

The Articles of Incorporation: Specified Non-Profit Organization SEEDS Asia

Chapter 1. General Rule

(Name)

Article 1. The organization is named as Specified Nonprofit Organization SEEDS Asia.

(Office)

Article 2. The organization has its office at Kobe City, Hyogo Prefecture.

Chapter 2. Purpose and Activities

(Purpose)

Article 3. The organization contributes to ensure sustainable development and human security of society as a whole, through activities to promote improvement of environmental problems and disaster management, which are mainly conducted in Asia.

(Schedule of Nonprofit activities)

Article 4. The organization conducts following activities in order to achieve the purpose described in previous article.

- (1) Promotion of community development
- (2) Conservation of the environment
- (3) Disaster relief
- (4) International cooperation
- (5) Development of information technology
- (6) Promotion of science and technology
- (7) Administration of organizations that engage in the above activities or provision of liaison, advice, or assistance in connection with the above activities

(Programme)

Article 5. The organization conducts following programmes to achieve the purpose described in Article 3.

- (1) Programmes on Nonprofit activities
 - ① Dispatch of experts
 - ② Capacity building
 - ③ Development of network of experts
 - ④ Survey and research
 - ⑤ Information and knowledge dissemination on environmental management and disaster risk reduction
 - ⑥ Any other programmes related to the above five programmes

Chapter 3. Members

(Category)

Article 6. Category of members of the organization shall be two, and regular member shall be a corporate member according to the Law to Promote Specified Nonprofit Activities (hereinafter called the Law).

- (1) Regular member: Individual and/or group who joins the organization to support the purpose of the organization
- (2) Patron member: Individual and/or group who joins the organization to assist its

programmes.

(3) Other member: Member to be decided by the board.

(Admission)

Article 7. An individual or group who wishes to join the organization as a regular or patron member shall submit an admission form to the Board Director.

2 The Board Director shall accept the admission and inform its acceptance to applicants if the applicant support the purpose of the organization described in Article 3 and recognize that the applicant can support and assist the organization's activities and programmes.

3 If the organization rejects the application, the Board Director shall send the written notice of refusal with good reasons to the applicant.

(Membership fee)

Article 8. Member shall pay the membership fee regulated at the Board Meeting.

(Deprivation of membership)

Article 9. Members who meet one of the following reasons shall forfeit their membership.

- (1) When submitting a notice of withdrawal.
- (2) When an individual member is dead or a group is dissolved.
- (3) When membership fee is not paid for more than three years.
- (4) When expelled from the organization.

(Withdrawal)

Article 10. A member can withdraw from the organization by submitting the withdrawal form to the Board Director.

(Expulsion)

Article 11. Members who meet one of the following sections could be expelled by the decision of the Board Meeting. In such case, the Board Meeting shall give an opportunity to such members to defend, before such decision is made at the Board Meeting.

- (1) When violating the Articles of Incorporation
- (2) When disgracing the organization and/or conducting activities which is against the purpose of the organization.

(Non-return of contribution)

Article 12. Financial and material contribution including membership fee shall not be returned to contributor once it is paid to the organization.

Chapter 4. Officers and staff

(Category and the Article of Incorporation)

Article 13. The organization will have the following officers:

- (1) Executive Board Member: More than 4 and not over 10
- (2) Controller (auditor): More than one and not over 2

2 Among the Executive Board Members, one shall be appointed as the Director of the Board and the other shall be appointed as the Deputy Director of the Board.

(Selection)

Article 14. Executive Board Members and Controller shall be selected at the General Meeting.

2 The Director of the Board and the Deputy-Director of the Board shall be chosen by the

Executive Board Members.

3 Officers may not include more than one (1) person who is a spouse or relative within the third degree of consanguinity of any one (1) officer, and said officer and his/her spouse and relatives within the third degree of consanguinity may not constitute more than one-third of the total number of officers.

4 A controller may not concurrently be an Executive Board Member or staff member of the organization.

(Duties)

Article 15. The Director of the Board shall represent the organization in all the business.

2 The Deputy-Director of the Board shall support the Director of the Board and in case the Director of the Board is absent and/or in accident, he/she shall act for the Director of the Board.

3 The Board consists of Executive Board Members and shall execute the duties of the organization described in this Article of Incorporation and according to the decision made at the Board meeting.

4 A Controller shall perform following duties;

(1) Inspect the status of business conducted by the Executive Board Members,

(2) Inspect the status of assets of the organization,

(3) If, as a result of the inspection specified in the preceding two items, improper conduct or important facts indicating violation of laws, regulations, or the Articles of Incorporation with regards to the business or assets of the organization are discovered, report same to a general meeting or the government agency with jurisdiction,

(4) If necessary, in order to submit as specified in the preceding item, convene a general meeting,

(5) Present opinions to the Executive Board Members or convene a general meeting on the status of business conducted by the directors or the status of assets of the organization.

(Term of office of officers)

Article 16. Term of office of Officers shall be two years. However, reappointment shall not be prohibited.

2 Term of office of officers who take up positions to fill a vacancy, or to increase the number of officers, shall be until the remaining period of that of a predecessor and/or a present holder of the position.

3 Even after resignation and the termination of the term, officers shall perform the duties until its successor assume the office.

(Filling vacant position)

Article 17. When one third of the fixed number of Officers are vacant, those vacant position should be filled without any delay.

(Dismissal)

Article 18. When Officers shall meet the following criteria, the officer shall be dismissed by a decision of General Meeting. In such a case, the organization shall give an opportunity to the officer to defend, before such decision is made at the General Meeting

(1) When acknowledged that an officer cannot perform his/her duties due to mental and/or physical illness.

(2) When an officer conducts inappropriate act that are against the duties of an officer and perform other misconducts as an officer.

(Remuneration)

Article 19. Officers shall not receive any remuneration.

2 Notwithstanding the preceding item, the controller who is selected from other than regular members, shall be paid a remuneration upon the decision of the Board Meeting. However, the total number of officers who receives remuneration must be less than one third of the total number of officers.

3 Costs incurred to perform an officer's duties shall be reimbursed to the officers.

4 Necessary items regarding to the preceding section shall be regulated with written document by the Director of the Board, upon the decision made at the Board Meeting.

(Advisor)

Article 20. The organization can appoint advisors as a result of a decision by the Board meeting.

2. An advisor shall be selected from academia, experts in fields related to the activities of the organization, and persons who contribute significantly to the organization, and be appointed by the Director of the Board with a recommendation by the Board.

3. An advisor shall be consulted on the operations of the organization and be expected to provide advice to the Director of the Board.

4. Term of office of advisor shall be two years. However, the reappointment shall not be prohibited.

(Staff)

Article 21. The organization can have a Chief Operating Officer and other staff members.

2 Staff members shall be appointed by the Director of the Board.

Chapter 5. General meeting

(Category)

Article 22. The organization shall hold two types of general meetings, one is regular general meetings and the other, extraordinary general meetings.

(Constituent)

Article 23. A general meeting shall consist of regular members.

(Function)

Article 24. A general meeting shall decide on the following items;

- (1) Amendment of the Article of Incorporation
- (2) Dissolution
- (3) Merger
- (4) Activity report and financial report
- (5) Selection and/or dismissal of officers
- (6) Other operational issues acknowledged by the Board as important.

(Holding)

Article 25. Regular general meeting shall be held once in a fiscal year.

2 Extraordinary general meeting shall be held in case of following;

- (1) When the Director of Board finds it necessary and requests a call.
- (2) When more than one third of regular members call for a meeting with a written document of the purpose of such meeting.
- (3) When a controller calls for a meeting according to the Article 15, Section 4, Items 4.

(Calling)

Article 26. Except in case of the previous article, section 2, No. 3, general meeting is called by the Director of the Board.

2 When requested to call a general meeting according to the previous article, section 2, No. 3, The Director of the Board shall call an extraordinary general meeting within 3 weeks from the date of such request.

3 When a general meeting is convened, a note which states the date and time, venue, purpose and agenda should be sent to regular members by document or by email message at least 5 days before the meeting.

(Chair)

Article 27. The Director of the Board chairs a general meeting. However, when the Director of the Board possesses an individual interests in agenda, the Deputy Director of the Board or a person selected from the participating regular members, will chair.

(Quorum)

Article 28. General meeting cannot be held if the number of regular members participating at the meeting is less than one third.

(Decision)

Article 29. Issues to be decided in a general meeting shall be those previously informed according to Article 26, Section 3.

2 Unless otherwise mentioned in the Article of Incorporation, more than half of regular members votes shall be necessary for adopting a decision in a general meeting. In case of tie in votes, the Chair decides.

(Tie-breaking vote)

Article 30. Tie-breaking vote of each regular member shall be equal.

2 Regular members who cannot participate in a general meeting due to unavoidable reasons, can vote in writing or can delegate other regular member to be a proxy for the issued agenda.

3 Regular members who vote according to the previous section, shall be considered attended in a meeting when applying the Article 28, Article 29 Section 2, Article 31 Section 1 and 2, and Article 50.

4 Regular members possessing a special interest in a particular agenda cannot participate to vote.

(Minutes of meeting)

Article 31. Minutes of meeting shall be made as a proceeding of a general meeting, which shall include following items;

- (1) Date and Time, Venue
- (2) The number of regular members and participants for a meeting (the number of participants by proxy or paper voting should be counted separately).
- (3) Agenda
- (4) Brief summary of discussion and result
- (5) Selection of subscriber for minutes

2 In a meeting minutes, names and signature of the Chair and two selected subscribers shall be included.

(Composition)

Article 32. The Board shall consist of officers.

(Function)

Article 33. The Board shall decide on the following matters in addition to the issues mentioned in this Article of Incorporation;

- (1) Issues which shall be decided in a general meeting
- (2) Execution of issues decided at a general meeting
- (3) Development and revision of work plan and budget
- (4) Duties and remuneration of officers
- (5) Other issues which does not need decisions of general meeting

(Holding)

Article 34. The Board shall be called for the following reasons:

- (1) When the Director of the Board considers necessary
- (2) When half of the Executive Board Members request for a meeting with a written document of the purpose of such meeting
- (3) When controller requests for a meeting according to the Article 15, Section 4, No. 5.

(Call)

Article 35. The Director of the Board shall call for the board meeting.

- 2 When the Board meeting is called according to the previous article Section 2, No.3, the Director of the Board has to call the Board meeting within 15 days from the date of such request.
- 3 When the Board meeting is convened, a note which states the date and time, venue, purpose and agenda should be sent to the Executive Board Members by document or by email message at least 5 days before the meeting.

(Chair)

Article 36. The Director of the Board shall chair the Board meeting.

(Decision)

Article 37. Issues to be decided in the Board meeting shall be those previously informed ones according to Article 35, Section 3.

- 2 More than half of votes shall be necessary for decision in a board meeting. In case of tie in votes, the Chair decides.

(Tie-breaking vote)

Article 38. Tie-breaking vote of each Executive Board Member shall be equal.

- 2 Executive Board Members who cannot participate in a board meeting due to unavoidable reasons, can vote in writing for the issued agenda.
- 3 Executive Board Members who vote according to the previous section, shall be considered as attended in a meeting when applying the Article 39 Section 1 No.2.
- 4 Executive Board Members possessing a special interest in a particular agenda cannot participate to vote.

(Minutes of meeting)

Article 39. Minutes of meeting shall be made as a proceeding of a board meeting, which shall include following items;

- (1) Date and Time, Venue

- (2) The number of Executive Board Members, the number of participants, and participant's name for a meeting (the number of participants by paper voting should be noted).
 - (3) Agenda
 - (4) Brief summary of discussions and result
 - (5) Selection of subscriber for minutes
- 2 In the meeting minutes, names and signature of the Chair and two selected subscribers shall be included.

Chapter 7. Assets and Accounting

(Composition of assets)

Article 40. Assets of the organization shall compose of following;

- (1) Assets described in a list of property at the time of establishment
- (2) Membership fees
- (3) Donation (finance and materials)
- (4) Income arising from assets
- (5) Income arising from work/programme
- (6) Other income

(Management of assets)

Article 41. Assets of the organization shall be managed by the Director of the Board and its method shall be decided at the board meeting and the Director of the Board regulate separately.

(Accounting principles)

Article 42. Accounts of the organization shall be kept according to the principle described in the Law Article 27.

(Work plan and budget)

Article 43. Development and revision of work plan and budget shall be made by the Director of the Board and should be approved at the board meeting.

(Provisional budget)

Article 44. Despite of the previous article, when budget cannot be made in time due to unavoidable reasons, the Director of the Board with the decision of the board meeting can set provisional budget according to the previous year budget and receive and spend until the day of passing the budget

2 Income and expenditure according to the previous section shall be regarded as part of new budget after the budget is passed.

(Contingency)

Article 45. In order to cover budget overrun and/or disbursement not provided in the budget, the organization can set contingency funds.

2 Use of contingency funds shall be decided at the board meeting.

(Increase and revision of budget)

Article 46. Budget can be increased or revised after being passed by a decision of the board meeting when emergency situation occurs.

(Report of programme and closing accounts)

Article 47. Documents such as Report of programme, Statement of income and expenditure, Balance sheet, and List of property shall be prepared by the Director of the Board, checked by controller and passed at a general meeting soon after closing accounting.

2 When there is a surplus, it shall be carried over to the next financial year.

(Financial year)

Article 48. Financial year of the organization starts on 1st April of a year and finishes on 31st March of the next year.

(Ad hoc)

Article 49. Making of a debt loan and/or other new obligation or abandoning of rights which is outside the budget shall be agreed and decided at a board meeting.

Chapter 8. Amendment of Articles of Incorporation, Dissolution and Merger

(Amendment of Articles of Incorporation)

Article 50. Any change in the Articles of Incorporation must be approved by resolution of a general meeting. The resolution must be approved by more than three-fourth of the regular members present at a general meeting. Any amendment of Articles of Incorporation must be approved by the government agency with jurisdiction, excluding amendments involving matters specified in Article 25, section 3 of the Law.

(1) Address of main and sub office (a change of address which does not involve the change of the government agency with jurisdiction in charge)

(2) Assets

(3) Method of announcement

(Dissolution)

Article 51. The organization shall be dissolved for any of the following reasons:

(1) Resolution of a general meeting to that effect;

(2) The impossibility of successful performance of operations relating to the nonprofit activities that are its objectives;

(3) Absence of regular members;

(4) Merger;

(5) Bankruptcy;

(6) Revocation of authentication of establishment by government agency with jurisdiction.

2 When the organization is to be dissolved according to the previous article section 1, it has to be approved by more than two third of regular members.

3 When the organization dissolves for reasons described in previous section No.2, it has to be approved by the government agency.

(Assignment of remaining assets)

Article 52. The assets remaining after a dissolution (except in case of merger and bankruptcy), shall be assigned to the entity which shall be decided in a general meeting among entities listed in the Law article 11, section 3.

(Merger)

Article 53. When the organization is to be merged, it shall be approved by two third of regular members present at a general meeting and also be approved by the government agency with jurisdiction.

Chapter 9. Method of announcement

(Method of announcement)

Article 54. The organization shall announce its establishment in the organization's bulletin and in the government gazette.

Chapter 10. Miscellaneous

(Detailed regulation)

Article 55. Any necessary detailed regulation to enforce the Articles of Incorporation shall be decided at a board meeting and the Director of the Board shall set the regulations.

Supplementary provision

1 This Articles of Incorporation shall enter into force on the date of the establishment of the organization.

2 Following officers shall be appointed for establishment;

Director of the Board: Rajib Kumar Shaw

Deputy Director of the Board: Yuko Nakagawa

Executive Board Member: Manu Gupta, Anshu Sharma, Miki Yoshizumi

Controller: Michiko Nagai

3 Term of office for the above mentioned officers shall be from the establishment date until 31 March 2008 despite the regulation set in article 16 section 1.

4 Workplan and budget at the time of establishment shall be the one approved at the establishment meeting despite the regulation of article 43.

5 Fiscal year of the organization at the time of establishment shall starts from the date of establishment until 31 March 2008 despite the regulation of article 48.

6 Membership fee of the organization shall be the following despite the regulation of article 8.

(1) Annual membership fee: 10,000JPY (annual)