

# Articles of Incorporation of Specified Non-Profit Organization Japan Infrastructure Partners

## Chapter 1 General Rules

### Name

Article 1. This organization shall be called “Tokutei Hieiri Katsudō Hōjin Kokusai Infura Pātonāzu.” The English name shall be expressed as “Specified Non-Profit Organization Japan Infrastructure Partners” and abbreviated to “JIP.”

### Administrative Office

Article 2. This organization shall establish a principal office at Chiyoda-ku, Tokyo-to.

### Objectives

Article 3. This organization aims at the realization of the development of ecological and sustainable society and economy through implementing the projects concerning improvement and management of infrastructure in association with domestic and foreign stakeholders and cooperating to improve and manage lands of developing countries.

### Types of Specified Non-Profit Activities

Article 4. To achieve the objectives set forth in the preceding article, this organization shall carry out the following types of Specified Non-profit Activities.

- (1) Activities for international cooperation
- (2) Activities for revitalization of economic activity
- (3) Activities for safe community
- (4) Activities for the protection of environment
- (5) Activities for disaster relief
- (6) Activities for the promotion of town development
- (7) Activity for the promotion of science and technology development
- (8) Activities for the promotion of tourism
- (9) Administration of organizations that engage in the above activities or provision of liaison, advisory or support related to the above activities

### Types of Operations

Article 5. This organization shall engage in the following operations as undertakings related to specified non-profit activities to achieve the objectives set forth in Article 3.

- (1) Economic and technical cooperation to support developing countries, etc.
- (2) Technology transfer to support developing countries, etc.
- (3) Technology exchange to support developing countries, etc.
- (4) Promotion of communication and relationship to support developing countries, etc.
- (5) Other operations necessary to achieve the objectives of this organization

## Chapter 2 Membership

### Types of Membership

Article 6. Members of this organization shall be of the following 2 types. A full member shall be considered staff in accordance with the Law to Promote Specified Nonprofit Activities hereafter, Law).

- (1) Full Member: An individual that joins in agreement with the objectives of this organization
- (2) Supporting Member: An individual or group that joins in agreement with the objectives of this organization

### Enrollment

Article 7. An individual intending to become a full member shall submit a membership application form separately prescribed by the representative director to him/her.

2. The representative director may not accept an application in accordance with the preceding paragraph when the applicant is deemed to agree with the objectives of this organization and is cooperate with the activities and operations set forth in Article 4 and 5 without justifiable ground.

3. The representative director must notify an individual in accordance with Paragraph 1 when s/he is not admitted to membership in writing of the reason without delay.

### Admission Fee and Membership Fee

Article 8. Members shall pay an admission fee and membership fee prescribed in the detailed regulations.

### Membership Disqualification

Article 9. In any of the following instances, a member shall lose their membership.

- (1) When a member submits a notification of withdrawal
- (2) When an individual either dies or has been declared missing or a group that is a member ceases to exist
- (3) When payment of the membership fee has been in arrears for a continuous period of 2 years or more
- (4) When membership is dismissed

### Withdrawal

Article 10. Members intending to withdraw from this organization may voluntarily withdraw by submitting a notification of withdrawal to the representative director.

### Dismissal

Article 11. If any of the following instances apply to a member, that member may be dismissed based on a decision by the general assembly.

- (1) When laws, these Articles of Incorporation, or membership regulations have been violated
  - (2) When an act has been regarded that dishonors this organization or interferes with the management of this organization or has been committed that violates the objectives of this organization.
2. When a member is dismissed in accordance with the stipulations set forth in the preceding paragraph, s/he must be given the opportunity for defense before the decision.

### Non-refunding of donated money and goods

Article 12. This organization shall not refund membership fees already paid, or other donated money or goods.

2. An individual that has withdrawn or been dismissed in accordance with the stipulations set forth in the two preceding articles shall not have any rights to claim for assets of this organization.

## Chapter 3 Officers

### Types and Numbers

Article 13. This organization shall establish the following officers.

- (1) Directors 6 to 15

(2) Auditors 1 to 2

2. 1 director shall be appointed representative director, and 1 or 2 directors shall be appointed vice representative director.

Selection, etc.

Article 14. Directors and Auditors shall be selected at the general assembly.

2. The representative director and vice representative director shall be selected from among its members.

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

4. Individuals to which any of the paragraphs of Article 20 of the Law apply are ineligible to become an officer of this organization.

5. An auditor may not concurrently serve as a director or staff of this organization.

Duties

Article 15. The representative director shall represent this organization and preside over its operation.

2. The vice-representative director shall assist the representative director and act on his/her behalf in the order predetermined by him/her when s/he is in an accident or unavailable.

3. The directors shall form a board of directors and execute the operations of this organization based on the provisions in these Articles of Incorporation, and decisions made by the general assembly or board of directors.

4. An auditor shall carry out the following duties.

(1) Audit the status of duties executed by the directors

(2) Audit the status of the property owned by this organization

(3) When dishonest behavior related to this organization's operations or property, or material facts that violate laws or these Articles of Incorporation are discovered as a result of the audit conducted in accordance with the stipulations set forth in the preceding 2 items, report such information to the general assembly or the competent authorities

(4) Convene the general assembly when necessary in order to report the information set forth in the preceding item

(5) State opinions on the status of the operations executed by the directors and the status of the property owned by this organization to the directors

Terms, etc.

Article 16. The term for officers shall be 2 years and it shall be renewable.

2. Notwithstanding the stipulations set forth in the preceding paragraph, the term for an officer shall be extended until the time of the conclusion of the first ordinary general meeting after the last day of the term only in the case where the succeeding officer is not appointed.

3. The term for an officer selected as a substitute or to increase the number of officers shall be the remaining term of the predecessor or present officer.

4. Even after an officer resigns or his/her term of service is expired, that officer must carry out his/her duties until the successor assumes office.

Filling a Vacancy

Article 17. When there is a vacancy that exceeds one-third of the designated number of directors or auditors, this vacancy must be filled without delay.

Dismissal

Article 18. When any of the following items apply to an officer, s/he may be dismissed from office based on a decision made by the general assembly.

(1) When the execution of duties is recognized as being a strain due to physical or mental disability

(2) When a violation of obligations while carrying out duties and any other behavior unbecoming of an officer have been recognized

2. When an officer is dismissed in accordance with the stipulations set forth in the preceding paragraph, s/he must be given the opportunity for defense before the decision.

Remuneration, etc.

Article 19. Officers shall be unsalaried, but not more than one-third of the total number of officers that perform their duties on a long-term basis may be salaried.

2. Officers may be reimbursed for costs required to execute their duties.

3. Matters necessary to the payment of officers' remuneration and cost shall be prescribed in the detailed regulations through resolution in the board of directors.

Advisors

Article 20. This organization may have a small number of advisors.

2. Advisors shall be recommended by the board of directors and engaged by the

representative director.

3. Advisors may respond to inquiries by the representative director and state their opinions in board meetings regarding important matters.

## Chapter 4 Meetings

### Types

Article 21. There shall be 2 types of meeting in this organization, general assembly and board meeting.

2. There shall be 2 types of general assembly, ordinary general assembly and extraordinary general assembly.

### Composition of general assembly

Article 22. The general assembly shall be composed of full members.

### Functions of General Assembly

Article 23. The following matters shall be determined at the general assembly

- 1) Amendments to the articles of incorporation
- 2) Dissolution and amalgamation of the organization
- 3) Dismissal of membership
- 4) Approval of operation report and settlement of account
- 5) Election and dismissal of officers
- 6) Ownership of residual assets at the time of dissolution
- 7) Other important matters regarding the management

### Holding a General Assembly

Article 24. An ordinary general assembly shall be held once a year.

2. An extraordinary general assembly shall be held in the following instances.

- (1) When the board of directors deems it necessary and requests a convocation
- (2) When a written request for convocation that states the purpose of the assembly is made by one-fifth or more of full members
- (3) When the auditors call for a convocation based on stipulations set forth in Item 4, Paragraph 4 of Article 15

### Convocation of General Assembly

Article 25. The representative director shall call the convocation, excluding instances prescribed in Item 3, Paragraph 2 of the preceding article.

2. When there is a request based on the stipulations set forth in Item 1 or Item 2, Paragraph 2 of the preceding article, the representative director must convene an extraordinary general assembly within 30 days from that call for a convocation.

3. When a general assembly is called, a written or e-mail notification of convocation must be issued at least 5 days prior to the convocation that states the date and time, venue, purpose and matters for deliberation.

### Presiding Officer of General Assembly

Article 26. A presiding officer for the general assembly shall be selected from the full members in attendance at that general assembly.

### Quorum of General Assembly

Article 27. A general assembly cannot be held unless half or more of full members are in attendance.

### Resolutions of General Assembly

Article 28. Matters to be decided at the general meeting shall be notified in advance in accordance with the stipulations set forth in Paragraph 3 of Article 25.

2. In addition to the matters separately prescribed by these Articles of Incorporation, general assembly proceedings shall be determined by majority of full members in attendance. When there is an equal number of votes, the presiding officer shall decide the issue.

3. In the case where a director or a member has proposed a matter that is the purpose of a general assembly, if all members have shown the common consensus in writing or by electromagnetic means, it shall be deemed that a resolution approving said proposal has been made at the general assembly.

### Voting Rights of General Assembly, etc.

Article 29. Each full member shall have equal voting rights.

2. A full member unable to attend the general assembly due to unavoidable reasons may cast his/her votes in writing or by electromagnetic means or delegate another full member in attendance to vote for him/her by proxy regarding matters notified in advance.

3. A full member who votes in accordance with the stipulations set forth in the previous paragraph shall be regarded as in attendance at the general assembly through application of

the two preceding articles and Paragraph 1 of the following article.

4. A full member who has a specific interest in a general assembly resolution may be excluded in the proceedings for that resolution.

#### Minutes of General Assembly

Article 30. Minutes stating the following matters must be drawn up for general assembly proceedings.

- (1) Date, time, and venue
- (2) Total number of full members and number of persons in attendance (if there are members voting in writing or by electromagnetic means or by proxy, their numbers shall be noted.)
- (3) Matters for deliberation
- (4) Summary of proceedings progress and outcome of resolutions
- (5) Matters related to selection of persons to sign the minutes

2. The minutes must be signed or affixed the names and seals to by the presiding officer and 2 persons selected at the general assembly from members in attendance.

3. Notwithstanding the stipulations set forth in the two preceding paragraphs, in the case where it is deemed that a resolution approving a proposal has been made at a general assembly if all members have shown the common consensus in writing or by electromagnetic means, the minute stating the following matters must be drawn up for general assembly proceedings.

- (1) Content of a matter that is deemed to be approved through resolution in the general assembly
- (2) Name of an individual or group that made a proposal of the above item
- (3) Date when it is deemed that a resolution by a general assembly is made
- (4) Name of an individual that draw up the minute

#### Composition of Board Meeting

Article 31. A board meeting shall be composed of directors.

2. Auditors may attend a board meeting and state their opinions.

#### Functions of Board Meeting

Article 32. In addition to the matters prescribed in these Articles of Incorporation, the board meeting shall determine the following matters.

- (1) Matters to be handled at the general assembly
- (2) Matters related to the execution of issues determined at the general assembly



- (3) Other matters related to the execution of this organization's operations that do not require a general assembly resolution

#### Holding a Board Meeting

Article 33. A board meeting shall be held in the following instances.

- (1) When the representative director deems it necessary
- (2) When a written request stating the purpose of the meeting is made by more than half of the current number of directors

#### Convocation of Board Meeting

Article 34. The representative director shall call for the board meeting.

2. When there is a request based on the stipulations set forth in Item 2 of the preceding article, the representative director must convene a board meeting within 30 days from that call for a convocation.

3. When a board meeting is called, a notification of convocation in writing or by email must be issued to the directors at least 5 days prior to the convocation that states the date and time, venue, purpose and matters for deliberation.

#### Selection of a Presiding Officer

Article 35. The representative director shall serve as the presiding officer for the board meeting.

#### Resolutions of the Board of Directors

Article 36. Matters to be decided at general assembly shall be notified in advance in accordance with the stipulations set forth in Paragraph 3 of Article 34.

2. Board meeting proceedings shall be determined by majority vote of directors. When there is an equal number of votes, the presiding officer shall decide the issue.

#### Voting Rights of Board Meeting, etc.

Article 37. Each director shall have equal voting rights.

2. A director unable to attend a board meeting due to unavoidable reasons may cast a vote in writing regarding the matters notified in advance.

3. A director who votes in accordance with the stipulations set forth in the previous paragraph shall be regarded as in attendance at the board meeting through application of the preceding article and Paragraph 1 of the following article.

4. A director who has a specific interest in a resolution at a board meeting may be excluded

in the proceedings for that resolution.

#### Minutes of Board Meeting

Article 38. Minutes stating the following matters must be drawn up for board meeting proceedings.

- (1) Date, time, and venue
  - (2) Total number of directors, number of persons in attendance, and names of attendees (if there is a director voting in writing, that shall be noted.)
  - (3) Matters for deliberation
  - (4) Summary of proceedings progress and outcome of resolutions
  - (5) Matters related to selection of persons to sign the minutes
2. The minutes must be signed or affixed the names and seals to by the presiding officer and 2 persons selected at the board meeting from members in attendance.

### Chapter 5 Management Organization

Committees and Sub-committees, etc.

Article 39. This organization may establish management organizations such as committees and sub-committees, etc. to facilitate operation of projects through resolution in the board of directors.

2. Matters necessary to the organization and management of committees and sub-committees, etc. shall be prescribed in the detailed regulations through resolution in the board of directors.

### Chapter 6 Assets

Composition

Article 40. The assets owned by this organization shall be composed of the following.

- (1) Assets stated in the inventory of property from the time of establishment
- (2) Admission fees and membership fees
- (3) Donated money and goods
- (4) Income generated from assets
- (5) Income stemming from operations
- (6) Other income

### Category

Article 41. The assets owned by this organization shall pertain to the projects regarding specified non-profit activities.

### Management

Article 42. Assets owned by this organization shall be managed by the representative director. The method of management shall be separately stipulated by the representative director through board meeting resolutions.

## Chapter 7 Accounts

### Accounting Principles

Article 43. Accounts of this organization must be conducted in accordance with the principles set forth in each item of Article 27 of the Law.

### Categories of accounts

Article 44. Accounts of this organization shall pertain to the projects regarding specified non-profit activities.

### Fiscal year

Article 45. Fiscal year of this organization shall annually start on 1st of July and end on 30th of June in the following year.

### Project planning and Budget

Article 46. Project planning and the consequent activities budget for this organization must be drawn up by the representative director prior to the start of each fiscal year and passed by the board of directors.

2. Project planning and the activities budget that are approved by the board of directors in accordance with the stipulations set forth in the preceding paragraph must be reported to the ordinary general assembly held in that fiscal year.

### Provisional budget

Article 47. Notwithstanding the stipulations set forth in the preceding article, in the case where a budget has not been approved due to unavoidable reasons, the representative

director may take control over income and expenditure in accordance with the budget for the previous fiscal year until the day that the budget is approved.

2. The income and expenditure stipulated in the preceding paragraph shall be deemed among the budget that is newly approved.

#### Reserve Fund

Article 48. A reserve fund may be provided among the budget in order to be allocated for excess over budget or extrabudgetary expenditure.

2. When a reserve fund is used, the resolution must be made at a board meeting.

#### Revision of Project Planning and Budget

Article 49. Project planning and budget for this organization may be revised through resolution in the board of directors. Contents of the revision shall be reported to the ordinary general assembly held after the end of that fiscal year.

#### Operations Reports and Settlement of Accounts

Article 50. Documents for this organization related to accounts, such as operations reports, activities accounts, balance sheets and inventory of property, shall be drawn up by the representative director without delay following the conclusion of the fiscal year, and after being audited by the auditors, must be approved at the ordinary general assembly.

2. Settlement surplus, if exists, shall be carried over to the next fiscal year.

#### Contingency Measures

Article 51. In addition to what is prescribed by the budget, in the case of borrowing funds or accepting other new obligations or waiving rights, the passage of a resolution by the board of directors is required.

2. Matters stipulated in the preceding paragraph, such as borrowing funds, accepting other new obligations and waiving rights must be reported to the next ordinary general assembly.

### Chapter 8 Revisions to the Articles of Incorporation, Dissolution and Merger

#### Revisions to the Articles of Incorporation

Article 52. Revisions to these Articles of Incorporation regarding the following matters stipulated in Paragraph 3, Article 25 of the Law require the passage of a resolution by a three-fourths majority of full members in attendance at the general assembly and

certification by competent authorities.

- (1) Purpose
- (2) Name of the organization
- (3) Types of specified non-profit activity and project of that activity
- (4) Location of main office and other offices only when the change of competent authority is required
- (5) Matters regarding acquisition and loss of membership
- (6) Matters regarding officers except for number of officers
- (7) Matters regarding meetings
- (8) Matters regarding projects and types of those projects if other projects are performed
- (9) Matters regarding dissolution
- (10) Matters regarding revision to articles of incorporation

2. When the articles of incorporation are revised, they shall be reported to the competent authorities (except for matters that require approval by the competent authorities according to the items above.)

#### Dissolution

Article 53. This organization shall be dissolved for the following reasons.

- (1) A resolution by the general assembly
- (2) The inability to succeed in operations related to the specified non-profit activities that are this organization's objectives
- (3) An insufficient number of full members
- (4) Merger
- (5) Commencement of bankruptcy proceeding
- (6) Revocation of certification of establishment by competent authorities

2. When this organization is dissolved due to reasons set forth in Item 1 of the preceding paragraph, the dissolution must be sanctioned by a three-fourths majority of full members.

3. When this organization is dissolved due to reasons set forth in Item 2 of Paragraph 1, approval must be obtained from the appropriate authorities.

#### Assignment of Residual Assets

Article 54. Residual assets that exist at the dissolution of this organization except the dissolution due to merger or commencement of bankruptcy proceeding shall be donated to a specified non-profit organization that has similar objectives, following the passage of a resolution in the general assembly by a three-fourths majority of full members.

## Merger

Article 55. When this organization merges with another specified non-profit organization, there must a passage of a resolution in the general assembly by a three-fourths majority of full members and certification from competent authorities.

## Chapter 9 Method of Public Announcements

### Method of Public Announcements

Article 56. Public announcements for this organization shall be posted at the posting area of this organization and written in an official publication. Public notice of the balance sheet prescribed in Paragraph 1 of Article 28-2 of the Law, shall be posted at the posting area of this organization's principal office.

## Chapter 10 Administrative Office

### Establishment of Administrative Office

Article 57. An administrative office shall be established to conduct the affairs of this organization.

2. There shall be head of the administrative office and necessary staff members in the administrative office.

### Appointment and Dismissal of Staff

Article 58. The head of the administrative office and staff shall be appointed and dismissed by the representative director.

### Structure and Operation

Article 59. Matters necessary to the structure and operation of the administrative office shall be separately prescribed by the representative director through resolution in the board of directors.

## Chapter 11 Miscellaneous

## By-laws

Article 60. By-laws necessary to the enforcement of these Articles of Incorporation shall be prescribed by the representative director through resolution in the board of directors.

## Supplementary Provisions

1. These Articles of Incorporation shall be enforced from the day of establishment of this organization.
2. The officers for this organization at establishment shall be prescribed in the appendix.
3. The term of officers for this organization at establishment shall be from the day of establishment until August 31, 2007, notwithstanding the stipulations set forth in Paragraph 1, Article 16.
4. The fiscal year for this organization at establishment shall be from the day of establishment until June 30, 2006, notwithstanding the stipulations set forth in Article 45.
5. Project planning and the income and expenditure budget for the fiscal year for this organization at establishment shall conform to the provisions prescribed by the initial general assembly, notwithstanding the stipulations set forth in Article 461.
6. Admission fee and membership fee for this organization at establishment shall be the following fees, notwithstanding the stipulations set forth in Article 8.
  - (1) Admission Fee for Full Members 0 yen
  - (2) Annual Fee for Full Members 3,000 yen

## Appendix

### The officers at establishment

Representative Director	Hideki Aramaki
Vice Representative Directors	Akira Komuro Youichi Takeuchi
Directors	Hajime Asakura Saburou Kawamura Eiichi Sazawa Shinichi Nomoto Kiyosato Yamana

Auditors

Kiyoshi Sato

Norio Murakami

7. Partially revised on April 10, 2009
8. Partially revised on December 8, 2011
9. Partially revised on November 15, 2013
10. Partially revised on March 10, 2015
11. Partially revised on August 28, 2018

I affirm the above to be true and correct of the original article of incorporation.

July 16, 2019

Representative director Tadahiko Nakao