ.

4. Notwithstanding the foregoing article 47, however, first fiscal year of PHJ shall end on June 30th, 2000.

5. The following shall be program of membership dues effective until and unless otherwise revised afterwards.

		Regular member	Supporting member
Individual yearly membership dues		More than ¥9,000	More than ¥3,000
Organization yearly membership dues	Corporate yearly membership dues	More than ¥500,000	More than ¥100,000
	Hospital, clinic, and other medical institution	More than ¥100,000	More than ¥50,000

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