

**Articles of Incorporation
Of the Japanese Association of Zoos and Aquariums**

Chapter 1 General Provisions

(Name of the Association)

Article 1 The official name of this Incorporated Association (hereinafter referred to as “this Association”) shall be the Japanese Association of Zoos and Aquariums.

(Office)

Article 2. This Association shall locate its main office in Taito Ward, Tokyo, Japan.

Chapter 2 Purpose and Projects

(Purpose)

Article 3 This Association shall aim to contribute to the realization of the society where nature and humans exist together in harmony through the contribution to development of culture, promotion of science and technology, and preservation/conservation of natural environment by promoting and developing zoo and aquarium business.

(Projects)

Article 4 This Association shall conduct the following projects to achieve the purpose described in the preceding Article;

- (1) Research and study projects relating to zoos and aquariums
- (2) Educational projects relating to zoos and aquariums
- (3) Species preservation/conservation projects relating to zoos and aquariums
- (4) Support projects relating to zoos and aquariums, and
- (5) Any other projects necessary for achieving the purpose of this Association

4-2. The projects in the preceding Paragraph shall be conducted across Japan and abroad.

Chapter 3 Members

(Members of the Association)

Article 5 This Association shall consist of the following members;

- (1) Full members: representatives of zoos, aquariums, and other organizations which agree with the purpose of this Association
- (2) Sustaining members: individuals and organizations which maintain and support this Association

5-2. The full members among the members in the preceding Paragraph shall be the corporation members covered in the Act on General Incorporated Associations and General Incorporated Foundations.

(Acquisition of Membership)

Article 6 Those who intend to become the member of this Association should submit a membership application to the Chair and be approved by the Board of Directors.

(Initial Fee and Membership Fee)

Article 7 Full members should pay the initial fee and the membership fee provided in the Detailed Enforcement Regulations of the Articles of Incorporation.

7-2. Sustaining members should pay the initial fee and the membership fee provided in the Detailed Enforcement Regulations of the Articles of Incorporation.

(Refund of Membership Fees)

Article 8 Paid membership fees shall not be refunded for any reason.

(Termination of Membership)

Article 9-1 The membership shall be terminated when condition corresponds to any of the following;

- (1) Withdrawal
- (2) Expulsion
- (3) When the full member lost the position of the representative of a zoo or aquarium, or when the organization/group where the member represented or held membership was dissolved
- (4) When the membership fee provided in Article 7 was not paid over one year

(Guidance on Improvement)

Article 9-2 When condition corresponds to any of the following, this Association shall have the right to give guidance on improvement to the member concerned.

- (1) When the member violated the Articles of Incorporation, the Code of Ethics and Welfare, and other rules and regulations established by this Association
- (2) When the member damaged the reputation of this Association or performed an act against the purpose of this Association
- (3) Besides the preceding two Item, when there is a good reason to give guidance on improvement

(Suspension of Membership)

Article 9-3 When condition corresponds to any of the following, the Board of Directors shall have the right to suspend the membership of the member concerned by the Board resolution after giving him/her an opportunity to explain the condition.

- (1) When the member violated the Articles of Incorporation, the Code of Ethics and Welfare, and other rules and regulations established by this Association.
- (2) When the member damaged the reputation of this Association or performed an act against the purpose of this Association.
- (3) Besides the preceding two Items, when there is a good reason to suspend the membership.

9-3-2 The duration of the membership suspension in the preceding Paragraph shall be six months

or less. However, when the condition continues to correspond to any of the preceding Items, the Board of Directors shall have the right to suspend the membership of the member concerned again by the Board resolution after giving him/her an opportunity to explain the condition.

9-3-3 The member concerned shall be notified of the suspension of the membership when the suspension was decided in accordance with the preceding Paragraph.

(Withdrawal Admonishment)

Article 9-4 When condition corresponds to any of the following, the Board of Directors shall have the right to admonish the member concerned to withdraw from this Association by the Board resolution after giving him/her an opportunity to explain the condition.

- (1) When the member violated the Articles of Incorporation, the Code of Ethics and Welfare, and other rules and regulations established by this Association
- (2) When the member damaged the reputation of this Association or performed an act against the purpose of this Association
- (3) Besides the preceding two Items, when there is a good reason to admonish the member to withdraw from this Association

9-4-2 The member concerned shall be notified of the withdrawal admonishment when the admonishment was decided in accordance with the preceding Paragraph.

(Expulsion)

Article 9-5 When condition corresponds to any of the following, the Board of Directors shall have the right to submit the proposal for expulsion of the member concerned to the General Assembly by the Board resolution after giving him/her an opportunity to explain the condition.

- (1) When the member violated the Articles of Incorporation, the Code of Ethics and Welfare, and other rules and regulations established by this Association
- (2) When the member damaged the reputation of this Association or performed an act against the purpose of this Association
- (3) Besides the preceding two Items, when there is a good reason to submit the proposal for expulsion of the member from this Association.

9-5-2 The member concerned shall be notified of the resolution of expulsion when the proposal for expulsion was passed in accordance with the preceding Paragraph.

(Voluntary Withdrawal)

Article 10 The members shall have the right to withdraw from this Association at any time by submitting a withdrawal notice.

(Expulsion)

Article 11 When condition corresponds to any of the following, the General Assembly shall have

the right to expel the member concerned from this Association by the resolution after giving him/her an opportunity to explain the condition. The member concerned shall be notified thereof one week prior to the General Assembly and given an opportunity to explain the condition at the Assembly.

- (1) When the member violated the Articles of Incorporation, the Code of Ethics and Welfare, and other rules and regulations established by this Association
- (2) When the member damaged the reputation of this Association or performed an act against the purpose of this Association
- (3) Besides the preceding two Items, when there is a good reason to expel the member from this Association

11-2 The member concerned shall be notified of the resolution of expulsion when the expulsion is decided in accordance with the preceding Paragraph.

Chapter 4 General Assembly

(Constituent Members)

Article 12 The General Assembly shall consist of the full members.

12-2 The General Assembly in the preceding Paragraph shall be the general meeting of the constituent members of this Association covered in the Act on General Incorporated Associations and General Incorporated Foundations.

(Authority)

Article 13 The General Assembly shall decide on the following;

- (1) Project plans and income and expenditure budget
- (2) Project reports and the settlement of balance
- (3) Dissolution and the disposition of residual property
- (4) Amendment of the Articles of Incorporation
- (5) Appointment and removal of the members of the Board of Directors and the Auditor-Secretaries
- (6) Expulsion of the members
- (7) Matters which were approved necessary to discuss by the Board of Directors, and
- (8) Besides the preceding Items, matters which the Articles of Incorporation and/or laws/regulations require to decide at the General Assembly.

(Holding of the Assembly)

Article 14 The Ordinary General Assembly shall be held annually within two months from the end of the fiscal year, and other General Assemblies shall be held as necessary.

(Convocation of the Assembly)

Article 15 The General Assembly shall be convened by the Chair based on the resolution of the Board of Directors, except as otherwise provided for by laws/regulations.

15-2 The full members shall have the right, with agreement of over one-fifth of the voting full

members, to request the Chair to convene the General Assembly by the written request with the purpose of the Assembly, that is the matter to be decided, and the reason for the call.

15-3 The Chair should convene the Extra General Assembly within six weeks from the date of the request provided in the preceding Paragraph.

(Chairperson)

Article 16 The chairperson of the Ordinary General Assembly shall be the Chair, and the chairperson of the Extra General Assembly shall be chosen by the members in each case.

(Notification of the General Assembly)

Article 17 The members shall be notified of the call for the General Assembly at least seven days prior to it in writing with the matters to be decided at and the time and place of the Assembly.

(Right to Vote)

Article 18 Each full member shall have one vote at the General Assembly.

(Resolution)

Article 19 The resolution of the General Assembly shall be passed by a majority vote of the members attending the Assembly where the majority of the full members attend.

19-2. The full member shall have the right to delegate the vote to other full member. The full member who delegated the vote shall be considered to be an attendee at the Assembly.

19-3. The following resolutions shall be passed by over two-third votes of the full members, regardless of the provision of the Paragraph 1 of this Article;

(1) Amendment of the Articles of Incorporation

(2) Removal of the Auditor-Secretaries

(3) Expulsion of the members

(4) Dissolution of this Association, and

(5) Besides the preceding Items, any matters required by laws/regulations

19-4. In the resolutions to appoint the Board members and the Auditor-Secretaries, each candidate shall be subject to the separate resolution described in the Paragraph 1 of this Article. When the total number of the candidates for the members of the Board of Directors and the Auditor-Secretaries exceeds the quorum provided in Article 22, the candidates with a majority vote shall be appointed in descending order of the votes obtained until the quorum is achieved.

(Minutes)

Article 20 The minutes of the General Assembly shall be prepared by the chairperson. The minutes shall be signed and sealed by the Chair and two or more attendees selected at

the Assembly and saved.

20-2 The full members shall be notified of the summary of the minutes and the resolutions passed at the Assembly.

Chapter 5 President, Board Members and Advisers

(President)

Article 21 This Association may have the President.

21-2 This Association may have the President by recommendation and consensus of the full members.

(Board Members)

Article 22 This Association shall have the following Board members

(1) Fifteen to 21 members of the Board of Directors

(2) Two Auditor-Secretaries

22-2 Among the members of the Board of Directors, one shall be the Chair, two shall be the Vice-Chairs, one shall be the Executive Director, and 11 or less shall be the Executive Board Members.

22-3 The Chair and the Vice-Chairs provided in the preceding Paragraph shall be the Representative Board Members covered in the Act on General Incorporated Associations and General Incorporated Foundations. The Executive Director and the Executive Members of the Board of Directors shall be the Executive Operating Board Members provided in Item 2, Paragraph 1, Article 91 of the Act.

(Appointment of the Board Members)

Article 23 The members of the Board of Directors and the Auditor-Secretaries shall be appointed at the General Assembly based on the criteria provided in the Detailed Enforcement Regulations of the Articles of Incorporation. The Chair, the Vice-Chairs, the Executive-Director and the Executive Members of the Board of Directors shall be chosen by the members of the Board of Directors.

(Duties and Authority of the Members of the Board of Directors)

Article 24 The Board of Directors shall consist of its members. The members of the Board of Directors shall decide on the matters provided in laws/regulations and the Articles of Incorporation, and other matters except for the ones of which decision belong to the authority of the General Assembly.

24-2 The Chair shall represent this Association and execute the operations mandated by laws/regulations and the Articles of Incorporation.

24-3 The Vice-Chairs shall support the Chair, and cover the operations in the order appointed by the Chair in advance in case that the Chair has an accident or is absent.

- 24-4 The Executive-Director shall support the Chair and the Vice-Chairs, and execute routine operations based on the resolutions of the Board of Directors, and cover their operations in case that the Chair and the Vice-Chairs have an accident or are absent.
- 24-5 The Executive Members of the Board of Directors shall execute the operations assigned to them.
- 24-6 The Chair, the Vice-Chairs, the Executive-Director and the Executive Members of the Board of Directors should report to the Board of Directors on the status of execution of their assigned operations at least twice a fiscal year with the interval of over four months.

(Duties and Authority of the Auditor-Secretaries)

Article 25 The Auditor-Secretaries shall audit the execution of operations by the members of the Board of Directors and generate the auditing report mandated by laws/regulations.

25-2 The Auditor-Secretaries shall have the right to request project reports whenever necessary, from the members of the Board of Directors and the Secretariat to audit the status of the operations and property of this Association.

25-3 The Auditor-Secretaries should attend the Board meetings, and provide opinions when such need is accepted.

25-4 Besides the matters provided in the preceding three Paragraphs, the Auditor-Secretaries shall have the right to exercise their legal authority.

(Term of the Board Members)

Article 26 The term of the members of the Board of Directors shall continue until the end of the Ordinary General Assembly for the last fiscal year which ends within two years after the appointment.

26-2 The term of the Auditor-Secretaries shall continue until the end of the Ordinary General Assembly for the last fiscal year which ends within two years after the appointment.

26-3 The term of the members of the Board of Directors and the Auditor-Secretary appointed as substitutes shall continue until the end of the term of their predecessors.

26-4 The term of the members of the Board of Directors appointed additionally shall continue until the end of the term of other members of the Board of Directors.

26-5 In the event that the quorum provided in the Article 22 will not be achieved, the members of the Board of Directors and the Auditor-Secretaries shall continue to have their duties and authority even after they retired due to the termination of the term or resignation until the newly appointed persons assume the positions.

(Removal of the Board Members)

Article 27 The General Assembly shall have the right to remove the members of the Board of Directors and the Auditor-Secretaries by the resolution. However, the removal of the Auditor-Secretaries should be done by the resolution of over two-thirds of the full members.

(Compensation)

Article 28 The members of the Board of Directors and the Auditor-Secretaries shall serve without compensation. However, the full-time members of the Board of Directors and the Auditor-Secretaries may be paid within the total amount provided at the General Assembly, and the amount shall be determined based on the payment guideline separately provided at the General Assembly.

(Advisors and Fellow Members)

Article 29 This Association shall have a few Advisors and some Fellow Members as non-mandatory bodies with the approval of the Board of Directors.

29-2 The Advisors shall be appointed and removed by the Chair on the recommendation of the Board of Directors.

29-3 The Fellow Members shall be appointed by the Chair with the approval of the Board of Directors, from among the persons with over five-year experience of working as a zoo/aquarium director or with special service to this Association.

29-4 The Advisors and the Fellow Members may exercise the following.

- (1) To provide consultation for the Chair
- (2) To provide opinions for reference on the matters consulted by the Board of Directors
- (3) To attend the General Assemblies and provide opinions

29-5 The Advisors and the Fellow Members shall serve without compensation.

Chapter 6 The Board of Directors

(Members of the Board of Directors)

Article 30 This Association shall have the Board of Directors.

30-2 The Board of Directors shall consist of all of its members.

(Authority)

Article 31 The Board of Directors shall execute the following operations.

- (1) Decision on the execution of operations of this Association
- (2) Supervision of the execution of duties by the members of the Board of Directors
- (3) Appointment and removal of the Chair, the Vice-Chairs, the Executive-Director and the Executive Members of the Board of Directors

(Convocation of the Board Meetings)

Article 32 The Board Meetings shall be convened by the Chair twice a fiscal year.

32-2 Regardless of the provision in the preceding Paragraph, the Extra Board Meetings may be convened when such need is approved by the Chair.

32-3 The Vice-Chair shall convene the Board Meetings in case that the Chair is absent or has an

accident.

32-4 Regardless of the provisions in the three preceding Paragraphs, the Board meetings may be held without the procedure of convocation when all members of the Board of Directors and all Auditor-Secretaries agree.

32-5 The chairperson of the Board Meetings shall be the Chair.

(Resolutions)

Article 33 The resolution of the Board of Directors shall be passed by a majority vote of the attendees of the Board Meeting with the attendance of the majority of the members of the Board of Directors with no special interest in the resolution.

33-2 In the event that the member of the Board of Directors proposed the matter to be decided at the Board meeting and all members of the Board of Directors eligible to vote on the resolution indicated the intention to agree with the proposal in writing or by electromagnetic record, it shall be considered that the Board of Directors adopted the proposal; provided, however, that the proposal shall not be adopted when at least one of the Auditor-Secretaries is against it.

(Minutes)

Article 34 The minutes of the board meetings shall be compiled as required by laws/regulations.

34-2 The minutes provided in the preceding Paragraph shall be signed and sealed by the representative members of the Board of Directors and the Auditor-Secretaries who attended the meeting.

Chapter 7 Property and Accounting

(Property)

Article 35 The property of this Association shall consist of the following;

- (1) The property inherited at the foundation of this Association from the Japanese Association of Zoos and Aquariums (unincorporated).
- (2) Initial fees and membership fees
- (3) Income from the projects
- (4) Income from the property
- (5) Gifts and donation, and
- (6) Any other incomes

(Classification of the Property)

Article 36 The property of this Association shall be divided into two, fundamental property and investing property.

36-2 The fundamental property shall consist of the property inherited at the foundation of this Association from the Japanese Association of Zoos and Aquariums (unincorporated) and the property to be added to the fundamental property in the future.

36-3 The investing property shall be any property other than the fundamental property.

36-4 The gift or donation with its use specified by the donator shall follow such intention.

(Management of the Property)

Article 37 The Property of this Association shall be managed by the Chair, and cash in the fundamental property shall be saved as secure investment securities and/or on deposit by the decision of the Board of Directors.

(Disposition of the Fundamental Property)

Article 38 The fundamental property should not be disposed nor pledged as collateral. However, the part of the property, but not all, may be disposed or pledged as collateral by the decision of the Board of Directors when this Association has an unavoidable reason in the execution of operations.

(Fiscal Year)

Article 39 The fiscal year of this Association shall start on April 1 of the year and end on March 31 of the following year.

(Project Plan and Income and Expenditure Budget)

Article 40 The project plan and the income and expenditure budget of this Association should be annually prepared by the Chair and decided by the Board of Directors, and submitted to the administrative agencies by the day before the fiscal year starts.

40-2 The project plan and the income and expenditure budget decided by the Board of Directors described in the preceding Paragraph should be reported to and approved by the General Assembly of the fiscal year.

40-3 The documents described in the Paragraph1 shall be kept at the main office by the end of the fiscal year as to be available for public inspection.

(Project Report and Financial Report)

Article 41 The project report and financial report of this Association should include the following documents prepared annually by the Chair after the fiscal year ends. These documents should be audited by the Auditor-Secretaries, and approved by the Board of Directors thereafter.

(1) Project report

(2) Supplementary schedule of the project report

(3) Balance sheet

(4) Profit and loss statement (statement of changes in net assets)

(5) Supplementary schedule of the balance sheet and the profit and loss statement

(6) List of property

41-2 Among the approved documents described in the preceding Paragraph, the documents of (1),

(3), and (6) should be submitted to the General Assembly. The content of the document of (1) should be reported to and the other two documents should be approved at the Assembly.

41-3 The financial documents described in the Paragraph 1 should be annually submitted to the administrative agencies within the first three months of the fiscal year.

41-4 Besides the documents in Paragraph 1, the following documents shall be kept at the main office for five years as to be available for public inspection. The Articles of Incorporation and the membership list also shall be kept at the main office as to be available for public inspection.

(1) Audit report

(2) List of the members of the Board of Directors and the Auditor-Secretaries

(3) The document with the payment guideline for the members of the Board of Directors and the Auditor-Secretaries, and

(4) The documents summarizing the status of the organizational operation and the business activities and providing the major figures regarding such status

(New Duties and Rights)

Article 42 The acceptance of new duties and the waiver of rights in the Association finance, except as provided in the exceptional clause of the Article 38 and the income and expenditure budget, should be decided by the resolution of the Board of Directors and the General Assembly. Borrowings, except for the temporary borrowings to be redeemed with income within the account year, also should be approved by the resolution of over two-thirds of each of the Board members and the full members.

(Calculation of the Amount of the Acquired Property Balance for the Public Interest)

Article 43 The Chair shall annually calculate the amount of the acquired property balance for the public interest as of the last day of the fiscal year concerned, in accordance with the provision in Article 48 of the Ordinance for Enforcement of the Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations, and state the amount in the document provided in Item 4, Paragraph 4, Article 42 of the Articles of Incorporation.

Chapter 8 Amendment of the Articles of Incorporation and Dissolution of the Association

(Amendment of the Articles of Incorporation)

Article 44 The Articles of Incorporation may be amended by the resolution of the General Assembly.

44-2. When the Articles were amended as provided in the preceding Paragraph, it should be promptly reported to the administrative agencies and the procedure for the approval of the amendment should be went through as necessary.

(Dissolution of the Association)

Article 45 This Association shall be dissolved by the resolution of the General Assembly and by any other reasons provided by laws/regulations.

(Donation Associated with the Nullification of Authorization of the Public Interest Incorporated Association)

Article 46 When this Association received the nullification of authorization of the public interest incorporated association or ceases to exist due to merger, except when the corporation assuming the Association's rights and duties is a public interest incorporated association, the property equivalent to the amount of the acquired property balance for the public interest shall be donate to the corporation, the national government, or the local government provided in Item 17, Article 5 of the Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations within one month of the nullification or the merger. Such donation should be decided by the resolution of the General Assembly.

(Attribution of Residual Property)

Article 47 The residual property resulting from the dissolution of this Association and any other events shall be donated to the corporation, the national government, or the local government provided in Item 17, Article 5 of the Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations. Such donation should be decided by the resolution of the General Assembly.

Chapter 9 Means of Public Notice

(Means of Public Notices)

Article 48 The public notices of this Association shall be given electronically.

Chapter 10 Auxiliary Provisions

(Secretariat)

Article 49 This Association shall have the Secretariat.

49-2 This Association shall assign staffs to the Secretariat.

49-3 The Chair shall appoint and remove the staffs. However, the Secretary-General shall be appointed and removed by the Chair with approval of the Board of Directors.

49-4 The Chair shall decide on the necessary matters relating to the composition and operation of the Secretariat by the resolution of the Board of Directors.

(Detailed Regulations)

Article 50 The Detailed Regulations on the Implementation of the Articles of Incorporation shall

be separately provided by the resolution of the General Assembly.

Supplementary Provisions

1. The Articles of Incorporation shall be enforced starting on the date of the registration of the establishment of the public interest corporation provided in Paragraph 1, Article 106 of The Act on Arrangement of Relevant Acts Incidental to Enforcement of the Act on General Incorporated Associations and General Incorporated Foundations and the Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations.
2. When this Association registers the dissolution of the special private corporation and the establishment of the public interest corporation provided in Paragraph 1, Article 106 of the Act on Arrangement of Relevant Acts Incidental to Enforcement of the Act on General Incorporated Associations and General Incorporated Foundations and the Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations, regardless of the provision in Article 39, the day before the day of the registration of dissolution shall be the last day of the fiscal year and the day of the registration of establishment shall be the first day of the fiscal year.

(Supplementary Provisions)

The Articles of Incorporation to be partially amended in fiscal 2011 shall be enforced on May 23, 2012.

Partial amendment: May 26, 2016