

Articles of Incorporation

Specified Nonprofit Corporation: Mirai e Tsunagu Kodomo Robot & AI Classroom

(English name: The Funstitute for Artificial Intelligence and Robotics – FAIR)

Chapter 1: General Provisions

Article 1 (Name)

The name of this corporation shall be Tokutei Hieiri Katsudō Hōjin Mirai e Tsunagu Kodomo Robot & AI Kyōshitsu.

The English name shall be The Funstitute for Artificial Intelligence and Robotics (FAIR).

Article 2 (Office)

The principal office shall be located at:

[REDACTED], Nakagyō-ku, Kyoto-shi, Kyoto 604-8065

Article 3 (Purpose)

This corporation, by providing education in robotics, programming, and the practical use of modern artificial intelligence to socioeconomically disadvantaged children, aims to expand their skill set, creativity, and future possibilities, and thereby contribute to preparing Japan's future workforce for key technologies and fostering a society with more equitable opportunities.

Article 4 (Types of Specified Nonprofit Activities)

To achieve the objectives set forth in the preceding article, the corporation shall engage in the following activities under the NPO Act's designated fields:

- Activities that promote academics, culture, arts, or sports
- Activities that foster the sound development of children
- Support activities for other nonprofit organizations engaged in the above

Article 5 (Activities)

To achieve its purpose, the corporation shall conduct the following:

- Planning and holding of robotics, programming, and AI-related workshops and events for children
- Development and distribution of educational materials
- Collaborative educational projects with other organizations, companies, or schools
- Any other activities necessary to achieve the stated purpose

Chapter 2: Members

Article 6 (Types of Members)

The corporation shall have the following four types of members:

- **Founding Members:** Individuals or organizations who contributed to the establishment of this corporation and support its purpose, having voting rights at the General Meeting, with no membership fee.
- **Supporting Members:** Individuals or organizations who support the corporation's purpose and activities, without voting rights.
- **Standard Members:** Individuals or organizations who support the corporation's purpose and have access to educational materials, without voting rights.
- **Active Members:** Individuals or organizations who support the corporation's purpose and actively participate in activities, having voting rights at the General Meeting and rights to access educational materials and participate in development.

Article 7 (Admission)

1. Any individual or entity wishing to join as a regular member or a supporting member shall apply to the Representative Director using the membership application form separately prescribed by the Representative Director.
2. In the case of an applicant for regular membership, the Representative Director must approve the admission if it is recognized that the applicant supports the purposes of this NPO and intends to participate in its activities, unless there is a justifiable reason not to do so. In the case of an applicant for supporting membership, the Representative Director shall approve the admission if it is recognized that the applicant supports the purposes of this NPO and intends to support its projects.
3. If the Representative Director does not approve admission pursuant to the provisions of Paragraph 2, he/she must promptly notify the applicant to that effect in writing, along with the reason(s).

Article 8 (Membership Fees)

1. Annual membership fees shall be as follows:
 - **Founding Members:** Free
 - **Supporting Members:** ¥3,000 per year
 - **Standard Members:** ¥8,000 per year
 - **Active Members:** ¥15,000 per year
2. The timing, method of payment, and other necessary matters concerning membership fees shall be separately determined by the Board of Directors.
3. Paid membership fees shall not be refunded, except when the Board of Directors recognizes special circumstances.

Article 9 (Withdrawal)

Members may withdraw from the corporation at any time.

Article 10 (Expulsion)

Members may be expelled by a resolution of the General Meeting if they damage the reputation of the corporation or act against its purpose.

Article 11 (Member Rights)

1. Founding Members and Active Members shall have voting rights at the General Meeting.

2. Standard Members and Active Members shall have access rights to educational materials and resources developed or provided by this corporation.
3. Active Members shall have, in addition to the rights stated in the preceding paragraph, the right to participate in educational material development and pull request rights to GitHub repositories.
4. Specific rights and obligations of each member category shall be separately determined by the Board of Directors.

Chapter 3: Officers

Article 12 (Types and Number of Officers)

The corporation shall appoint the following officers:

- Three or more Directors
- One Auditor

Article 13 (Election of Officers)

Officers shall be elected at the General Meeting.

Article 14 (Duties of Officers)

1. The Representative Director shall represent this NPO and oversee its operations.
2. Directors shall constitute the board of directors and execute the operations of this NPO based on the provisions of these articles of incorporation and resolutions of the board of directors.
3. Auditors shall perform the following duties:
 - (1) To audit the status of the directors' execution of operations.
 - (2) To audit the status of this NPO's assets.
 - (3) If, as a result of the audits prescribed in the preceding two items, any misconduct or material fact in violation of laws, regulations, or the articles of incorporation is discovered concerning the operations or assets of this NPO, to report such findings to the general meeting or the competent authority.
 - (4) To convene a general meeting when deemed necessary for the purpose of reporting as prescribed in the preceding item.
 - (5) To state opinions to the directors regarding the status of the execution of operations or the status of this NPO's assets.

Article 15 (Term of Office)

Officers shall serve a term of two years and may be reappointed.

Article 16 (Supplementing Vacancies)

If the number of Directors or Auditors falls below two-thirds of their fixed number [as stipulated in these Articles], such vacancies must be filled without delay.

Article 17 (Remuneration, etc., for Officers)

1. Officers, up to a limit of one-third of the total number of officers, may receive remuneration.
2. Officers may be reimbursed for expenses incurred in performing their duties.

3. Necessary matters concerning the preceding two paragraphs shall be determined separately by the Representative Director following a resolution of the general meeting.

Chapter 4: General Meeting

Article 18 (Composition)

The General Meeting shall be composed of Founding Members and Active Members.

Article 19 (Authority)

The General Meeting shall resolve the following matters:

- Amendments to the Articles of Incorporation
- Activity plans and budgets, and changes thereto
- Activity reports and financial statements
- Election, dismissal, duties and remuneration of officers
- Expulsion of members
- Dissolution of the corporation
- Other important matters relating to operation

Article 20 (Convening)

The General Meeting shall be held at least once per year or as necessary.

Article 21 (Quorum)

A general meeting shall not be opened unless at least half (1/2) of all Founding Members and Active Members combined are present. Members participating by written or electromagnetic means, or by proxy, shall be counted as present for the purpose of determining quorum, provided they are Founding Members or Active Members.

Article 22 (Decision-making)

Resolutions shall be adopted by a majority of the votes of Full Members in attendance.

Article 23 (Written or Electronic Voting)

1. The General Meeting may be conducted via written or electromagnetic means, such as LINE, Facebook Messenger, WhatsApp, email etc
2. For general meetings conducted by electronic means, a regular member shall be deemed 'present' if they have exercised their vote (including voting for, against, or abstaining) by the specified deadline, or have otherwise formally registered their attendance through a prescribed method. Regular members who do not respond or vote by the deadline shall be considered 'absent' from that specific general meeting.

Chapter 5: Assets and Accounting

Article 24 (Fiscal Year)

The fiscal year shall begin on April 1 and end on March 31 of the following year.

Article 25 (Reports)

At the end of each fiscal year, the corporation shall prepare an activity report, income and expenditure statement, balance sheet, and inventory of assets. These must be audited by the Auditor and approved by the General Meeting.

Chapter 6: Amendments and Dissolution

Article 26 (Amendments to the Articles of Incorporation)

Amendments to these articles of incorporation shall require a resolution passed by at least a three-fourths (3/4) majority of the regular members present at a general meeting attended by at least half (1/2) of all regular members. However, in the case of amending matters prescribed in Article 25, Paragraph 3 of the Act on Promotion of Specified Non-profit Activities, certification from the competent authority must be obtained.

Article 27 (Dissolution)

The corporation may be dissolved by resolution of the General Meeting.

Chapter 7: Amendments to the Articles of Incorporation, Dissolution and Mergers

Article 28 (Attribution of Residual Assets)

In the event of the dissolution of this NPO (excluding dissolution due to merger or a decision to commence bankruptcy proceedings), any residual assets shall be transferred to Kyoto City from among those listed in Article 11, Paragraph 3 of the Act on Promotion of Specified Non-profit Activities.

Chapter 8: Method of Public Notice

Article 29 (Method of Public Notice)

1. Public notices of this NPO shall be made by posting them on this NPO's homepage.
2. The public notice of the balance sheet as prescribed in Article 28-2, Paragraph 1 of the Act shall also be made by the method prescribed in the preceding paragraph.
3. If, due to unavoidable circumstances, public notice via the homepage as stipulated in the preceding paragraph is not possible, public notices shall be made by publication in the Official Gazette.

Supplementary Provision

1. These articles of incorporation shall come into effect on the date of the establishment of this NPO.
2. The initial officers at the time of the establishment of this NPO shall be as follows:
 - **Representative Director:** Travis Moore
 - **Director:** Mark Daniel Kleijnstra
 - **Director:** Emi Fukino
 - **Auditor:** Megumi Fukino
3. Notwithstanding the provisions of Article 14, the term of office for the initial officers of this NPO shall be from the date of establishment of this NPO until [May 1, 2027].

4. Notwithstanding the provisions of Article 16, the initial business plan and activity budget of this NPO shall be as determined by the inaugural general meeting.
5. Notwithstanding the provisions of Article 21, the initial fiscal year of this NPO shall be from the date of establishment of this NPO until March 31, 2026. (Assuming establishment in 2025. The first fiscal year ends on the next March 31st.)