



# **The articles of incorporation of the Japan Wildlife Conservation Society**

## **Chapter 1: General provisions**

### Article 1: Name of the organization

The Association shall be called Specified Non-Profit Corporation Yasei Seibutsu Hozenron Kenkyukai. The Association shall be called the Japan Wildlife Conservation Society (JWCS) in English.

### Article 2: Location of office

The office of the Association shall be located in Minato-ku, Tokyo.

## **Chapter 2: Objectives and activities**

### Article 3: Objectives

The objectives of the Association shall be to contribute to enhance public interest through conducting theoretical research on wildlife conservation and through activities on wildlife conservation projects.

### Article 4: Types of non-profit activities

The Association engages in the following categories of specified non-profit activities:

Activities to conserve the environment

### Article 5: Operations

In order to accomplish the objectives specified in Article 3, the Association engages in the following operations:

- (1) Holding workshops
- (2) Implementing projects on wildlife conservation
  - ① Survey and making policy recommendations
  - ② Support for activities on wildlife conservation in wildlife habitats
  - ③ Public awareness raising
  - ④ Participation in international conferences
- (3) Issuance of newsletters

## **Chapter 3: Members**



#### Article 6: Categories of members

The Association has the following two categories of membership. Ordinary members are awarded the right to vote at general meetings pursuant to the Act on Promotion of Specified Non-profit Activities (hereafter referred as “the Act”).

- (1) Ordinary members: Individuals who endorse the objectives of the Association and have joined the Association to directly cooperate in the activities of the Association.
- (2) Supporting members: Individuals and groups who endorse the objectives of the Association and do not have the right to vote.

#### Article 7: Enrollment

1. A person who wishes to become a member of the Association shall submit an application form to the Representative Director(s) of the Association and pay the enrollment fee and membership dues determined by the board of directors.
2. The Representative Director(s) shall gain admission to the Association when the application is submitted pursuant to paragraph 1 of this article.
3. If the Representative Director(s) do not gain admission, he or she shall notify the person accordingly in writing together with a statement of the grounds for such decision.

#### Article 8: Enrollment fee and membership due

Members shall pay the enrollment fee and membership dues determined by the board of directors.

#### Article 9: Cessation of membership

If any of the following circumstances applies to a member, the membership ceases:

- (1) Submission of application for termination of membership
- (2) Death of the member or group the member belongs to
- (3) Membership dues unpaid for one year and failure to pay the dues after a formal demand of payment.
- (4) Dismissal from membership

#### Article 10: Withdrawal from membership

A member may withdraw from the Association by manifestation of his or her intent of withdrawal in writing or by electromagnetic means.

#### Article 11: Dismissal from membership

In the following cases, the general meeting is permitted by affirmative vote at a general meeting of the Association to resolve to dismiss a member. In such a case, the general meeting shall grant the



member in question an opportunity to state his or her case before the vote.

- (1) A member has violated the articles of incorporation
- (2) A member has damaged the reputation or acted against the purposes of the Association

Article 12: No refund of membership dues

Paid enrollment fees and membership dues are not refundable.

## **Chapter 4: Officers**

Article 13: Officers

1. The Association has the following officers.
  - (1) Directors: The Association has three (3) or more directors.
  - (2) Auditors: The Association has one (1) or more auditors.
2. Directors include not less than one (1) and not more than three (3) representative directors.

Article 14: Election of officers

1. Officers shall be approved by the board of directors from among ordinary members.
2. The Representative Director(s) be elected by the board of directors from among directors.
3. No more than one (1) officer shall be the spouse or relatives within the third degree of kinship of any of the persons. No more than one third of the officers shall be constituted by the officer, his/her spouse and/or relatives of the officer in the third degree of kinship.
4. The auditor(s) shall not be permitted to serve as directors or employed personnel of the Association while acting as auditors.

Article 15: Duties of officers

1. The Representative Director(s) shall represent the Association and control its operations.
2. In the absence or disability of one of the representative directors, the representative directors mutually assist each other and share the duties.
3. Directors shall organize the board of directors and determine the execution of operations pursuant to the articles of incorporation and based on resolutions of the board of directors.
4. The auditor (s) shall perform the following duties:
  - (1) Overseeing the operations executed by the directors
  - (2) Auditing the assets of the Association
  - (3) Reporting to the general meeting or the competent authorities of any severe incidents pertaining to the operations or the assets of the Association, or violation of laws or the articles of incorporation discovered while carrying out duties (1) and (2) above.



- (4) Convening of a general meeting to report the result of the duty (3) above.
- (5) Expressing of opinions to the directors and requesting the convocation of board meetings concerning the directors' execution of the operations or the status of the assets of the Association.

#### Article 16: Tenures

1. The tenure of officers is two (2) years. Re-election is permitted.
2. The tenure of a newly elected officers or an officer elected to replace a retiring officer continues until the end of the tenure of the incumbent officers, or the predecessors respectively.
3. Officer(s) shall perform the duties until a newly officer are elected even though the tenure of the officer(s) expired or he/she resigned from the officer(s).

#### Article 17: Filling an officer vacancy

Vacant positions shall be supplemented without delay when more than one third of the fixed number of directors or auditor (s) has become vacant.

#### Article 18: Dismissal of officers

In the following cases, officers are permitted to be dismissed by the proposing of a resolution of the general meeting, while guaranteeing that such officers shall be given opportunities to justify themselves before the general meeting vote on the resolution:

1. An officer is found to be unable to perform the duties of an officer due to impaired mental or physical condition.
2. An officer has acted in violation of the stated duties as an officer or has otherwise acted in a manner not benefitting an officer.

#### Article 19: Reimbursement of expenses

1. Officers may receive a reimbursement of expenses required for performing their duties.
2. The representative director(s) of the Association shall provide necessary matters with regard to the method set forth in the preceding paragraph.

#### Articles 20: Secretariat and staff

1. The Association shall establish a secretariat and have a secretary-general and other necessary staff. The Association may have a deputy secretary-general.
2. The representative director(s) of the Association shall appoint the secretary-general and deputy secretary-general after the vote at a general meeting. Staff shall be appointed and dismissed by the representative director(s).



3. The necessary matters concerning the organization and operation of the secretariat shall be determined by the representative director(s) after the vote at a general meeting.

## **Chapter 5: General meeting**

### Article 21: Categorization of general meetings

General meetings of the Association fall into two categories: ordinary general meetings and extraordinary general meetings.

### Article 22: Constitution of general meetings

General meeting shall be constituted by ordinary members of the Association.

### Article 23: Authorities of general meetings

General meetings consist of discussion and votes on resolution covering the following matters:

- (1) Amendments to the articles of incorporation
- (2) Dissolution
- (3) Amalgamation
- (4) Expulsion of a member
- (5) Business reports and account closing reports
- (6) Election and dismissal of officers
- (7) Methods of asset management
- (8) Other significant matters related to operating the affairs of the Association

### Article 24: Convocation of general meetings

1. Ordinary general meetings are held once each year.
2. Extraordinary general meetings are held when any of the following circumstances apply:
  - (1) The board of directors agrees there is a need and requests the convening of an extraordinary general meeting.
  - (2) More than one third of the ordinary members request in writing that an extraordinary general meeting be held.
  - (3) Pursuant to Article 15, Paragraph 4(4), convocation is made by the auditor (s).

### Article 25: Convocation of general meetings

1. General meetings are convened by the representative director(s), except in the case pursuant to Article 24, Paragraph 2(3).
2. The representative director(s) shall convene an extraordinary general meeting within fifty (50)



days after the request pursuant to Article 24, Paragraph 2(1) and (2).

3. In order to convene a general meeting, notice must be given in writing not later the five (5) days before the date of the meeting, indicating the matter that provide the purpose of the meeting, and the date, time, venue, and agenda of the meeting.

#### Article 26: Chair of general meeting

The chairperson of the General Assembly shall be elected from among the ordinary members present at the meeting.

#### Article 27: Quorum

A general meeting is constituted when at least one-third of ordinary members are in attendance.

#### Article 28: Voting

1. Matters requiring voting in a general meeting shall be notified in advance pursuant to Article 25, Paragraph 3. However, a general meeting decides by vote on urgent items if more than half of the ordinary members in attendance agree to do so.
2. Unless specifically stipulated otherwise, resolutions are passed by affirmative majority vote of the ordinary members in attendance. In case a tie in vote the vote of the chair of the meeting casts the deciding vote.

#### Article 29: Voting rights

1. Each ordinary member has one voting right.
2. An ordinary member who, due to an unavoidable reason, is unable to attend a general meeting is permitted to vote in writing or by electronic means on matters notified in advance to that member or is permitted to vote by proxy authorization of another ordinary member.
3. For the cases in the preceding paragraph, the member is deemed to have attended the meeting with regard to the application of Article 27, Article 28, and Article 30, Paragraph 1
4. An ordinary member who is deemed to have specific interest in the resolution may not participate in the vote.

#### Article 30: Meeting minutes

1. With respect to the proceedings at general meetings, meeting minutes must be prepared stating the following matters:
  - (1) Date, time, and venue of the meeting
  - (2) Number of ordinary members of the Association and number of ordinary members present at the meeting (including members who vote in writing or by electronic means and by proxy)



- (3) Agenda
  - (4) Course of proceedings and the results of the resolutions
  - (5) Matters related to the election of the signatories of the minutes
2. Meeting minutes must be signed with the names and seals of the chair and two (2) signatories elected at the general meeting.

## **Chapter 6: Board meeting**

### Article 31: Constituents of board meeting

Board meetings are constituted by the directors.

### Article 32: Authorities of board meeting

Further to the matters stipulated separately in these articles of incorporation, board meeting resolve on the following matters:

- (1) Matters to be referred to general meetings
- (2) Matters concerning the execution of resolutions of general meetings
- (3) Other matters which are requisite for the operating of the affairs of the Association and which do not require resolutions at general meetings

### Article 33: Convocation of board meetings

Board meetings are held in one or more of the following situations:

- (1) The representative director(s) deem it necessary to hold a board meeting
- (2) More than one-third of the directors requests the convocation of a board meeting in writing
- (3) The auditor (s) request the convocation of a board meeting pursuant to Article 15, Paragraph 4(5).

### Article 34: Convocation of board meetings

1. Board meetings are convened by the representative director(s).
2. If the request is made pursuant to Paragraph 2 and 3 of the preceding articles, the representative director(s) shall convene a board meeting within thirty (30) days of the request.
3. In order to convene a board meeting, notice must be given to the directors in writing or by electronic means no later than three (3) days before the date of the meeting, indicating the matters that provide the date, time, venue, purpose, and agenda of the meeting.

### Article 35: Chair

The Board meetings are chaired by the representative director(s) or a director nominated by the



representative director(s).

#### Article 36: Resolutions of board meetings

1. Matters requiring voting in a board meeting shall be notified in advance pursuant to Article 34, Paragraph 3. However, a board meeting decides by vote on urgent items if more than half of the board members in attendance agree to do so.
2. Resolutions of a board meeting are passed by affirmative majority vote of the directors in attendance. In case of a tie in votes the chair of the meeting casts the deciding vote.

#### Article 37: Voting rights

1. Each board member has one voting right.
2. An ordinary member who, due to an unavoidable reason, is unable to attend a board meeting is permitted to vote in writing on matters notified in advance to that member.
3. For the cases in the preceding paragraph, the member is deemed to have attended the meeting with regard to the application of the preceding article and Paragraph 1 of the following article.
4. A board member who is deemed to have specific interest in the resolution may not participate in the vote.

#### Article 38: Meeting minutes

1. With respect to the proceedings at board meetings, meeting minutes must be prepared stating the following matters:
  - (1) Date, time, and venue of the meeting
  - (2) Number of board members and number of board members present at the meeting (including members voted in writing, )
  - (3) Agenda
  - (4) Course of proceedings and the results of the resolutions
  - (5) Matters related to the election of the signatories of the minutes
2. Meeting minutes must be signed with the names and seals of the chair and two (2) signatories elected at the board meeting.

### **Chapter 7: Assets and accounts**

#### Article 39: Constituents of assets

Assets of the Association consist of the following:

- (1) Founding assets
- (2) Enrollment fees and membership dues





- (3) Donations
- (4) Profits generated from assets
- (5) Profits from business operations
- (6) Other profits

Article 40: Type of assets

Assets of the Association are those concerning operations related to specified non-profit activities.

Article 41: Administration of assets

The administration of the assets is carried out by the board members. The method of managing the assets is determined separately by the board members after a vote of the General Assembly.

Article 42: Principles of accounting

Accounting operations must be performed in accordance with the principles enumerated in the paragraphs of Article 27 of the Act.

Article 43: Type of accounting

Accounting of the Association is that for operations related to specified non-profit activities.

Article 44: Business plans and budgets

The business plan and the budget of the Association shall be prepared by the representative director(s) and require the resolution of the board meeting.

Article 45: Provisional budget

1. Notwithstanding the preceding article, the representative director(s) permitted to dispose of income and expenditure in accordance with the budget for the previous business year after the resolution of the board meeting in case when the budget plan is not approved due to inevitable reasons.
2. Disposition of income and expenditure referred to in the preceding paragraph are deemed income and expenditure of the newly established budget.

Article 46: Reserve fund

1. In order to cover budget overruns and extra budgetary expenditures, reserve fund may be included in the budget.
2. The use of the reserve fund shall be approved by the board meeting.



#### Article 47: Increase and amendments of the budget

Increase of and amendments to the budget due to unavoidable circumstances occurred after the establishment of the budget are permitted after the resolution of the board meeting.

#### Article 48: Business reports and account closing reports

1. Documents relating to the financial statements of the organization, such as the business report, statement of activities, balance sheet and inventory of assets, shall be prepared by the representative director promptly after the end of each financial year, audited by the auditor(s) and approved by the General Assembly.

2. When the surplus on the accounting has formed, it's brought forward in the next business year.

#### Article 49 - Business year

The business year of the Association begins on April 1st of each year and ends on March 31st of the following year.

#### Article 50: Expedient transactions

Those transactions not included in the budget such as loans and other new liabilities, or abandonment of the assets shall be determined by the board meeting.

### **Chapter 8: Amendments to the articles of incorporation and dissolution and amalgamation of the Association**

#### Article 51: Amendments to the articles of incorporation

Amendments to the articles of incorporation are permitted to be made by the affirmative vote for more than two-thirds (2/3) of ordinary members in attendance at the general meeting. Regarding matters stipulated in Paragraph 3 of the Article, approval by the competent authorities shall be obtained.

#### Article 52: Dissolution

1. The Association is permitted to be dissolved by the following reasons:

- (1) Resolution at the general meeting
- (2) Impossibility of achieving goals in the business relating to specified non-profit activities
- (3) Lack of ordinary members
- (4) Amalgamation
- (5) Bankruptcy
- (6) Annulment of certificate of incorporation by the competent authorities



2. In case of dissolution by reason (1) above, decision shall be made by approval of more than three-quarters (3/4) of ordinary members present at a general meeting.
3. In case of dissolution by reason (2) above, approval by the competent authorities shall be obtained.

Article 53: Disposition of residual assets

Out of the items stated in Article 11(3) of the Act, residual assets after dissolution (excluding dissolution by reasons of amalgamation or bankruptcy) shall be signed over to the organization specified by the general meeting.

Article 54: Amalgamation

When the Association seeks to amalgamate with another organization, the decision shall be made at a general meeting by the affirmative vote of more than three-quarters (3/4) of all ordinary members. The amalgamation shall also be approved by the competent authorities.

### **Chapter 9: Public notice**

Article 55: Methods of public notice

Public notice of the Association must be posted in the official gazette Kampo.

### **Chapter 10: Supplement**

Article 56: Supplement

Matters not stated in these articles of incorporation are determined by the board meeting.

### **Chapter 11: Special advisor**

Article 57: Special advisor

The Association may have special advisors appointed by the board meeting. Special advisors may provide advice regarding the activities of the Association.

### **Chapter 12: Representative Director(s) emeritus**

Article 58: The president emeritus

1. The Association may have a president emeritus.
2. The president emeritus shall be appointed by the representative director(s) from among former



presidents and former representative directors.

3. The president emeritus may respond to the representative director(s)'s request for advice and state his or her views to the Board of directors.

### **Complementary provisions**

#### Article 1

These articles of incorporation take effect on the date of establishment.

#### Article 2

Officers at the founding are as follows:

President: Hideo Obara

Vice president: Yoshihiro Iwata

Director: Masaki Uramoto

Director: Hiroya Kawanabe

Director: Masayuki Sakamoto

Director: Shinichi Hayama

Director: Toshio Hiroi

Director: Isao Mototani

Director: Kumi (Togawa) Lee

Auditor: Junichi Hayashi

#### Article 3

Irrespective of the stipulations of Article 44, the business plan and the income and expenditure budget at the time of founding are determined at the founding general meeting.

#### Article 4

Irrespective of the stipulations of Article 49, the business year at the time of founding commences on the founding date and continues until March 31, 2001.

#### Article 5

Irrespective of the stipulations of Article 8, amount of the enrollment fee and membership dues are as follows:

- (1) Ordinary members: 0 yen for enrollment fee and 5,000 yen for annual membership dues
- (2) Supporting members: 0 yen for enrollment fee and 2,000 – 20,000 yen for annual membership dues



## Article 6

Irrespective of the stipulations of Article 16, the tenure of the officers at the time of founding commence on the founding date and continue until June 30, 2002.

These articles of incorporation take effect on the date of approval by the competent authorities.

## Supplementary provisions

February 16, 2001: Obtained certification as a specified non-profit organization by the Governor of Tokyo.

November 10, 2003 Partial changes

October 31, 2011 Partial changes

October 15, 2013 Partial changes

October 17, 2014 Partial changes

October 19, 2018 Partial changes

August 22, 2022 Partial changes

Japan Wildlife Conservation Society (JWCS)

Nishiyama Bldg.4F,4-7-1 Shiba  
Minato-ku, Tokyo, Japan 108-0014  
Tel : +81-(0)70-4342-5697  
<https://www.jwcs.org/en/>