

Board of Directors Operating Regulations for
Public Interest Incorporated Foundation
Foundation for Global Children

Chapter 1 General Provisions

(Purpose)

Article 1 The purpose of this regulation is to set out the necessary matters concerning the operation of the Board of Directors based on Article 28 of the Articles of Public Interest Incorporated Foundation, Foundation for Global Children (hereinafter referred to as “this corporation”).

Chapter 2 Type and Convocation of the Board of Directors

(Board of Directors Type)

Article 2 There are two types of boards: the normal board and the extraordinary board.

- 2 The Board of Directors usually meets twice each fiscal year (including once each year, before the regular council meeting to be held within three months after the end of each fiscal year).
- 3 An extraordinary meeting shall be convened when deemed necessary by the President.

(Who can convene)

Article 3 The Board of Directors is convened by the President. However, if the President has an accident or incapacitated, the Vice-President shall convene; if the President and Vice-President have an accident or incapacitated, the Managing Director shall convene.

(Notice of Convocation)

Article 4 The person who convened the Board of Directors shall notify the directors and auditors of the convocation at least five days prior to the date of the meeting of the Board of Directors, in writing or by electronic

means, stating the date, time, place, and purpose of the meeting.

- 2 Notwithstanding the provisions of the preceding paragraph of the same Article, the Board of Directors may be convened without the convening procedure, with the consent of all directors and auditors.

Chapter 3 Agenda of the Board of Directors

(Chairperson)

Article 5 The chairperson of the Board is the President.

- 2 Notwithstanding the provisions of the preceding paragraph, if the President cannot attend the Board of Directors, or if the President considers it necessary, the Vice President shall cover it. In the event that the President and Vice-President have an accident or are unavailable, the Managing Director shall cover this.

(Quorum, etc.)

Article 6 The Board of Directors cannot be convened without the majority attendance of the current number of directors.

- 2 The chairperson must confirm the number in attendance at the opening of the board.

(Board of Directors Resolutions)

Article 7 The Board of Directors shall only make decisions on the laws concerning general incorporated associations and general incorporated foundations and the matters specified in the articles of incorporation of this corporation.

- 2 Each board shall decide on the matters stated or recorded in the notice of convocation pertaining to the board.
- 3 Notwithstanding the preceding paragraph, if there is any matter that requires a resolution at the board other than the matters described or recorded in the notice of convocation, and if there is the consent of all the directors attending the board, this shall be initiated and resolved.

(Resolution)

Article 8 The Board of Directors' agenda shall be determined by a majority of the current number of Directors who may participate in the resolution and shall be determined by a majority of the Directors.

2 The auditor shall attend the Board of Directors and express his opinion where necessary.

3 Directors who have a special interest in the resolution set forth in the preceding paragraph may not participate in the resolution.

(Attendance of Related Parties)

Article 9 If deemed necessary, the President may ask for the attendance of persons involved in the proceedings and hear their opinions.

(Minutes)

Article 10 The minutes of the Board of Directors' meeting shall be kept in writing or in electronic form.

2 The minutes must be written or recorded and the matters listed in the Appended Form.

3 The minutes must be signed and stamped by the attending President and Auditor.

4 Provided, however, that in the case of Article 5, paragraph (2), the President set forth in the preceding paragraph shall be deemed to be replaced by the Vice-President or the Managing Director who has served as a chairperson.

(Distribution of Minutes, etc.)

Article 11 The chairperson shall, as necessary, distribute copies of the minutes and materials to the absent directors and auditors, and report the progress of the proceedings and the results thereof without delay.

Chapter 4 Board of Directors Authority

(Authority)

Article 12 The Board of Directors determines the execution of the duties of this corporation, supervises the execution of the duties of the directors and selects and dismisses the president and executive director.

(Reported Matter)

Article 13 The President and Executive Directors shall report to the Board at least twice each business year, at intervals of more than four months, on the performance of their duties.

2 The Auditor shall report to the Board of Directors if he/she finds that the director has committed or is likely to commit any wrongdoing, or if there is any fact that violates laws or the Articles of Incorporation or is extremely unreasonable.

Chapter 5 Secretariat

(Secretariat)

Article 14 The Secretariat of the Board of Directors is the secretariat stipulated in Article 38 of the articles of incorporation

(Revision or Abolition)

Article 15 Amendment or abolition of this regulation shall be made after a resolution of the Board of Directors.

[Supplementary Provisions]

This rule shall come into force on May 12th, 2015.

Appended Form

Items to be entered in the Board of Directors minutes

- 1 Date and time of the event, location of the event
- 2 Names of directors and auditors
- 3 Summary of the progress of the proceedings and the results
- 4 If there are any directors who have special interests in matters requiring a resolution, the names of the directors
- 5 When the auditor had opinions or statements at the Board of Directors, an overview of the content of the opinions or statements
- 6 The name of the chairperson
- 7 The name of the person who performed duties related to the preparation of minutes
- 8 Name of chairperson and auditor signing the minutes
- 9 Reports and opinions of directors and auditors provided in the articles of incorporation