

# The Articles of Society General Incorporated Association the Japan-Oman Society

## Chapter 1 General Provisions

### Article 1 (Society Name)

The name of the society shall be “General Incorporated Association The Japan-Oman Society, (hereinafter referred to as “Society.”)

### Article 2 (Location of Principal Office)

The Society shall have its principal office in Shibuya-ku, Tokyo.

### Article 3 (Purpose)

The purpose of the Society shall be to deepen the historical and cultural understanding and perception of the Arab Gulf Regions centering on the Sultanate of Oman, and to promote a friendly relationship between Japan and the Sultanate of Oman as well as to contribute to the peace and development of the Arab Gulf Regions.

### Article 4 (Activities)

The Society shall be to engage in the following activities to achieve the purpose of the foregoing Article:

- i . Holding of lectures and seminars, etc. concerning the situations of Arab Gulf Regions;
- ii . Activities contributing to boost the cooperation for economic and culture, etc. with the Sultanate of Oman promoted by the Government;
- iii . Participation and cooperation in the mutual exchanges in such fields as education, culture and sports undertaken with the Sultanate of Oman promoted by citizens; and
- iv . Activities in order to achieve the purpose of the Society other than the above.

2 Activities in the preceding paragraphs shall be carried out in the observance of the following:

- i . Activities shall be carried out as a public and impartial activity, and a specific benefit relating to politics and economics, etc. shall not be pursued;
- ii . The Society shall be to establish a Home Page by widely releasing the related information to the public and to provide an opportunity to be easily participated in with opening to many citizens and organizations: and
- iii . The Society shall be to conduct friendly activities based on the foundation comprised of a wide network in a close coordination and cooperation with the Embassy of the Sultanate of Oman in Japan, relating government agencies, and civil organizations, etc.

## Chapter 2 Members

### Article 5 (Definitions of Members)

Out of Society members, individual and corporate members stipulated in Article 6 shall be the members provided in Act on General Incorporated Associations and General Incorporated Foundations (hereinafter referred to as "Ippan Shadan Zaidan Hou.")

2 Members specified in the preceding paragraph shall have voting rights at a meeting of the General Assembly (hereinafter referred to as "General Assembly.")

### Article 6 (Kind of Members)

The society shall have the following members:

- i . Honorary member;
- ii . Individual member;
- iii . Corporate member; and
- iv . General member.

### Article 7 (Acquisition of the Qualifications of Members)

Persons who intend to become a member of the Society as an individual member, an incorporate member or a general member shall apply to the president of the Society by filling out the necessary matters in the application forms set forth by the Board separately.

2 The Board shall determine whether an applicant shall be permitted or not permitted to become a member, and the president shall notice the result of its determination to the said applicant.

3 When members are corporate members and other organization's members than the corporate members, immediately after becoming its members, such organizations shall determine the representative who may exercise the rights as a representative to the Society (hereinafter referred to as "representative"), and report to the president the name of its representative. The same shall apply to the cases when the representative has been changed.

### Article 8 (Member Fees)

An individual member, a corporate member or a general member shall pay the fees separately determined by the president based on a resolution of the General Assembly.

#### Article 9 (Responsibility of Member)

Recognizing the purpose of the Society and the purport of its activities, and taking an initiative in engaging in a voluntary activity, members shall make efforts to build up the basis which enable as many citizens as possible to easily participate in the activities of the Society.

2 Members shall have obligations to expense the amount determined at the Board in order to appropriate the amount recurring in the activities of the Society.

#### Article 10 (Withdrawal)

Members may withdrawal from the Society at any time; provided, however, that an advance notice to the Society shall be made more than one month before the date of the withdrawal.

#### Article 11 (Expulsion)

If a member comes to fall under any one of the following conditions, a member may be expelled based on a resolution of the General Assembly. In such cases, the said member shall be notified of the resolution, and given an opportunity to state an explanation on the resolution:

- i . The member has violated the Articles of Incorporation of the Society or its rule;
- ii . The member has disgraced an honor of the Society, or conducted a deed against the purpose of the Society; or
- iii . There are justifiable grounds with respect to the expulsion other than the above.

#### Article 12 (Qualification Loss of Member)

If a member comes to fall under any one of the following conditions, the member shall lose the qualification:

- i . The member has retired from the society;
- ii . The member has become an adult ward or a person under curatorship;
- iii . The member has died, or become the subject of adjudication of disappearance, or a member organization has dissolved;
- iv . The member has failed to pay the membership fees for two consecutive years or more;
- v . The member has been expelled: or
- vi . All members of the individual members have agreed to the loss of qualification.

#### Article 13 (Rights and Obligations incident to Loss of Member Qualifications)

When the member has lost the qualification pursuant to the provisions of the preceding Article, the member shall lose the rights against the Society, and be exempted from the obligations; provided, however, that the obligations that have not been executed shall not be exempted.

2 Even if the member has lost the qualification, the Society shall not return the member fees which have already been paid for and other contributed money and goods.

#### Article 14 (Non-Return of Contributed Money)

Member fees which have already been paid for and other contributed money shall not be returned.

#### Article 15 (Member Registries)

The Society shall prepare a registry of members that includes therein the names and addresses of members.

### Chapter 3 General Assembly

#### Article 16 (Description)

The General Assembly of the Society shall be the General Assembly stipulated in Ippan Shadan.Zaidan Hou, and shall have two kinds of assembly for an annual meeting and an extraordinary meeting.

#### Article 17 (Constituent)

The General Assembly shall be composed of all individual members and corporate members.

#### Article 18 (Authority)

The general assembly shall make a resolution on the following matters:

- i . Expulsion of a member;
- ii . Appointments or dismissal of directors and auditors;
- iii . Amount of remuneration for directors and auditors;
- iv . Activity reports and approval of settlement of accounts in each business year;
- v . Changing the Articles of Society;
- vi . Dissolution and disposal of residual property;
- vii . Designation of basic property and its disposal; and
- viii . Other matters stipulated in Ippan Shadan.Zaidan Hou than the above.

#### Article 19 ( Convening of a General Assembly)

The General Assembly shall be convened within three months after the end of each business year as an annual meeting of the General Assembly. An extraordinary meeting of the General Assembly may be convened as required. The General Assembly may not be opened unless a majority of all numbers of members in attendance.

#### Article 20 (Convocation of a General Assembly)

The General Assembly shall be called by the president based on a resolution of the Board except as otherwise prescribed in Ippan Shadan.Zaidan Hou.

2 Members who have at least more than one-fifth of the voting rights of all members may demand, with the purpose of the General Assembly and the reasons of convocation, that the president call the General Assembly.

3 When the demand made pursuant to the provisions of the preceding paragraph, the president shall call a meeting of the General Assembly stating a date within four weeks of the demand made as the date of the General Assembly.

4 When calling the General Assembly, the notice shall be issued to the members one week before the date of convening of the meeting containing the date and time of the meeting, place, purpose, and the matters to be delivered in writing.

#### Article 21 (Chairperson)

The president shall be the chairperson of the General Assembly. In the event that the president is not available, the chairperson shall be selected by the said General Assembly.

#### Article 22 (Voting Rights)

Each member shall have one voting rights for the General Assembly.

#### Article 23 (Method of Resolutions)

Except as otherwise prescribed in the laws and regulations, a resolution of the General Assembly shall be effected by a majority vote of the members in attendance who have voting rights, provided that the members with a majority of voting rights are present.

2 When members cannot attend the General Assembly due to unavoidable reasons, the members shall exercise voting rights in writing on the matters notified in advance, or the members can delegate the exercise of the voting rights to other members as a proxy.

#### Article 24 (Minutes)

With respect to the proceedings of the General Assembly, the minutes shall be prepared as prescribed by the applicable clause of Ippan Shadan.Zaidan Hou, and shall be kept at the principal office for ten years from the date of the General Assembly.

2 The chairperson, and two persons selected at the said General Assembly as a signatory for the minutes shall affix their names and seal to or sign the minutes prescribed in the preceding paragraph.

#### Chapter 4 Officers

##### Article 25 (Establishment of Officers)

The Society shall have the following officers:

- i . Director Three persons or more and 15 persons or less; and
- ii . Auditor Two persons or less.

2 Out of directors, one person shall be the president, and two persons among directors, other than the president, shall be the executive directors.

3 The president prescribed in the preceding paragraph shall be the representative director in Ippan Shadan.Zaidan Hou, and the executive director shall be the director who administer the business operations prescribed in (ii), Paragraph 1, Article 91 of the said Ippan Shadan.Zaidan Hou.

##### Articles 26 (Appointments of Officers, etc.)

The directors and auditors shall be appointed among individual members and corporate members by a resolution of the General Assembly; provided, however, that if required, this does not preclude an appointment of members from the persons other than members.

2 The auditors shall not include the directors of the Society and its employees.

3 Out of directors, one person of the said directors and his or her spouse or relatives within the third degree of kinship (including persons having special relationships specified in Ippan Shadan.Zaidan Hou) who are directors, a total number of which does not exceed one third of the total number of directors. The same shall apply to auditors.

4 When the changes to the directors or the auditors taken effect, the changes shall be registered within two weeks at the location of its principal office.

##### Article 27 ( The Tenure of Officers)

The tenure of a officer shall be until the end of the final annual general assembly in a business year that ends within two years after his/her appointment. This does not preclude reappointment.

2 The tenure of a auditor shall be until the end of the final annual general assembly in a business year

that ends within four years after his/her appointment. This does not preclude reappointment.

3 The tenure of a director or an auditor who is appointed as a substitute shall be until such time as the expiration of the length of the tenure of the predecessors.

4 When a shortage occurs in the authorized number of officers prescribed in the Article 25, after the expiration of his/her tenure or the resignation, a director and an auditor shall have the rights and obligations to perform its duties until such time as a newly appointed person assumes the role.

#### Article 28 (The Duties and The Authority)

The director shall compose the Board, and administer the duties as provided in Ippan Shadan.Zaidan Hou and in this Articles of Incorporation.

2 The president, representing the Society, shall administer its business activities as stipulated in Ippan Shadan.Zaidan Hou and the Articles of Society.

3 The executive directors shall control the business activities of the Society by assisting the president, and administer the business activities of the Society. In the event that the president is not available or a vacancy arises in the president, the director who has been prescribed in the order as provided by the Board in advance shall represent the duties of the president, and perform its duty on its behalf.

#### Article 29 (The Duties and The Authority of Auditors )

The auditors shall perform the duties identified below, and prepare auditing reports as prescribed in Ippan Shadan.Zaidan Hou:

- i . The audit of the duties of the directors;
- ii . The audit of the business activities of the Society as well as the audit of the state of its property and accounting;
- iii. The auditors shall attend the Board, and state their opinions when finding it necessary;
- iv. If a director is engaged in an illegal act, or when acknowledged that the said act is feared to be engaged, or acknowledged a fact that indicates violation of the laws and regulations or the Articles of Society, or a fact which is remarkably unjust, the auditors shall report on such acknowledgement to the Board without delay;
- v . In cases of the provision of the preceding paragraph, when finding it necessary the auditors shall request the president a call of the Board; and
- vi. In cases where within five days from the request prescribed in the preceding paragraph, no notice to convene for the Board meeting was issued stating a date within two weeks from the date of the request as the date of the Board meeting, the auditors who made the request shall call the Board meeting

directly.

#### Article 30 (Dismissal of Officers)

The directors and auditors may be dismissed by a resolution of the General Assembly.

#### Article 31 (Remuneration for Officers)

The officers shall not receive remuneration.

2 The officers may compensate the expense.

3 With respect to the provisions of the preceding paragraph, necessary matters shall be separately prescribed by the president through a resolution of the General Assembly.

#### Article 32 (Restrictions on Business Transactions)

When a director intends to conduct a business transaction identified below, the said director shall disclose an important fact for the transaction, and receive an approval thereof at the Board meeting.

- i . The transaction which falls under the category of activities of the Society conducting for himself/herself or a third party.
- ii . The transaction with the Society conducting for himself/herself or a third party.
- iii . The society guarantees the liability for the director, and other transactions in which case the benefits of the Society are confronted between a person other than a director, and the said director.

#### Article 33 (Honorary Chairman, Honorary Advisor, Chairman, and Advisor)

The society shall have, as a voluntary organization, one honorary chairman, one honorary advisor, and one chairman as well as a certain number of advisors.

2 An honorary chairman shall be entrusted by the president through a recommendation of the Board meeting.

3 An honorary advisor shall be the Ambassador of the Sultanate of Oman in Japan, and entrusted by the president.

4 A chairman shall be entrusted by the president through a recommendation of the Board meeting, and the advisors shall be entrusted by the president.

5 A chairman, with respect to the business management of the Society, may state his/her opinions at any time for the president.



6 Advisors shall accept the consultation for the matters found it necessary by the president.

7 No remuneration shall be received by an honorary chairman, an honorary advisor, a chairman, and advisors; provided, however, that expenses required for an execution of their duties may be paid.

## Chapter 5 The Board of Directors

### Article 34 (Composition)

The Society shall have a Board.

2 The Board shall be composed of all directors.

### Article 35 (Authority of the Board)

In addition to the matters provided separately in the laws and regulations and this Articles of Society, the Board shall perform the duties identified below:

- i . Determination of the time and place as well as the matters relating to the purpose of the General Assembly;
- ii . The establishment, modification, and abolition of the regulations;
- iii . In addition to the matters provided in the preceding each item, the determination of the activities of the Society;
- iv . The supervision of the duties of directors; and
- v . The selection and dismissal of the president and the executive directors.

### Article 36 (Kind and Opening of the Board)

The Board shall have two kinds of meeting: a regular meeting and an extraordinary meeting.

2 A regular meeting shall be convened two times in every business year.

3 An extraordinary meeting shall be convened when one of the following conditions applies:

- i . The president acknowledged the need to convene the Board;  
When a request was made to call a Board by the directors other than the president in writing with the matter containing the purpose of the meeting;
- ii . In cases where, within five days of the request pursuant to the preceding item, no notice to call a Board meeting was issued stating a date within two weeks period as the date of a meeting of the Board, the director who has made the request calls a meeting; or
- iii . Pursuant to the provisions of items 5 or 6 of the Article 29, when the auditors make a request for a call

or when the auditors make a call.

#### Article 37 (Convocation)

Except as otherwise called by the directors pursuant to the provisions of item 3 of paragraph 3 of the preceding Article or called by the auditors pursuant to the provisions of the item 6 of Article 29, a Board shall be called by the president. In the event that the president is not available, pursuant to the orders set forth by the Board meeting in advance, the designated director shall call a Board on its behalf.

2 When applies to the preceding Article, paragraph 3, item 2, or Article 29, item 5, the president shall call a Board stating a date of a Board meeting within two weeks of the request.

3 A person calling a Board shall issue a notice to each director and auditor in writing containing the date, place as well as such matters as the purpose of the Board one week prior to the date of the Board.

4 Notwithstanding the provisions of the preceding paragraph, a Board may be convened without convocation procedures, provided that the consent of all members of directors and auditors is obtained.

#### Article 38 (Chairperson)

The president shall act as the chairperson of the Board; provided, however, that in the event that the president is not available, pursuant to the orders set forth by the Board in advance, the designated director shall act as the chairperson on its behalf.

#### Article 39 (Quorum)

A Board, except when otherwise provided in the Articles of Society, shall not be convened provided that the majority of the directors in attendance.

#### Article 40 (Resolutions)

A resolution of a Board shall be effected in attendance of the majority of the directors excluding those who have a special concern on a resolution, and by majority of the directors present.

2 Notwithstanding the provisions of the preceding paragraph, when the requirements in Article 96, Ippan Shadan.Zaidan Hou are met, it shall be deemed to have resolved by the Board.

#### Article 41 (Minutes)

With respect to the proceedings of a meeting of the Board, minutes of the meeting shall be prepared as prescribed by the applicable Ippan Shadan.Zaidan Hou.

2 The president and auditors who have attended the meeting as a signatory for the minutes of the

preceding paragraph shall affix their names and seal to or sign the minutes in the preceding paragraph.

## Chapter 6 Funds

### Article 42 (Contribution of Funds)

The Society may require the members or a third party to contribute the funds prescribed in Article 131, Ippan Shadan.Zaidan Hou.

### Article 43 (Solicitation of Funds)

With respect to the procedures of solicitation of funds, allocation , and payment thereof, the president shall prescribe through the resolution of the Board.

### Article 44 (The Fund Contributor's Rights)

Contributed funds shall not be returned by the date agreed to with the fund contributor.

### Article 45 (Procedures for the Return of the Fund)

With respect to the total amount of funds to be returned, the return of the funds to the contributors of the funds shall be carried out by the president pursuant to the decision at the Board after making a resolution at the annual General Assembly. No interest shall accrue on a claim pursuant to the return of funds.

## Chapter 7 Secretariat

### Article 46 (Establishment)

The secretariat shall be established in the Society for the purpose of dealing with office work of the Society. The secretariat shall have a director of the secretariat and necessary staff members.

2 With respect to the composition of the secretariat, appointment and dismissal of staff members, office regulations, salary and other matters required, the president shall prescribe through a resolution of the Board.

### Article 47 (Retained book and documents)

The book and documents as listed below shall be kept in the office at all times:

- i . Articles of Society
- ii . Member registries and documents relating to the transfer of the members;
- iii . Rosters of directors, auditors and staff members;
- iv . Documents relating to notarization and registration;
- v . Minutes of the General Assembly and the Board meetings;

- vi. Books relating to the revenue and expenditure, and the documentary evidence;
- vii. Documents stating the status of assets and liabilities, and net property; and
- viii. other necessary books and documents.

## Chapter 8 Assets and Accounting

### Article 48 (Business Year)

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

### Article 49 (Assets)

The assets of the Society shall be composed of the following:

- i . Fees ;
- ii . Contributed funds;
- iii . Revenue gained from assets;
- iv . Revenue associated with the activities; and
- v . Revenue other than the above.

### Article 50 (Administration of Assets)

The assets of the Society shall be administered by the president, and the cash other than those required for the daily transactions shall be deposited in the bank, and shall be trusted in a trust bank or a bank operating the trust business, or shall be kept by changing into the government bonds, the public bonds, and other secure securities.

### Article 51 (Payment of Expenditure)

The expenditures of the Society shall be expensed with the assets of the Society.

### Article 52 (Business Transactions Plan and Budget for Revenue and Expenditure)

With respect to the activity, plan and budget for revenue and expenditure, the president shall prepare, and through the approval at the Board, obtain an approval of the General Assembly within three months from the date of commencement of the business year. The same shall apply to the cases when the above changes.

2 Notwithstanding the provisions in the preceding paragraph, when the budget has not been approved due to an avoidable reason, the president may gain revenue or expense pursuant to the budget of the previous year until the date of approval of the budget based on a resolution of the General Assembly.

3 The revenue and expenditure in the preceding paragraph shall be deemed to be the revenue and

expenditure of the newly approved budget.

#### Article 53 (Activity Reports and Settlement of Account for Revenue and Expenditure)

With respect to the business reports and settlement of account for revenue and expenditure of the Society, after the end of each business year the president shall prepare the following documents; and shall receive auditing by an auditor, and through an approval of the Board, as to the documents 1, 3 and 4 below, these documents shall be reported to the annual General Assembly.

- i . Activity reports;
- ii . Annexed detailed statements of activity reports;
- iii . Balance sheets;
- iv . Profit and loss statements (calculation sheet for fluctuation of net property);and
- v . Annexed detailed statements of balance sheets, and profit and loss statements (calculation sheet for fluctuation of net property).

2 With respect to the documents in the preceding paragraph, items (3) and (4), these documents shall require an approval of an annual General Assembly.

3 Including the documents in the preceding paragraph 1, the following document shall be kept in the principal office for five years. The Articles of Society and the member registries shall be kept at the principal office.

Auditing reports.

#### Article 54 (Special Account)

In conducting the activities by the Society, if required, it may have a special account.

2 A special account in the preceding paragraph shall be appropriated in the budget and the settlement of account in the preceding Article.

#### Article 55 (Surplus)

The society shall not allocate the surplus.

#### Chapter 9 Changing the Articles of Society and Dissolution

#### Article 56 (Changing the Articles of Society)

The Articles of Society may be changed by a resolution of the General Assembly.

#### Article 57 (Dissolution)

The society shall dissolve by a resolution of the General Assembly and on the grounds prescribed in Ippan Shadan.Zaidan Hou.

#### Article 58 (Revert of Residual Assets)

When the Society dissolves, the residual assets shall be donated to the juridical person or the national government or the local governments prescribed in Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundation, Article 5, item 17, through a resolution of the General Assembly.

#### Chapter 10 The Method of Public Notice

##### Article 59 (The Method of Public Notice)

The method of notice of the Society shall be through electronic public notice.

#### Chapter 11 Supplementary Provisions

##### Article 60 (Delegation)

In addition to the matters prescribed in this Articles of Society, the matters required for the management of this Society shall be prescribed by the president through the resolution of the Board.

##### Article 61 (Matters not prescribed in Articles of Society)

The matters not prescribed in this Articles of Society shall be pursuant to the provisions in Ippan Shadan.Zaidan Hou, and other laws and regulations.

#### Supplement

- i . The initial business year of the Society shall be from the date of incorporation of the Society to the date of 31 March 2013.
- ii . The directors, the representative director and the auditor at incorporation are as follow:

Director at incorporation	Keiji Omori
Director at incorporation	Masashi Nishihara
Director at incorporation	Michihiko Shimazaki
Representative Director(President)	Keiji Omori
Auditor at incorporation	Hidetaka Matsuzaka
- iii . Members at incorporation of the Society are as follows:

Member at incorporation Akihiro Yamada

Member at incorporation Keiji Omori

As stated above, in order to incorporate Japan-Oman Society, General Incorporated Associations, this Articles of Society shall be prepared and members at incorporation shall affix their names and seal thereto.

December 11, 2012

Member at incorporation Akihiro Yamada seal

Member at incorporation Keiji Omori seal