

The Articles of Koeki Shadan Houjin Nihon WHO Kyokai (Friends of WHO Japan)

Approved for the revision at the regular meeting of members on June 15, 2022.

NOTE: The original version of the articles is in Japanese, and this English translation is for informative purpose only.

CHAPTER 1 NAME AND OFFICE

Article 1 (Name)

The name of the juridical person shall be Koeki Shadan Houjin Nihon WHO Kyokai (expressed in English as "Friends of WHO Japan").

Article 2 (Office)

The principal office of the juridical person shall be located in Osaka City, Osaka, Japan.

2. Branch offices may be placed where it is needed according to a resolution of the board of directors.

CHAPTER 2 OBJECTIVE AND BUSINESS

Article 3 (Objective)

The objective of the juridical person shall be to disseminate the spirit of the World Health Organization Charter, cooperate in achieving the objectives of WHO's business and contribute to improving the health of the people of Japan and overseas countries.

Article 4 (Business)

The juridical person shall carry out the following projects in order to achieve the purposes of the preceding article.

- (1) Enlightenment business such as holding seminars on health to spread the spirit of the WHO Charter, publishing bulletin, public relations, etc.
- (2) Research business such as entrusted/entrusting of research on health and research projects such as proposals based on research results.
- (3) Collaborative business such as contact, coordination, and cooperation with companies, organizations, and individuals engaged in social contribution activities related to health at domestic and overseas.
- (4) Support business such as fund-raising activities, contribution of fund-raising profits, and activity cooperation to contribute to the achievement of WHO's business objectives
- (5) Human resource development business such as human resource development and assistance that leads to improvement of health in Japan and overseas
- (6) Other business necessary to achieve the purpose of this association

2. The business set forth in the preceding paragraph shall be conducted in Japan and abroad.

CHAPTER 3 MEMBERS

Article 5 (Constituent Members of the Juridical Person)

The members of Juridical Person are those who agree with the purpose of the juridical person and cooperate with the business of the juridical person.

Article 6 (Type of member)

- (1) The members of this juridical person shall include the following three types, and regular members shall be ㊦ members stipulated in Act on General Incorporated Associations and General Incorporated Foundations.
- (2) Regular Members: Individuals who have enrolled agreeing with the objective of the juridical person.
- (3) Supporting members: Individuals or groups who have joined to support the purpose and business of the juridical person
- (4) Honorary Members: Those who have made distinguished contributions to the juridical Person or those with academic experience, etc.

(5) Article 7 (Admission)

Any person who wishes to enroll as regular members or honorary members shall apply and obtain their approval pursuant to the provisions of the board.

Article 8 (Membership fee)

Regular members shall pay the membership fee specified separately at the general meeting of members.

2. Supporting members shall pay the supporting membership fee specified separately by the board.
3. Honorary members are not required to pay the membership fee.
4. The paid membership fee will not be refunded for any reason.

Article 9 (Voluntary Withdrawal from Membership)

Members may withdraw from membership voluntarily at any time by submitting the withdrawal notice separately stipulated by the Board.

Article 10 (Forfeiture of Status as a Member)

In case that a member comes to fall under any one of the following cases, he or she shall forfeit his or her status as a member.

- (1) Withdrawal from membership
- (2) Commencement of guardianship or order for commencement of curatorship
- (3) The Member has died or has been the subject of a court decision declaring a missing person to be legally
- (4) The juridical person has been dissolved
- (5) The Member has not paid the annual dues for one year or more.
- (6) Expulsion

Article 11 (Expulsion)

Where a member comes to fall under any one of the following cases, regular membership may be removed by a resolution of the general meeting of members, and supporting membership and honorary membership may be removed by a resolution of the board of directors. In this case, the Member shall be given the opportunity to give an explanation prior to the resolution.

- (1) The member has violated the articles of incorporation or regulations of the juridical person.
- (2) The member has damaged the reputation of the juridical person or has committed an act contrary to its objective.
- (3) Other justifiable reason for expulsion of the member is applicable for.

CHAPTER 4 GENERAL MEETINGS OF MEMBERS

Article 12 (Meeting type)

There are two types of general meetings of members of the juridical person: regular general meetings of members

and extraordinary general meetings of members.

Article 13 (Members)

A general meeting of members shall be composed of all of regular members.

Article 14 (Authority)

A general meeting of members shall pass resolutions on the following matters.

- (1) the amounts of the annual dues of Regular Members
- (2) Expulsion of a Regular Member
- (3) The appointment or dismissal of Directors and Auditors
- (4) The remuneration of Directors and Auditors
- (5) Approval of financial statements for each fiscal year
- (6) Approval of the business report for each fiscal year
- (7) Disposal of necessary property
- (8) Amendment of the articles
- (9) Dissolution of the juridical person and disposal of residual assets
- (10) Matters submitted to the general meeting of members at the board of directors
- (11) Other matters set forth under laws and regulations or the articles of the juridical person to be approved at a general meeting of members

Article 15 (Holding of General Meeting)

The general meeting of members is held once a year as a regular general meeting of members.

2. Extraordinary meeting shall be held if any of the following occurs.

- (1) A resolution has been passed to hold a meeting by the Board of Directors
- (2) Regular members who holds one-five or more of the voting rights of all of the regular members request Representative Directors to convene a meeting, clarifying the purpose of the general meeting of the members and the reason for the convocation

Article 16 (Convocation)

A general meeting of members shall be convened by President pursuant to a resolution of the Board of Directors unless otherwise specified in laws and regulations.

2. To convene a general meeting, a notice including date, time, place and subjects on the agenda shall be given to the members at least one weeks prior to the said meeting.

Article 17 (Chair)

President shall serve as the chair of the general meeting of members.

Article 18 (Voting Rights)

The number of voting rights at the general meeting of members shall be one per regular Member.

Article 19 (Resolutions)

Resolutions of the general meeting of members shall be passed with a majority vote of the attending regular members at a meeting where at least one-half of the regular members are present.

2. Notwithstanding the provisions of the preceding paragraph, the following resolutions shall be made with a two-thirds majority vote of the regular members at a meeting where at least one-half of the regular members are present.

- (1) Expulsion of a Regular member
- (2) Dismissal of a Auditor

- (3) Changes to the articles of the juridical person
- (4) Dissolution or disposition of residual assets
- (5) Other matters stipulated in laws /regulations

Article 20 (Proxy Voting and Written Resolutions)

Regular members who are unable to attend the meeting may exercise his or her voting rights by a power of attorney with the regular members attending the meeting as agent.

2. A person who exercises voting rights pursuant to the preceding paragraph shall be deemed to have attended.

Article 21 (Exercise of voting rights in writing)

Regular members who cannot attend the meeting due to unavoidable reasons may vote in writing only on matters notified in advance.

2. A member who exercises voting rights pursuant to the preceding paragraph shall be deemed to have attended.

Article 22 (Minutes)

Minutes of the proceedings of the general meeting of members shall be prepared as required by law.

2. The Chairman and the Directors who attended shall sign and seal the minutes set forth in the preceding paragraph.

CHAPTER 5 OFFICERS

Article 23 (Establishment of Officers)

This juridical person shall have the following officers.

- (1) Directors: Between 10 and 20 Directors
- (2) Auditors: No more than Three Auditors
2. Of the Directors one shall be appointed President and there shall be no more than three Vice Presidents.
3. The President and Vice Presidents provided for in the preceding paragraph shall be the Representative Directors in terms of the General Incorporated Associations/Foundations Act.

Article 24 (Appointment of Officers)

Directors and Auditors shall be appointed at a general meeting of members. Directors and Auditors cannot concurrently hold each other.

2. President, Vice Presidents and Executive Directors shall be appointed from among the Directors at a meeting of the Board of Directors.
3. With respect to each director, the total number of said director and his or her spouse or relatives within the third degree of kinship (including persons having special relationships specified by Cabinet Order with said director as those standing in a position similar to these persons) who are directors does not exceed one third of the total number of directors.
4. The total number of directors who are directors or employees of other identical organizations and other persons as those who stand in a similar position and have mutually close relationships with them does not exceed one third of the total number of directors.

Article 25 (Duties and Authority of the Directors)

Directors shall constitute the Board of Directors, and they shall fulfill their duties in accordance with the laws/ regulations and the articles of the juridical person.

2. President shall represent the juridical person and shall perform its business in accordance with the laws /

regulations and the articles of the juridical person.

3. Vice Presidents shall represent the juridical person and assist President in accordance with the laws /regulations and the articles of the juridical person.

If the President is unable to act, Vice President shall act in his or her place in accordance with the order determined in advanced by a resolution of the board of directors.

4. The authority of the Executive Directors is subject to the regulations as separately provided by the Board of Directors.

5. President, Vice Presidents and Executive Directors shall report the progress status of their duties to the Board of Directors that shall be made not less than twice in intervals exceeding four months of each business year.

Article 26 (Duties and Authority of the Auditors)

Auditors shall audit the performance of duties of Directors and the status of the business and property of the juridical person, and shall prepare an audit report pursuant to the provisions of laws and regulations.

2. Auditors may request Directors and employees to provide a report on the business at any time, and may investigate the status of the business and property of the juridical person.

Article 27 (Term of Office of the Officers)

The term of office of a director shall be until the end of the final annual general meeting of members in a business year that ends within two years after his/her election, however, that this shall not preclude their reappointment.

2. The term of office of a Director or Auditor who has been appointed to fill a vacancy, shall be the remaining term of his or her predecessor.

3. Officers shall have the rights and obligations as an officer until a newly appointed person has taken office, even after leaving due to the expiration of their term of office or resigning, if the number of officers is insufficient to maintain the quorum provided for in Article 23.

Article 28 (Dismissal of Officers)

Directors and auditors may be dismissed by a resolution of the general meeting of members.

Article 29 (Remuneration, etc.)

Officers shall not be paid remuneration; provided, however, that with regard to standing officers, an amount calculated pursuant to the standards for payment of remuneration, etc. separately determined at a general meeting of members may be paid as remuneration, etc.

Article 30 (Supreme Advisor and Advisor)

The juridical person may have up to 5 supreme advisors and up to 5 advisors. The Supreme Advisor and Advisors shall be appointed by the President after a resolution of the Board of Directors, and can comment their opinions on important matters such as the management policy in response to the request of the President.

Article 31 (Counselor and Temporary employee)

The president may commission a counselor or temporary employee when necessary for business execution.

2. Counselor or temporary employee engages in work on specific business executions at the direction of the Chairman. In addition to, counselor can listen to the Board of Directors and provide reference opinions on Business Execution by appointment of the Chairman.

CHAPTER 6 BOARD OF DIRECTORS

Article 32 (Organization)

The juridical person shall have the Board of Directors.

2. The Board of Directors shall be composed of all of the Directors.

Article 33 (Duties and Authority)

The Board of Directors shall perform the following duties in addition to those separately prescribed in these articles.

- (1) Determining the date and time and place of the general meeting of members and matters that are the purpose of the meeting.
- (2) Establishing, changing or abolishing regulations.
- (3) In addition to the matters prescribed in each of the preceding items, making decisions on the execution of business of the juridical person.
- (4) Supervising the execution of the duties of Directors.

Appointing and removing President, Vice president and Executive Directors.

Article 34 (Convocation)

President shall convene a meeting of Board of Directors.

2. When convening a meeting of Board of Directors, each officer shall be notified at least one week prior to the date of the meeting, in writing, specifying the date and time of the meeting, the place and the purpose of the meeting.

Article 35 (Chair)

President shall act as the chair of the Board of Directors.

Article 36 (Resolution)

The resolutions of the Board of Directors shall be made by the majority vote of the directors where at least one-half of the Directors are present, excluding Directors who have special interests in the resolution.

2. Notwithstanding the provisions of the preceding paragraph, if the requirements of Article 96 of the General Incorporated Associations/Foundations Act are met, it is deemed that a resolution of the board of directors has been passed.

3. The voting rights of the members of the board of directors shall be one for each director.

Article 37 (Minutes)

Minutes of the proceedings of the Board of Directors shall be prepared pursuant to the provisions of laws and regulations.

2. The President, Vice Presidents and Auditors who attended the board meeting shall affix the names and seals to the minutes.

CHAPTER 7 Standing Board of Executive Directors

Article 38 (Standing Board of Executive Directors)

This juridical person shall have the standing board of directors consisting of president, vice-presidents, executive directors and secretary-general.

2. Board of Executive Directors shall perform the following duties in the scope of not restricting the authority of the Board of Directors.

(1) The Board of Executive Directors prepares issues to be discussed by the Board of Directors, and decides on issues referred by the Board of Directors or President and issues necessary for executing business.

3. The Board of Executive Directors shall meet at any time and shall be convened by the President.

CHAPTER 8 SECRETARIAT

Article 39 (Secretariat)

The Secretariat shall be established to manage the administrative works of the juridical person.

2. Matters necessary for the organization and operations of the Secretariat shall be determined separately by a resolution of the Board of Directors.

3. Appointment and dismissal of Secretary General shall be implemented by the President upon a resolution by the meeting of the Board of Directors.

CHAPTER 9 COMMITTEE

Article 40 (Selection committee)

The selection committee will be set up in the juridical person to select those who are eligible for the subsidy of Article 4, item 2, the support of item 4, and the support of item 5.

Article 41 (Setting up committee)

To ensure the smooth execution of business, by a resolution of the board of directors, various standing or non-standing committees may be established in addition to the selection committee prescribed in the preceding article.

Article 42 (Appointment of committee members)

The members of the committees are appointed by the board of directors from among regular members and academic experts.

Article 43 (Preparation of proposal report)

The committee conducts research and deliberation according to the purpose of its establishment, and prepares a proposal report to the board of directors.

Article 44 (Management of the committee)

The matters necessary for the duties, organization and operations of a committee shall be determined separately according to a resolution of the Board of Directors.

CHAPTER 10 ASSETS AND ACCOUNTING

Article 45 (Business Year)

The business year of the juridical person shall commence on April 1 of each year and shall end on March 31 of the following year.

Article 46 (Business Plan and Budget)

The business plan and budget for the juridical person shall be prepared by President by the day before the day of commencement of each business year, and they shall be approved by the Board of Directors. The same shall apply when making changes to the business plan and budget.

2. The documents set forth in the preceding paragraph shall be kept in the main office until the end of the relevant business year and made available for public reading.

Article 47 (Business Report and Financial Statements)

President shall prepare the following documents at the end of each business year for the business report and financial statements of this juridical person, which shall be audited by Auditors, and approval should be followed by the Board of Directors.

No.1 Business report.

No.2 Detailed statement of the business report.

No.3 Balance sheet.

No.4 Profit and loss statement (Statement of changes in net assets).

No.5 Detailed statements of the balance sheet and the statement of changes in net assets.

No.6 Inventory of assets.

2. Of the documents approved in the preceding paragraph, the documents No. 1, No. 3, No. 4, and No. 6 shall be submitted to the regular General Meeting of Members, and the contents of the document No.1 shall be reported to the meeting. Other documents shall be approved.

3. In addition to the documents in paragraph 1, the following documents shall be kept in the main office for 5 years for public reading, and the articles of the juridical person and the list of regular members shall be kept in the main office for public reading as well.

(1) Audit reports.

(2) List of directors and auditors

(3) Documents describing the criteria for payment of remuneration, etc. for directors and auditors

(4) Outline of the management organization and the state of business activities, and documents describing the important figures applicable.

Article 48 (Fund)

The juridical person can recruit people to underwrite the fund.

2. The contributed fund will not be returned until the date agreed with the fund contributor.

3. Regarding the procedure for returning the fund, the total amount of the fund to be returned shall be subject to the resolution of the regular employee general meeting.

The place and method of returning the fund and other necessary matters shall be separately determined by the board of directors.

Article 49 (Calculation of the remaining amount of the public interest purposes acquired property set forth)

Based on the provisions of Article 48 of “Ordinance for Enforcement of the Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations”, President shall calculate the remaining amount of property acquired for charitable purposes on the last day of each business year, and calculate the balance of property acquired for charitable purposes, according to the Paragraph 3 of the preceding Article. It shall be stated in the document of No. 4.

CHAPTER 11 Amendment of the Articles and Dissolution

Article 50 (Amendment of the Articles)

The articles of the juridical person may be amended by the resolution of the general meeting of members.

Article 51 (Dissolution)

The juridical person shall be dissolved by a resolution of a general meeting of members, or through some other reason regulated by laws / regulations.

Article 52

If this juridical person receives a disposition for revocation of public interest certification, or if the corporation disappears due to merger (except the case where the corporation that succeeds its rights and obligations is a public interest corporation), through a resolution of the general meeting of members within one month from the date of revocation of the public interest certification or the date of the merger, the asset equivalent to the remaining amount of property acquired for charitable purposes shall be donated to the public interest corporation provided for in item (xvii) of Article 5 of the Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations (“Authorization Act”), or to the national government or a local government .

Article 53 (Disposal of Residual Assets)

The residual assets of the juridical person in the case of liquidation of the juridical person shall be donated to the public interest corporation provided for in item (xvii) of Article 5 of the Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations (“Authorization Act”), or to the national government or a local government through the resolution of the general meeting of members.

Chapter 12 METHOD OF PUBLIC NOTICE

Article 54(Method of Public Notice)

The public notice of the juridical person shall be posted in a publicly visible place in the principal office.

Chapter 13 Miscellaneous Rules

Article 55 (Regular Members List)

The juridical person must always keep the regular members list and revise it whenever applicable.

Article 56 (Miscellaneous Rules)

In addition to the matters provided for in these articles of the juridical person, the matters necessary for the operation of the juridical person shall be determined separately by a resolution of the Board of Directors.