

Articles of Endowment

Section One: General

Article 1. Name

This Foundation shall be called “the Japan Environment Association”.

Article 2. Address

1. This Foundation’s main office shall be located at 1-11-9, Azabudai, Minato-ku, Tokyo, Japan.
2. This Foundation’s branch office shall be located at 5-53-67, Jingumae, Shibuya-ku, Tokyo, Japan.

Article 3. Objective

The objective of this Foundation is to contribute to realizing a sustainable society and human environment through conducting research and studies on environmental conservation in Japan as well as abroad, and through disseminating knowledge on environmental conservation.

Article 4. Programs

In order to achieve its objective, this Foundation will conduct the following programs.

- (1) Conduct research and studies, analysis, and evaluations on environmental conservation.
- (2) Disseminate knowledge on environmental conservation and collect and provide information.
- (3) Hold and support events related to environmental conservation.
- (4) Host and support lecture meetings and workshops etc, related to environmental conservation.
- (5) Produce broadcasting programs and videos etc, and provide them.
- (6) Draw up and distribute environment-related education materials.
- (7) Support the activities of private groups engaged in environmental conservation activities.
- (8) Implement coordination, training and guidance programs for the Center for Climate Change Actions in each prefecture.
- (9) Implement the supporting activities under the provisions of Article 21 of the Soil Contamination Countermeasures Law (Law No. 53 of 2002) as a designated

supporting corporation under the provisions of Article 20 of the Law.

- (10) Provide aids for the business who implements countermeasures to soil or groundwater contamination.
- (11) Implement other programs as required in order to achieve this Foundation's objective.

Section two: Assets and Accounting

Article 5. Make-up of Assets

The assets of this Foundation shall consist of the following items:

- (1) Assets endowed to this Foundation at the time of its establishment and listed in its Statement of Assets;
- (2) Returns from investment of assets;
- (3) Income from programs;
- (4) Membership fee;
- (5) Donated money and goods, aid grants and subsidy;
- (6) Other income.

Article 6. Categories of Assets

1. The Assets of this Foundation shall be divided into four categories: Basic Assets, Working Assets, Soil Contamination Countermeasures Fund and Supporting Fund for Environmental Restoration and Generation.
2. Basic Assets shall consist of the following items:
 - (1) Assets listed as Basic Assets in the attached Statement of Assets;
 - (2) Assets donated and designated as Basic Assets;
 - (3) Assets included under Basic Assets by resolution of the Board of Directors.
3. Basic Assets shall not be depleted or encumbered. However, in case of getting a resolution of three-fourth or more of the current members of the Board of Directors and the consent of the Board of Councilors, and after obtaining the approval of the Minister of the Environment, Basic Assets may be disposed or encumbered when such action is essential for conducting this Foundation's programs.
4. Soil Contamination Countermeasures Fund shall consist of the Subsidy for the Promotion of the Comprehensive Measures for Soil Environment Conservation from the Government and contributions from business other than the Government.
5. Supporting Fund for Environment Restoration and Generation shall consist of the

Subsidy for the Promotion of the Measures to Cope with Soil Contamination etc. from the Government.

6. Working Assets are all assets other than Basic Assets, Soil Contamination Countermeasures Fund and Supporting Fund for Environment Restoration and Generation.

Article 7. Management of Assets

1. The Chairman of the Board of Directors shall manage this Foundation's Assets in accordance with the method authorized by resolution of the Board of Directors.
2. Assets which are in cash shall be deposited in postal saving accounts, in accounts with reliable financial institutions, entrusted to a trust company, or converted into sound securities.

Article 7-2. Classified Accounting

The accountings which relate to the activities prescribed in Item 9 and Item 10 of Article 4 shall be classified from other accountings of this Foundation, and shall be processed by establishing special accounts for the activities.

Article 8. Payment of Expenses

Expenses for this Foundation's activities shall be met by funds from its Working Assets. However, the expenses for the activities prescribed in Article 4 Item 9 shall be met by funds from Soil Contamination Countermeasures Fund and the expenses for the activities prescribed in Article 4 Item 10 shall be met by funds from Supporting Fund for Environmental Restoration and Generation.

Article 8-2. Operational Guidelines

Matters related to the activities prescribed in Item 9 and Item 10 of Article 4 shall be provided for in Operational Guidelines respectively.

Article 9. Business Plan and Annual Budget

1. Every fiscal year, the Chairman of the Board of Directors shall prepare a Business Plan and a Budget, dividing into the activities prescribed in Item 9 and Item 10 of Article 4 and other activities, get a resolution of two-third or more of the current members of the Board of Directors and the consent of the Board of Councilors, and must submit to the Minister of the Environment. The identical action shall be taken if the Business Plan or the Budget is amended.

2. Concerning the Business Plan and the Budget under the provisions of the preceding paragraph related to the activities prescribed in Article 4 Item 9, the Chairman of the Board of Directors shall receive authorization of the Minister of the Environment according to the provisions of Article 24 Paragraph 1 of the Soil Contamination Countermeasures Law, prior to the start of every new fiscal year. The identical action shall be taken if the Business Plan or the Budget concerned is amended.

3 The Chairman of the Board of Directors shall prepare the Management Plan provided for in the Guideline on Aids of Interests for Business who Implements Soil Contamination Countermeasures etc., based on the Business Plan and the Budget under the provision of Paragraph 1 above related to the activities prescribed in Article 4 Item 10, and shall receive authorization of the Minister of the Environment, as provided by the Guideline, prior to the start of every new fiscal year. The identical action shall be taken if the Management Plan is amended.

Article 10. Business Report and Financial Statement

1. The Chairman of the Board of Directors shall settle the accounts of this Foundation, prepare a Business Report, an Income and Expenditure Settlement Account Report, a Statement of Increase or Decrease of Net Assets, a Balance Sheet, an Inventory of Property, and the Business Report and the Income and Expenditure Settlement Account Report prescribed in Article 24 Paragraph 2 of the Soil Contamination Countermeasures Law and the Management Result Report provided for in the Guideline on Aids of Interests for Business who Implements Soil Contamination Countermeasures etc., get a resolution of two-third or more of the current members of the Board of Directors and the consent of the Board of Councilors, and must submit to the Minister of the Environment together with an opinion report prepared by the Auditors within three months after the close of each fiscal year. In case the total amount of assets of this Foundation has changed, it shall be registered within two weeks and a copy of the registration shall be attached.

2. In case of resulting surplus in the settlement of accounts of this Foundation, the total or partial amount of surplus shall be transferred to Basic Assets, or be carried forward to the next fiscal year's accounts, getting a resolution of the Board of Directors.

Article 11. Obligate it and abandon right

1. Except for items provided in the Budget, this Foundation shall not obligate itself or abandon its right, without resolution of the Board of Directors.

2. Borrowing loan (except for short-term loan which be paid within the fiscal year) shall be authorized by a resolution of two-third or more of the current members of the Board of Directors and the consent of the Board of Councilors, and must be submitted to the Minister of the Environment.

Article 12. Fiscal year

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

Section Three: Officers and Councilors etc.

Article 13. Officers

This Foundation shall have the following Officers:

- (1) No less than 20 nor more than 25 Directors (one President, one Chairman of the Board of Directors, one Senior Managing Director, no more than three Executive Directors);
- (2) No more than 2 Auditors.

Article 14. Appointment of Officers

1. The Board of Councilors shall appoint Directors and Auditors.
2. The Directors shall elect from among themselves a President, Chairman of the Board of Directors, Senior Managing Director, and Executive Directors.
3. No person may serve as a Director and an Auditor simultaneously.

Article 15. Duties of the Officers

1. The Directors shall comprise the Board of Directors, and shall conduct affairs of this Foundation, in accordance with resolution of the Board of Directors.
2. The President shall represent this Foundation.
3. The Chairman of the Board of Directors shall represent this Foundation and preside over all Foundation affairs.
4. The Senior Managing Director shall assist the Chairman of the Board of Directors, manage affairs of this Foundation in accordance with resolution of the Board of Directors, and perform the duties of the Chairman of the Board of Directors when the Chairman is indisposed.
5. The Executive Director shall manage allotted affairs of this Foundation.
6. The Auditor shall perform the duties prescribed in Article 59 of the Civil Code.

Article 16. Term of Office

1. The term of office for Officers shall be two years. However, Officers may be reappointed to office.
2. The term of office for an Officer appointed to fill a vacancy or to assume a newly established post shall be the unexpired term of the former Officer or the same term of office remaining for other Officers.
3. When the number of present Officers is less than the minimum number of Officers, Officers whose term expire or who resign from their office shall continue in office until their successors replace them.
4. If an Officer has behaved in a manner unfitting an Officer of this Foundation, or in the event special circumstance, such Officer may be dismissed from office, subject to resolutions voted for by two-third or more of the respective current members of the Board of Directors and the Board of Councilors.

Article 17. Compensation for Officers

Compensation for Officers may be paid.

Article 18. Councilors

1. This Foundation shall have no less than 15 nor more than 20 Councilors.
2. Councilors shall be nominated by the Board of Directors and appointed by the Chairman of the Board of Directors.
3. Councilors may not also be Officers.
4. Councilors shall comprise the Board of Councilors.

Article 19. Term of Office for Councilors

The provisions of Article 16 shall apply mutatis mutandis to Councilors, in this case, the “Officers” should be understood to be “Councilors”.

Article 20. Advisor and Consultant

1. This Foundation may have some Advisors and Consultants.
2. Advisors and Consultants may be nominated by the Board of Directors and appointed by the Chairman of the Board of Directors.
3. Advisors and Consultants of this Foundation shall advise in response to the consultation by the Chairman of the Board of Directors or may submit opinions, on the important matters with regard to this Foundation and on the concrete method

with regard to the management of this Foundation respectively.

4. The term of office for Advisors and Consultants shall be two years. However, Advisor and Consultant may be reappointed to office.

Article 21. Expert Members

1. This Foundation may have Expert members.
2. Expert members may be appointed by the Chairman of the Board of Directors.
3. Expert members of this Foundation shall comprise an expert committee on the programs of this Foundation, and discuss the planning and management of the programs in response to the consultation by the Chairman of the Board of Directors.

Article 22. Secretariat

1. This Foundation shall establish a Secretariat.
2. The Secretariat shall be staffed by a Secretary-General and other staff members.
3. The necessary matters related to staff members of the Secretariat shall be provided for by the Chairman of the Board of Directors, in accordance with resolution of the Board of Directors.

Section Four: Meetings

Article 23. Categories of Meetings

The Meetings of this Foundation shall be divided into two categories: the Board of Directors and the Board of Councilors.

Article 24. The Board of Directors

In addition to the matters provided elsewhere in these Articles, the Board of Directors shall decide on the important matters with regard to the management of this Foundation.

Article 25. The Board of Councilors

In addition to the matters provided elsewhere in these Articles, the Board of Councilors may offer its opinions on the necessary matters in response to the consultation by the Chairman of the Board of Directors.

Article 26. Convening of Meetings

1. The Chairman of the Board of Directors shall convene meetings of the Board of

- Directors twice per year and meetings of the Board of Councilors once per year.
2. Whenever one-third or more of the members of the Board of Directors or the Board of Councilors or Auditors request a meeting of the Board of Directors or the Board of Councilors with specific statement of the purpose for the meeting, the Chairman of the Board of Directors must convene such a meeting within 15 days.
 3. Whenever the Chairman of the Board of Directors deems such a meeting necessary, extraordinary meeting of the Board of Directors or the Board of Councilors shall be convened, despite the provisions of Paragraph 1 above.
 4. When a meeting is to be convened, the chairman of the Board of Directors shall notify all members in writing of the matters for deliberation, and of the time and place of the meeting, prior to no later than 5 days of the date of meeting.

Article 27. Chairman

1. The Chairman of the Board of Directors shall preside over the meeting of the Board of Directors.
2. The chairman of the Board of Councilors shall be elected from among the members at each meeting.

Article 28. Quorum and Board Decisions

1. The meeting cannot convene, deliberate or make resolution without half or more of the members duly assembled. However, a member who votes in writing on the agenda or resolution of the meeting in advance shall be considered to be in attendance.
2. Except as prescribed elsewhere in these Articles, decisions of the meeting shall be made by a majority vote of the members in attendance. In case of tie vote, the chairman shall make the final decision.

Article 29. Record of Proceedings

A record of the proceedings of meeting must be prepared and preserved. Two or more signers elected from among the chairman and the other members in attendance at the meeting must sign and seal to the record of proceedings. This record shall include the following items;

- (1) Date and place of meeting;
- (2) Current total number of Directors or Councilors;
- (3) Names of Directors or Councilors in attendance, including those who vote in writing

- (4) Resolutions adopted;
- (5) Deliberation proceedings and gist of remarks;
- (6) Matters related to the election of signers.

Section Five: The Japan Center for Climate Change Actions

Article 30. The Japan Center for Climate Change Actions

This Foundation shall have the Japan Center for Climate Change Actions under the provisions of Article 12 of the Law Concerning the Promotion of the Measures to Cope with Global Warming (Law No.117 of 1998).

Article 31. Steering Committee

The Steering Committee shall be set up in order to operate the business affairs of the Japan Center for Climate Change Actions appropriately and smoothly.

Section Six: Amendment of Articles of Endowment and Dissolution

Action 32. Amendment of Articles of Endowment

These Articles of Endowment cannot be amended without getting the consent by three-fourth or more of the respective current members of the Board of Directors and the Board of Councilors, and obtaining the approval of the Minister of the Environment.

Article 33. Dissolution and Disposition of Residual Assets

1. This Foundation may not be dissolved without getting the consent by three-fourth or more of the respective current members of the Board of Directors and the Board of Councilors, and obtaining the approval of the Minister of the Environment.
2. In case of getting the consent by three-fourth or more of the respective current members of the Board of Directors and the Board of Councilors, and after obtaining the approval of the Minister of the Environment, the residual assets of this Foundation at the time of its dissolution shall be donated to the Government or public organizations with objectives similar to those of this Foundation.

Section Seven: Miscellaneous Provisions

Article 34. Supporting Membership

1. This Foundation may have a Supporting Membership that bears membership fee.
2. The supporting member shall be an individual and a cooperation that endorses the objective of this Foundation and decided by the Chairman of the Board of Directors,

upon its application for the Supporting Membership, obtaining the consent of the Board of Directors.

3. Matters related to the Supporting Membership may be provided for by the Chairman of the Board of Directors, in accordance with resolution of the Board of Directors.

Article 35. Implementation of These Articles

Necessary matters related to implementation of these Articles of Endowment shall be provided for by the Chairman of the Board of Directors, in accordance with resolution of the Board of Directors.

BYLAWS

1. These Articles of Endowment shall come into force on the day when the Prime Minister approves this Foundation's establishment.
2. Despite the provisions of Article 12 herein, the first fiscal year of this Foundation shall begin on the day that its establishment is approved and end on March 31, 1978. Despite the provisions of Article 9 herein, the Programs Plan and the Budget of this Foundation for its first fiscal year shall be decided by the promoters for its establishment.
3. The Officer at the time of this Foundation's establishment shall be persons nominated at the founding meeting. Despite the provisions of Article 16 herein, the term of office for the Officers shall extend until March 31, 1980.