

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

Chapter 1 General Provisions

(Purpose)

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

Chapter 2 Type and Convocation of Councilors

(Council Type)

Article 2 There are two types of board councilors: the regular board of councilors and the extraordinary board of councilors. The former shall be convened once a year by the President within three months after the end of each fiscal year, based on a resolution of the Council.

2 Notwithstanding the preceding paragraph, the President shall, without delay, convene the Trustees upon receiving a call from the Trustees indicating the purpose of the Trustees and the reasons for the call.

3 The councilor requesting the convocation referred to in the preceding paragraph may call the council board with the permission of the Yokohama District Court in the following cases.

(1) If the convocation procedure is not performed without delay after the request.

(2) If the date of the council board is not given within six weeks of the date of the request.

(Procedure of Convocation)

Article 3 When the Council is convened, the following items shall be decided by a resolution of the Board of Directors.

- (1) Date and location of the Council
- (2) Matters that are the purpose of the Council
- (3) If the following matters are the purpose of the Board of Trustees, an outline of the proposal pertaining to the matter
 - a. Appointment or dismissal of councilors
 - b. Appointment or dismissal of officers
 - c. Revision and abolition of Trustees' regulations
 - d. Changes to articles of incorporation
 - e. Transfer of all or part of the business
 - f. Continuation of corporation
 - g. Approval of a merger agreement

(Notice of Convocation)

Article 4 To convene the Trustees, the President must give notice to the Trustees in writing or by electronic means at least five days prior to the date of the meeting.

- 2 The notice set forth in the preceding paragraph shall write or record the matters listed in each item of Article 3, paragraph (1).

(Omission of Convocation Procedures)

Article 5 Notwithstanding the provisions of the preceding Article, the Council of Trustees may be held without the convening procedure, with the consent of all Councilors.

- 2 When a council meeting is held pursuant to the provisions of the preceding paragraph, the President must receive and record the consent from all councilors in writing or by electromagnetic means.

(Chairperson)

Article 6 The chairperson of the council shall be determined by the mutual election of councilors.

(Councilor Proposal)

Article 7 When a councilor requests to the President that certain matters be brought to the board, the request must be made no later than two weeks before the day of the council meeting. In this case, the councilor may request that the summary of the agenda being submitted be transcribed or recorded in the convocation notice.

2 The council members may only submit proposals to the council matters that are the purpose of the council.

(Quorum, etc.)

Article 8 The Trustees cannot be convened without the majority attendance of the current Trustees.

2 The chairperson must confirm the number of attendees at the opening of the meeting to the Trustees.

3 The chairperson must select at least two signatories for the minutes from the board of Trustees.

(Council Resolutions)

Article 9 The Trustees 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 Council shall decide on the matters stated or recorded in the convocation notice pertaining to such Council.

3 Notwithstanding the preceding paragraph, other than the matters described or recorded in the notice of convocation (excluding the matters listed in Article 10, paragraph2), if the event that a matter requiring a resolution arises at the council, the consent of all councilors who attended the council may initiate and resolve the matter.

(Resolution)

Article 10 The council's agenda is decided by a majority of its councilors when the majority of the current number of councilors, who can participate in the decision, are present.

2 Notwithstanding the provisions of the preceding paragraph, decisions on the following matters shall be made by a majority of two-thirds or more councilors who can participate in the decision.

- (1) Dismissal of auditor
- (2) Standards for payment of remuneration for directors, auditors, and councilors
- (3) Changes to articles of incorporation
- (4) Approval of disposal or exclusion of basic property
- (5) Other matters specified by law

(Minutes)

Article 11 The minutes of the council meeting shall be kept in writing or in electronic form.

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

3 The minutes must be signed and stamped by the chairperson and two or more signatories.

(Distribution of Minutes, etc.)

Article 12 The chairperson shall, as necessary, distribute copies of the minutes and materials to the absent councilor and report the progress of the proceedings and results without delay.

Chapter 4 Secretariat

(Secretariat)

Article 13 The Secretariat of the council is the secretariat stipulated in Article 38 of the articles of incorporation

Chapter 5 Auxiliary Provisions

(Revision or Abolition)

Article 14 Amendment or abolition of this regulation shall be made after a resolution of the Trustees.

[Supplementary Provisions]

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

Appended Form

Items to be entered in the council minutes

- 1 Date and time and location of the event
- 2 Names of Councilors present
- 3 Summary of the progress of the proceedings and results
- 4 If there are any councilors who have special interests in matters requiring a resolution, the names of the councilors must be recorded
- 5 When the auditor has opinions or statements at the Council of Trustees, an overview of the content of the opinions or statements
- 6 Names and titles of the directors, auditors, committee members, secretary generals, etc. who were present
- 7 The name of the chairperson
- 8 The name of the person who performed duties related to the preparation of minutes
- 9 Minutes signature names

(In the case of the Council on Resolution Omission)

- 1 Matters deemed to have been approved by the Trustees and related documents
- 2 Name of the person who proposed item1 above
- 3 The date on which the Council was deemed to have been resolved
- 4 The name of a person who performed duties related to the preparation of minutes

(In the case of the report omission council)

- 1 Matters that do not require reporting to the Trustees
- 2 Dates that do not require reporting to the Trustees
- 3 The name of a person who performed duties related to the preparation of minutes