



*The Yokohama Country and Athletic Club
Koeki Shadan Hojin*

By-Laws

CHAPTER 1: PRELIMINARY

Article 1-1 Authority

These By-Laws are subordinate to the Articles of Association (AoA) of "The Yokohama Country & Athletic Club Koeki Shadan Hojin" (hereinafter referred to as "the YC&AC").

These By-Laws shall also be used in conjunction with the Membership Regulations and the Regulations Concerning Fees.

Article 1-2 Amendments to the By-Laws

Amendments to the By-Laws, once approved by the Board of Directors of the YC&AC (hereinafter referred to as "BOD"), shall take effect 21 days after posting on the YC&AC's Notice Board. In addition other media of notification to Members may be used.

Amendments shall also be included in the next subsequent General Members Meeting (GMM) notification to allow for member comments at the GMM.

CHAPTER 2: USE OF FACILITIES

Article 2-1 Hours of Operation

The registered office and facilities of the YC&AC shall be open at such hours as agreed to by the BOD. The YC&AC's facilities shall be available to Members and authorized persons only during these hours. Usage restrictions on individual areas shall also apply.

Article 2-2 Liability

Members, their families, Visitors, Guests and public shall use the YC&AC and its facilities entirely at their own risk. The YC&AC will not accept any liability for personal injuries, loss of life, or theft of or damage to personal property.

Article 2-3 Spouses/Children of Members

Children (under the age of 20) whose parents are both Members, shall have the privilege of using the facilities of the YC&AC. Such children shall be registered beforehand.

Spouses and children of Single Members should be registered as Visitors or Guests.

A Single Member who is a single parent may petition the BOD for his/her children to have the privilege of using the facilities of the YC&AC.

Article 2-4 Visiting Family of Members

- a) Visiting family of Members temporarily visiting the Kanto district meeting the following criteria may apply to use the facilities of the YC&AC as a Visitor.

- i) Children of Members aged 20 and above may register as Visitors up to three times in each calendar year, and up to a cumulative maximum of six months in that year, if they satisfy the YC&AC that they are registered in full-time education at a qualified institution outside Japan.
- ii) Other immediate family of Members (spouses, children aged 20 and over not in full-time education, siblings, parents, grandparents, grandchildren) resident outside Japan may register as Visitors for the period of stay in Japan, up to two times in each calendar year, up to a maximum of three months in that year subject to payment of a Visitor's fee.
- iii) Friends and other family of Members not specifically covered in this Article 2.4 may be registered as Guests.
- b) Visitors must be registered and sponsored by a Member.
- c) The sponsor of a Visitor shall be liable for all amounts which may be due from the Visitor to the YC&AC.
- d) Visitors may be accorded credit and signing privileges at the discretion of the YC&AC upon payment of a deposit.
- e) The YC&AC may at any time withdraw privileges accorded to a Visitor.

Article 2-5 Guests

- a) Guests of Members may use the food and beverage outlets of the YC&AC or attend functions at the YC&AC and need not be registered.
- b) An adult or child Guest of a Member wishing to use any non-food and beverage facility of the YC&AC will need to be introduced by a Member and the Member shall sign-in such guest in the Guest Book. Such Guest if residing in the Kanto district may be introduced to the YC&AC only one day at a time and not more than twice in the same calendar month.
- c) A Guest not residing in the Kanto district may apply to use the YC&AC for a period of up to 90 consecutive days.
- d) Students from overseas aged 18 through 25 registered in full-time education at a qualified institution, whose parents are not residing in the Kanto district, may apply as Student Guests and use the facilities of the YC&AC for a period of up to 6 consecutive months.
- e) Guest fees shall be payable.
- f) The YC&AC reserves the right to reject the introduction of any particular Guest or may at any time withdraw any privileges accorded to a Guest.

Article 2-6 Public/Visiting Teams/Functions/Lessons

Members of the public may use the food and beverage outlets of the YC&AC and need not be registered.

Persons who are participating in duly registered games, functions, lessons or coaching sessions at the YC&AC may use only the corresponding facility at the YC&AC.

Article 2-7 Usage by members of Reciprocal Clubs

- a) Members of Overseas Reciprocal Clubs may use the facilities of the YC&AC for a period of up to 30 days a visit.
- b) The number of visits during the year is unlimited as long as the Overseas Reciprocal Club member is deemed to be a bona fide visitor and not a resident or quasi-resident of Japan.
- c) Overseas Reciprocal Club members shall present a current membership card and valid introductory letter upon arrival at the YC&AC and shall register at the YC&AC Office by completing the Reciprocal Club Member Register.
- d) Special reciprocal usage agreements may be made with other clubs or organisations in Japan allowing for use throughout the year.
- e) Members of Reciprocal Clubs in Japan shall be accorded signing privileges, and those of overseas Reciprocal Clubs shall prepay or may be accorded credit and signing privileges at the discretion of the YC&AC upon payment of a deposit.

Article 2-8 Usage by Non-member Players of YC&AC First Teams

The BOD may authorize YC&AC first teams to allow non-Members to play in these teams on YC&AC premises without payment of Guest Fees or being restricted to the number of days of usage of the YC&AC as per Article 2.5(b). Such non-Member team players will only be allowed to use the facilities of the YC&AC on the day of their game and on practice days.

CHAPTER 3: CANDIDATES/ELECTION FOR MEMBERSHIP

Article 3.1 Pursuant to Article 6 of the AoA, membership application procedures are set out below.

- a) A person wishing to become a member shall become an Applicant for Membership upon acceptance of an Application for Membership by the YC&AC Office.
- b) An Applicant for Membership shall become a Candidate for Membership upon submission of the Application.
- c) An Applicant for Full Membership must confirm that he/she has read, understands and agrees to the Objectives and Activities of the YC&AC and the member conduct article in the By-Laws.
- d) An Applicant for Associate Membership must confirm that he/she has read, understands and agrees to the Activities of the YC&AC and the member conduct article in the By-Laws.
- e) A Candidate may use the facilities of the YC&AC upon payment of the Deposit, Acceptance, and Monthly Subscription Fees. A Temporary Membership Card shall be issued.
- f) A Director of the YC&AC should have met/interviewed the Candidate and make a recommendation or otherwise to the BOD.
- g) Application forms shall be presented to the BOD, and will be approved or rejected. If an Application is rejected, then all membership fees and deposits shall be reimbursed to the Candidate, but there will be no reimbursement for any usage of services or food and beverage.
- h) New Members' Meeting shall be held once every 4 months or when there is a backlog of 50 Candidates, whichever occurs earlier. The Candidates who attend New Membership Meetings shall receive Membership Cards and sign the YC&AC Membership Register. Candidates who are unable to attend two consecutive New Members Meeting will be contacted by the YC&AC to sign the Membership Register and receive Membership Cards.

Article 3-2 Proposers & Seconders

- a) A Candidate for Membership shall be proposed and seconded by Full Members of at least one year's standing.
- b) The Management may introduce a proposer and a seconder if necessary but such proposer and seconder must have met the Candidate.
- c) The proposer and/or seconder shall be present with the Candidate at the New Members' Meeting.

CHAPTER 4: OFFICERS, STAFF, COMMITTEES & CAPTAINS

Article 4-1 Officers

Nominations for Officers shall be made on a nomination form prescribed for that purpose and submitted to the Honorary Secretary at least 28 days prior to the GMM. Nominations shall be posted on the YC&AC's Notice Board, and mailed to Full Members, together with the notice of the Meeting.

Pursuant to Article 20.2 of the AoA, the Executive Officers of the YC&AC shall be elected by the BOD and shall include the functions of President, Vice-President, Treasurer and Secretary. The BOD may elect further Executive Officers and mandate their functions. The Executive Officers shall be elected for a term of 1 year or until the end of the Director's term, whichever is earlier.

Article 4-2 Staff

Pursuant to Article 41 and 42 of the AoA, the General Manager shall be employed and mandated to manage the operations of the YC&AC and to engage, manage and discharge staff members.

The General Manager shall report to the President.

It is recognized that staff members may be required to liaise with directors, committees and members in the execution of their duties.

Article 4-3 Committees

The President may establish committees in accordance to Article 31 of the AoA. Committees shall act in an advisory capacity to the BOD or management.

The BOD shall approve the committee charter and also approve any amendments thereof. Committees may be dissolved by BOD resolution.

Committee charters will state whether these are once-off temporary committees for fulfilling a specified project or a permanent committee. Notwithstanding the above, a permanent committee will be automatically dissolved if it has not met for more than 13 months.

Committees may be asked to report on its activities to the President, BOD or at a GMM

Chairpersons of committees shall be appointed or dismissed by the BOD or the President. Members of committees must be Members of the YC&AC and may be appointed by the President, BOD or respective chairpersons.

Article 4.4 Captains

The President shall approve the Captains of the various sports or activities. The YC&AC shall maintain a register of Captains who must be Members of the YCAC. Captains may set up sub-committees to assist in the running of the respective sport or activity. Captains may not enter into any financial commitments on behalf of the YC&AC.

CHAPTER 5: MEMBER CONDUCT

- a) All persons, including Members and their family, at the YC&AC are expected to behave appropriately and are also expected to be courteous to others including other Members, Visitors, Guests, staff, referees and game officials.
- b) The General Manager (or in the General Manager's absence, the senior manager on duty; "the management" for remainder of this chapter) or a Director may warn, or ask to leave the premises, anyone who:
 - 1. Verbally or physically abuses another person at the YC&AC;
 - 2. Commits theft or damages property at the YC&AC;
 - 3. Engages in other conduct deemed unruly or offensive.The management shall within two days report the above Member/person/incident to the BOD. The BOD shall within a week review the incident and the Member's record and shall decide then on sanctions, including warning letters, withdrawal of rights or suspensions. Expulsion from the YC&AC shall be in accordance to Article 9 of the AoA.

- c) The BOD shall at its regular meetings review complaints from other Members or staff about misconduct or misbehavior of a Member or his family and shall decide on actions based on the incident(s) and the individual's record, to include warning letters, withdrawal of rights or suspensions. Expulsions from the YC&AC shall be in accordance to Article 9 of the AoA.

CHAPTER 6: FEES & DEPOSITS

Article 6-1 Member Fee Schedule

The YC&AC shall post its Member Fee Schedule on the YC&AC Notice Board and make this available at its office to all Members.

In accordance to Article 7 of the AoA, member fees may only be changed by a resolution of a General Meeting of Members. Members shall be informed of any changes in Acceptance Fees or Monthly Subscriptions in writing, sent at least 30 days prior to the change taking effect.

Article 6-2 Deposits

Members shall be required to place a refundable deposit, the amount of which shall be set out in the Member Fee Schedule. Such deposit shall be refunded to the Member upon resignation or transfer to the Absent List. The YC&AC shall have the right to offset any amounts due from the Member arising from YC&AC fees, charges and spending against this deposit.

Article 6-3 Statements

End of month statements shall be sent by the 10th of the following month detailing all fees and charges arising from spending. Outstanding amounts shall be payable before the 20th.

Article 6-4 Overdue/Delinquent Account

- a) Monthly statements shall detail any overdue amounts.
- b) Members whose accounts are overdue by more than 39 days shall have their names and overdue amounts posted on the YC&AC Notice Board; shall incur a penalty of ¥ 1,000 plus 2% (two percent) of the overdue amount. Such penalty on the overdue amount shall be levied every subsequent month until all overdue amounts are cleared.
- c) Members and their children and visitors, whose accounts are overdue by more than 90 days shall have signing privileges and voting rights withdrawn and may be banned from all facilities and sports teams of the YC&AC. Usage and signing privileges and voting rights shall be restored only after settlement of all overdue amounts.
- d) Members whose accounts are overdue by more than 120 days may lose their membership status in accordance to Article 10.1 of the AoA. In such event the Member's deposit shall be applied to reduce outstanding amounts. Membership may be reinstated at the sole discretion of the YC&AC and only after all overdue amounts are settled and after reinstatement of the deposit at a level the YC&AC shall so determine.
- e) Persistent delinquent Members may be required to place an additional deposit or may have their membership suspended indefinitely at the discretion of the BOD.
- f) A member experiencing serious financial difficulties may request the BOD for special consideration and, upon approval by the BOD, may settle overdue charges over an agreed period of time. The BOD may waive posting such Member's name on the Notice Board and any suspension of privileges, but the penalty for late payment shall be levied.
- g) The BOD may restrict the amount of credit extended to a Member, Guest or Visitor as it sees fit.

Article 6-5

Absent List

- a) Full, Associate Single and Family Members and Associate Senior Single and Family Members may apply for their membership to be suspended and be registered on the Absent List if they were to leave the Kanto district for a period of 4 full consecutive calendar months or more due to change of residence or principal, or usual, place of business.
- b) Such request shall be submitted in writing and such transfer shall be effective commencing on the day of change of residence upon a one-time payment of an Absent List registration fee. A forwarding address shall be registered and YC&AC shall be informed of any subsequent change of address.
- d) Ex-Members on the Absent List may be reinstated to Member status without paying an Acceptance Fee but only after reinstating their Deposit.
- e) Ex-Members on the Absent List visiting the Kanto district may use the facilities of the YC&AC for a period of up to 30 days without payment of Monthly Subscription Fees. They must register with the YC&AC office beforehand and they may not have signing privileges.
- f) In case of return to and taking up residence in the Kanto district for a period exceeding 30 days, an ex-Member on the Absent List shall be required to resume Member status to use the YC&AC facilities and shall be liable for the full Monthly Subscription fee.
- g) After resignation, an ex-Member may not be transferred to the Absent List.
- h) The YC&AC reserves the right to deem that an ex-Member on the Absent List be required to reactivate his/her membership due to frequency and pattern of YC&AC usage whilst on the Absent List.

Article 6-6

Rejoining Members

- a) An ex-Member who has resigned and is not on the Absent List shall be liable for Acceptance Fees upon rejoining. Such ex-Member may be given the option of paying the total amount of the Monthly Subscriptions from the date of resignation to the date of rejoining instead of a paying a new Acceptance Fee.
- b) If said ex-Member was an Associate Term Member, any credits earned towards Acceptance Fee would be deemed to have expired when he/she resigned and may not be applied to any other fees.

Article 6-7

Membership Category Transfer

In case of transfer from one Membership category to another, the Acceptance Fee of the category being transferred to shall apply, less any Acceptance Fee previously paid or credited. In the event the Acceptance Fee of the new category is lower, no refund shall be made.

Article 6-8

Visitor and Guest Fees and Facility Usage Fees

The YC&AC shall levy fees on Visitors and Guests for access to YC&AC, fees for usage of any of its facilities as well as charges for consumption. Such fees shall be set by the BOD or the Management. On a case-by-case basis, the Management may waive Visitor or Guest fees.

CHAPTER 7

FINANCIAL

Article 7-1

Segregation of Member Deposits

The sum total of monies placed by Members as refundable deposit shall be segregated and placed in a separate bank account by YC&AC. Such monies may not be used for any operational or capital expenditures of the YC&AC. The transfers of monies to or out of the separate bank account shall be made from time to time during the year but at least once at the end of the fiscal year. The funds in this segregated bank account shall be held as collateral to

meet YC&AC's liability to the Members in respect to their refundable deposits and shall be reimbursed to the Members before any liquidation or cessation of operations of the YC&AC.

Article 7-2 Land

The approval of a GMM shall be sought before any land of the YC&AC is sold, transferred or pledged as collateral. The use of the sale or loan proceeds and/or any restrictions on the use of such proceeds shall also be clearly laid out in any such approval.

Article 7-3 Borrowings

The BOD shall seek the approval of a GMM before the YC&AC undertakes any new borrowings, or increases in previously approved lines of credit or overdraft facilities or any other financial liabilities in excess of Yen 10m. Financial liabilities shall be taken to include, but not be limited to, leasing contracts, hire purchase contracts or issuance of guarantees.

The Treasurer may authorize drawings under the above-mentioned authorized facilities.

Article 7-4 Plans & Budgets

The Business Plan and Budget of Income and Expenditure submitted and approved by the BOD as per Article 33 of the AoA shall also be presented to the Annual General Meeting of Members (AGM) for ratification.

CHAPTER 8 MISCELLANEOUS

Article 8.1 Proxies

Pursuant to Article 17.5 of the AoA, and upon regulatory guidance, proxies must be submitted to the office of President but must specify and must be granted to a named Full Member of good standing and not merely state an office (e.g. President) or made out in blank. For the sake of clarity, the President, Directors or Auditors may be granted proxies provided these proxies expressly state their names in writing.

Article 8.2 Language

The official language used for internal YC&AC meetings and communications shall be English. It is of course recognized that many of our external communications and in particular official and regulatory filings shall be in Japanese.