



The Yokohama Country and Athletic Club
Koeki Shadan Hojin

Articles of Association

Chapter I: General Provisions

Article 1. Name

The name of this corporation shall be 公益社団法人横浜カントリー・アンド・アスレティック・クラブ (The Yokohama Country and Athletic Club Koeki Shadan Hojin), which shall be expressed in English as "The Yokohama Country and Athletic Club" ("the YC&AC," hereinafter).

Article 2. Offices

1. The main office of the YC&AC shall be in the city of Yokohama, Kanagawa Prefecture.
2. The YC&AC may open secondary offices in other locations as needed upon a resolution of the Board of Directors.

Chapter II: Objectives and Activities

Article 3. Objectives

The objectives of the YC&AC are for foreigners and Japanese, through sports and cultural events, to contribute to the promotion of international understanding.

Article 4. Activities

1. The YC&AC shall carry out the following activities to achieve the objectives stated in the preceding article:
 - (1) Promoting international understanding through sports;
 - (2) Promoting international understanding through cultural events;
 - (3) Maintaining and operating its facilities;
 - (4) Other activities necessary to achieve the YC&AC's objectives.
2. The activities stated in paragraphs 1 through 4 above shall be carried out in Japan.

Chapter III: Membership

Article 5. Membership

1. Members of the YC&AC shall consist of:
 - (1) Full Members: Persons who are at least twenty (20) years of age and who, having approved the objectives and activities of the YC&AC, become members;
 - (2) Associate Members: Persons who become members to support the activities of the YC&AC;
 - (3) Honorary Members: Persons who have been nominated by the Board of

Directors as persons who would be suitable Honorary Members of the YC&AC.

2. Of the categories of members stated in paragraphs 1 through 3 above, only Full Members shall be members (*shain*) of this incorporated association as provided for in the Act on General Incorporated Associations and General Incorporated Foundations.

Article 6. Acquisition of Membership Status

To become a Full Member or an Associate Member of the YC&AC, a person wishing to become a member must apply for membership as provided for separately by the Board of Directors, and that application must be approved.

Article 7. Fees

To provide for the operating expenses arising from carrying out the YC&AC's activities, Full Members and Associate Members are obliged to pay fees, as provided for separately by a resolution of a General Meeting of Members.

Article 8. Resignation

A Member may voluntarily resign from the YC&AC by submitting a notice of intent to resign as provided for separately by the Board of Directors.

Article 9. Expulsion

A Member may be expelled by a resolution of a General Meeting of Members if any of the following apply:

- (1) When the Member has violated any of these Articles of Incorporation or other rules and regulations;
- (2) When the Member's actions have injured the reputation of the YC&AC or conflicted with its objectives;
- (3) When other justifiable grounds for expulsion exist.

Article 10: Loss of Membership Status

In addition to the provisions of the previous two articles, a Member shall lose his or her membership status if any of the following applies:

- (1) When the Member has not carried out his or her obligation to pay fees as provided for in Article 7 above;
- (2) When the consent of all Full Members for that loss of membership status has been received;
- (3) When the Member in question is deceased.

Chapter IV: General Meeting of Members

Article 11. Participation

1. All Full Members are eligible to attend the General Meeting of Members.
2. The General Meeting of Members specified in the previous paragraph shall be a general meeting of members as provided for in the Act on General Incorporated Associations and General Incorporated Foundations.

Article 12. Authority

The following matters shall be resolved at a General Meeting of Members:

- (1) Expulsion of a member;
- (2) Election and dismissal of Directors and Auditor(s);
- (3) Remuneration for Directors and Auditor(s);
- (4) Approval of the balance sheet and statement of profit and loss (statement of changes in net assets);
- (5) Amendments to the Articles of Incorporation;
- (6) Dissolution and disposal of residual assets;
- (7) Other matters provided for by law or by these Articles of Incorporation for resolution at a General Meeting of Members.

Article 13. Holding General Meetings

In addition to the Annual General Meeting of Members, which shall be held once a year, within three months of the close of the fiscal year, Extraordinary General Meetings may be held from time to time as necessary.

Article 14. Convocation

1. A General Meeting of Members is called by the President, based on a resolution by the Board of Directors, except as separately provided for by law.
2. A Full Member who has the proxies of one-fifth or more of all Full Members may, upon presenting the matters that are the objective of the meeting and the rationale for convening said meeting, request that the President call a General Meeting of Members.

Article 15. Chairperson

The President shall act as the chairperson of all General Meetings of Members.

Article 16. Voting Rights

Each Full Member shall have one vote at a General Meeting of Members.

Article 17. Voting

1. The presence of at least half the Full Members is required for a quorum; resolutions shall be carried by a majority vote of the Full Members present.
2. The provisions of the previous paragraph notwithstanding, the following resolutions require approval by a majority vote of all Full Members:
 - (1) Expulsion of a Member;
 - (2) Dismissal of an Auditor;
 - (3) Amendment to the Articles of Incorporation;
 - (4) Other matters as provided for by law.
3. The provisions of the previous two paragraphs notwithstanding, a resolution to dissolve the YC&AC must be carried by a majority vote of all Full Members.
4. In resolutions on the election of Directors or Auditor(s), a separate vote shall be carried out for each candidate as provided for in paragraph 1 above. If the total number of candidates for Director or Auditor exceeds the number specified in Article 19, then the candidates, from among those who have received a majority vote, shall be elected in descending order according to the number of votes received, with the candidate receiving the largest number of votes the first to be

elected, until the specified number of positions is filled.

5. A Full Member may exercise his or her right to vote by submitting to the President a proxy form or other statement in writing certifying his or her granting of a proxy; in that case, the Full Member is deemed to be present at the General Meeting of Members with respect to the application of the provisions in the four preceding paragraphs concerning achieving a quorum and voting on resolutions, including electing Directors and Auditors.
6. When the Board of Directors has so determined, Full Members unable to attend a General Meeting of Members may exercise their voting rights in writing. In that case, their votes shall be counted towards the total number of Full Members voting on the resolution in question with respect to the provisions of paragraphs one through three above concerning achieving a quorum and voting on resolutions.

Article 18. Minutes

1. Minutes shall be prepared of the proceedings of General Meetings of Members, as provided for by law.
2. The Chairperson and other Directors present shall each affix his or her signature and/or name and seal on the minutes provided for in the preceding paragraph.

Chapter V: Officers

Article 19. Officers

1. The YC&AC shall have the following officers:
 - (1) Directors: No fewer than seven (7) and no more than eleven (11);
 - (2) Auditor(s): No more than two (2).
2. One Director shall serve as President and one as Vice-President, and up to nine (9) directors shall be Executive Officers.
3. The President and Vice-President provided for in the preceding paragraph shall be Representative Directors as provided for in the Act on General Incorporated Associations and General Incorporated Foundations.

Article 20. Election of Officers

1. The Directors and Auditor(s) shall be elected by the Members at a General Meeting of Members, from among Full Members who have been proposed by two persons who have been Full Members of the YC&AC for one year or more.
2. The President, Vice-President, and Executive Officer(s) shall be elected by a resolution of the Board of Directors.
3. The number of Directors who are the spouses of or within three degrees of kinship of a Director shall not exceed one-third of the total number of Directors. The same provision also applies to Auditors.
4. The number of Directors who are directors or employees of like organizations (excluding public interest corporations) shall not exceed one-third of the total number of Directors.

Article 21. Duties and Powers of Directors

1. The Directors shall comprise the Board of Directors and carry out such duties as prescribed by law and these Articles of Incorporation.

2. The President shall represent the YC&AC and carry out the duties as prescribed by law and these Articles of Incorporation.
3. The Vice President shall represent the YC&AC act in the place of the President in the event either of the President's being prevented from performing his or her duties or of the office of President having become vacant and shall carry out such duties as prescribed by law and these Articles of Incorporation.
4. The Executive Officer(s) shall share in managing the affairs of the YC&AC as provided for separately by the Board of Directors.
5. The President, Vice-President, and Executive Officer(s) must report on their execution of their duties to the Board of Directors at least two times each fiscal year, at intervals of over four months.

Article 22. Duties and Powers of Auditor(s)

1. The Auditor(s) shall audit the Directors' execution of their duties and shall prepare an Auditors' Report as provided for by law.
2. The Auditor(s) may, at any time, request reports on operations from the Directors or employees of the YC&AC and may carry out investigations of the YC&AC's affairs and assets.

Article 23. Terms of Office

1. A Director's term of office shall be until the close of the final Annual General Meeting of Members of the fiscal year ending within two (2) years of his or her election.
2. An Auditor's term of office shall be until the close of the final Annual General Meeting of Members of the fiscal year ending within four (4) years of his or her election.
3. The term of office of a Director or Auditor elected to fill a vacancy shall end when his or her predecessor's term expires.
4. Directors and Auditors may be reelected.
5. When the number of Directors or Auditors is less than the minimum defined in Article 19, any Director or Auditor who leaves office at the expiration of his or her term or resigns shall retain the rights and obligations of a Director or Auditor until a newly elected person succeeds to that position.

Article 24. Dismissal of an Officer

A Director or Auditor may be dismissed by resolution of a General Meeting of Members.

Article 25. Remuneration of Officers

1. Directors and Auditors serve without remuneration.
2. The provision of the previous paragraph notwithstanding, Directors and Auditors may be reimbursed for expenses.

Chapter VI: Board of Directors

Article 27. Authority

The Board of Directors carries out the following duties:

- (1) Decisions on carrying out the affairs of the YC&AC;

- (2) Supervision of the Directors' carrying out their duties;
Election and dismissal of the President, Vice President, and Executive Officer(s).

Article 28. Convening Meetings

1. The President shall call meetings of the Board of Directors.
2. In the event either of the President's being prevented from performing his or her duties or of the office of President having become vacant, another Director may call a meeting of the Board of Directors.

Article 29. Resolutions

3. Resolutions shall be carried by a majority vote of the Directors present, with the presence of at least half the Directors required for a quorum, provided that Directors shall neither be present nor vote at any General Meeting where their personal or private interests are concerned.
4. The provisions of the previous paragraph notwithstanding, when a Director has made a proposal that is the objective of a meeting of the Board of Directors and all Directors who are eligible to vote on that proposal have expressed their agreement in writing or in digital form, then a resolution on that proposal shall be deemed to have been passed by the Board of Directors. The above does not apply, however, when an Auditor has expressed an objection to that proposal.
5. When a Director or Auditor has notified all Directors and Auditors of a matter that should be reported at a meeting of the Board of Directors, then it is not necessary to report on that matter at a meeting of the Board of Directors.
6. The provision in the above paragraph does not apply to reports as provided for in Article 21:5.

Article 30. Minutes

1. The Board of Directors is required by law to prepare minutes of its meetings.
2. The President, Vice President, and an Auditor present at the meeting shall affix his or her signature and/or name and seal to the minutes specified in the preceding paragraph. In the case of a meeting at which a change in the President occurs, however, another Director present shall also affix his or her signature and/or name and seal to the minutes.

Chapter VII: Committees

Article 31. Committees

The President may from time to time, as necessary, establish committees as auxiliary bodies for supervising specific activities of the YC&AC.

Chapter VIII: Assets and Accounts

Article 32. Fiscal Year

The fiscal year of the YC&AC shall commence from the first day of February each year and end on the last day of January in the following year.

Article 33. Business Plan and Budget of Income and Expenditure

1. The President shall prepare documents stating the YC&AC's annual business plan, budget of income and expenditure, and anticipated fundraising and capital expenditure and submit it to the Board of Directors for approval by the day prior to the beginning of each fiscal year. The same provision applies to any changes in those plans.
2. The documents listed in paragraph 1 above shall be kept in the main office and any secondary offices until the end of the fiscal year in question and shall be made available for public perusal.

Article 34. Business Reports and Settlement of Accounts

1. With respect to the business reports and settlement of accounts of the YC&AC, the President shall, after the close of each fiscal year, prepare the following documents and, after inspection by the Auditor(s), shall submit them to the Board of Directors for approval:
 - (1) Business report;
 - (2) Appendices to the business report;
 - (3) Balance sheet;
 - (4) Statement of profit and loss (statement of changes in net assets);
 - (5) Appendices to the balance sheet and statement of profit and loss (statement of changes in net assets);
 - (6) Inventory of assets.
2. After the above documents have been approved, documents (1), (3), (4), and (6) shall be submitted to the Annual General Meeting of Members, at which document (1) shall be provided as a report and the remaining documents must be approved at that meeting.
3. In addition to the documents listed in paragraph 1 above, the following documents shall be retained in the main office for five (5) years and in any secondary offices for three (3) years and shall be made available for public inspection, and the Articles of Incorporation and the Register of Members shall also be retained in the main office and any secondary offices and shall be made available for public inspection:
 - (1) Audit Report;
 - (2) List of the Directors and Auditor(s);
 - (3) A statement of standards for payment of remuneration to the Directors and Auditor(s);
 - (4) A statement providing an overview of state of the operational structure and activities of the YC&AC and material figures concerning them.

Article 35. Determination of the Balance of Property acquired for Public Purposes

The Chairman shall calculate the balance of property acquired for public interest purposes as of the last day of the fiscal year, based on the provisions of Article 48 of the enforcement ordinance of the Act on the Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations, and shall specify such balance in the document listed in Paragraph 3, Item (3) in the preceding Article for each fiscal year.

Chapter IX: Amendments to the Articles of Incorporation and Dissolution

Article 36. Amendments to the Articles of Incorporation

These Articles of Incorporation may be amended by resolution of a General Meeting of Members.

Article 37. Dissolution

The YC&AC may dissolve itself upon a resolution of a General Meeting of Members or on other grounds specified by law.

Article 38. Donation Associated with the Revocation, etc., of Public Interest Status

In the event that the YC&AC's public interest status is revoked or the YC&AC ceases to exist as the result of merger (excluding cases in which the juridical person succeeding to the rights and obligations of the YC&AC is a public interest corporation), the YC&AC shall, upon resolution of a General Meeting of Members and within one (1) month of the day of such revocation of public interest status or the day of such merger, donate property in an amount equivalent to its residual assets acquired for public interest purposes to juridical persons or to the national government or local governments, as provided for in Article 5:17 of the Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations.

Article 39. Reversion of Residual Assets

The residual assets owned by the YC&AC, in the event of its liquidation, shall, upon resolution of a General Meeting of Members, be donated to juridical persons or to the national government or local governments as provided for in Article 5:17 of the Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations.

Chapter X: Reporting Methods

Article 40. Reporting

The YC&AC shall display or post its reports in its main office in a place and manner readily available to the public.

Chapter XI: Auxiliary Provisions

Article 41: Employees

The YC&AC shall employ a manager and the necessary number of staff who are engaged and discharged by the President upon a resolution of the Board of Directors.

Article 42: Mandate

Matters necessary to the operation of the YC&AC not provided for in these Articles of Incorporation shall be prescribed separately by resolution of the Board of Directors.