



TOKYO AMERICAN CLUB

一般社団法人 東京アメリカンクラブ

ARTICLES OF ASSOCIATION

As of November 15, 2022

TOKYO AMERICAN CLUB

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Chapter I: General Provisions

Article 1 Name

The name of the Association shall be the Tokyo American Club (in Japanese, *ippan shadan hojin* Tokyo American Club or 一般社団法人 東京アメリカンクラブ) (hereinafter, the “Club”).

Article 2 Office Location

The principal office of the Club shall be located at 2-1-2 Azabudai, Minato-ku, Tokyo.

Article 3 General Rules

1. The Club shall establish General Rules pursuant to these Articles of Association and with regard to matters that are necessary to implement these Articles of Association.
2. The General Rules shall be adopted, amended or abolished by a resolution of the Board of Governors, except as provided in Articles 48 and 49.

Chapter II: Purpose and Activities

Article 4 Purposes

The purposes of the Club are, among other lawful objects, to improve international relations, especially between the United States and Japan, and to promote the interchange of culture among countries.

Article 5 Business Activities

1. The Club shall engage in the following activities to accomplish the purposes set forth in Article 4.
 - (1) Own, operate, and provide buildings and other facilities for and promote social activities, entertainment, recreation, exercise, and cultural and intellectual pursuits.
 - (2) Any other activities necessary to achieve the purposes of the Club.
2. The Business Activities described in Article 5.1 shall be performed in Tokyo.

Chapter III: Club Members

Article 6 Composition of the Club

The Club shall be composed of individuals that support the activities of the Club and have become Club Members (*kai-in*) pursuant to the provisions set forth in this Chapter.

Article 7 Club Members

1. The Club shall have the following classes of Club Members as defined in the General Rules:

- (1) Resident Regular Members
- (2) Company Regular Members
- (3) Term Regular Members
- (4) Family Members
- (5) Adult Family Members
- (6) Special Members
- (7) Honorary Members
- (8) Life Members
- (9) Senior Members
- (10) Junior Members
- (11) Resident Satellite Club Members
- (12) Company Satellite Club Members

2. Of the Club Member classes set forth in Article 7.1, only "Resident Regular Members", "Company Regular Members", "Term Regular Members" (collectively, "Regular Members") and Designated Spouses as defined in Article 13.8, shall be qualified to become a Voting Member (*sha-in*) as described in the Act on General Incorporated Associations and General Incorporated Foundations.

3. Matters with respect to Club Members shall, in addition to these Articles of Association, be set forth in the General Rules.

4. No Club Member shall, except as may otherwise be provided for herein, be deprived of his/her status as a Club Member by any amendment to these Articles of Association when such Club Member status was properly acquired prior to such amendment.

Article 8 Joining the Club

1. An individual who has joined this Club pursuant to the provisions set forth in this Article shall acquire the status of a Club Member.

2. An individual who desires to become a Club Member shall submit an application to the Club, satisfy the requirements and procedures for obtaining the status of Club Member, and obtain the approval of the Board of Governors, all as set forth in the General Rules.

Article 9 Expenses, Etc.

Club Members shall bear the obligation of paying fees, dues, deposits and assessments as set forth in the Appendix attached separately to the General Rules.

Article 10 Maintenance of Status as Club Member

The status of Club Member shall be, and can be, maintained only by full and timely payment of dues and accounts and the fulfillment of all other obligations relative thereto and compliance with other conditions as set forth in these Articles of Association or the General Rules.

Article 11 Resignation

1. Any Club Member may resign from the Club at any time, provided that said Club Member (a) is a Club Member in good standing at the time of resignation, (b) notifies the Secretary in writing at least thirty (30) days prior to the effective date of the resignation, and (c) pays all dues and charges up to and including the month in which the resignation becomes effective.
2. Notwithstanding the preceding paragraph, a Club Member shall be deemed to have resigned from the Club due to any of the following reasons:
 - (1) Death
 - (2) Transfer of membership
 - (3) Failure to pay account in full by the last day of the month of suspension for delinquency. The Member shall be informed of delinquency procedures in accordance with General Rules Section 27 Delinquency: Notice of delinquency in writing by the Treasurer for failure to pay indebtedness by the last day of the month of issuance of any statement from the Club; posting of the name of the Club Member together with the amount due to the Club on the Club's Official Bulletin Board if payment is not received by the last day of the month of issuance of the notice of delinquency (posting may be waived by the Treasurer with sufficient reason i.e., incapacitation due to illness, family emergency etc.); suspension of Membership privileges if indebtedness is not paid by the last day of the month of posting on the Club's Official Bulletin Board.
3. Upon resignation, the Club Member loses his/her status of a Club Member.
4. Other matters pertaining to the resignation and procedures for collection on unpaid accounts of a Club Member shall be set forth as necessary in the General Rules.

Article 12 Suspension and Expulsion

1. The Club shall be able to suspend or expel a Club Member in any one of the following cases, based upon a resolution of the Board of Governors:
 - (1) nonpayment of debts to the Club for ninety (90) days or more
 - (2) violation of any provision of these Articles, the General Rules or other Club regulations
 - (3) commission of a felony or other serious violation of law
 - (4) other acts and activities deemed harmful or prejudicial to the Club
 - (5) other actions deemed detrimental to the best interests or reputation of the Club
2. Procedures related to expulsion, suspension and other disciplinary issues shall be as set forth in the General Rules.

Chapter IV: Voting Members

Article 13 Voting Members

1. A Voting Member (*sha-in*) shall be a Regular Member or a Designated Spouse who has obtained and currently holds the status of a Voting Member based upon these Articles of Association.
2. A Regular Member can obtain the status of Voting Member by choosing, upon becoming a Regular Member, to register with the Club (pursuant to procedures set forth in the General Rules) as a Voting Member in order to participate actively in the Club's governance, which shall include in particular, a desire and commitment to exercise the right and privilege to vote at General Meetings.
3. A Regular Member who does not choose to become a Voting Member upon becoming a Regular Member nevertheless shall be able to later elect to become a Voting Member pursuant to procedures set forth in the General Rules, provided that such Regular Member has not obtained and then lost the status of Voting Member within the immediately preceding 13 month period.
4. A Voting Member shall lose the status of Voting Member in any of the following cases:
 - (1) Such Voting Member fails to exercise the right to vote at a General Meeting, either in person, by electronic means or by proxy, notwithstanding having been notified of the General Meeting and having been provided the opportunity to exercise the right to vote; or
 - (2) Such Voting Member loses the status of Regular Member except in cases of expulsion pursuant to Article 12.1.
5. A Voting Member who has lost the status of Voting Member shall not be permitted to apply to become a Voting Member again for a period of thirteen (13) months.
6. Subject to the provisions of these Articles of Association, the detailed procedures and documentation required to become a Voting Member shall be determined by the Board of Governors.
7. Subject to the provisions of these Articles of Association, the detailed procedures and documentation in connection with the loss of status as a Voting Member shall be determined by the Board of Governors.
8. A Regular Member who has been in good standing for one (1) year and otherwise satisfies the requirements of this Article 13 may elect, in lieu of becoming or continuing to be a Voting Member himself or herself, to designate his/her spouse to become a Voting Member pursuant to this Article 13 ("Designated Spouse"), provided that (i) such spouse shall, for this purpose only, be deemed to be a Regular Member during such period as he/she has the status of Designated Spouse and (ii) shall satisfy the requirements of this Article 13. A Regular Member who designates his/her spouse as a Designated Spouse shall not have the right to again become a Voting Member, unless the Designated Spouse resigns as a Voting Member.

Article 14 Voting Member List

A Voting Member List (meaning a voting member list prepared by the Club in accordance with the provisions of the Act Concerning General Incorporated Associations and General Incorporated Foundations) shall be prepared using paper records or electronic records as set forth in the General Rules.

Chapter V: General Meetings

Article 15 Annual General Meetings and Extraordinary General Meetings

1. General Meetings of Voting Members of the Club shall consist of Annual General Meetings to be held once annually during November or December and Extraordinary General Meetings to be held whenever necessary.
2. Voting Members and Club Members who are not Voting Members may attend a General Meeting of the Club; provided, however, that only Voting Members shall have the right to vote at a General Meeting.

Article 16 Authority

A General Meeting shall resolve the following matters.

- (1) Election or dismissal of Governors
- (2) Selection or dismissal of Statutory Auditors and External Auditor
- (3) Approval of balance sheets, income statements, and cash-flow statements
- (4) Operating budget for the next fiscal year
- (5) Amendments to these Articles of Association
- (6) Amendments to the General Rules as required by these Articles of Association
- (7) Dissolution and the disposition of residual assets
- (8) Disposition of significant assets
- (9) Expulsion of a Voting Member
- (10) Amendments to membership dues or assessments of the Club contained in the Appendix to the General Rules
- (11) Other matters to be resolved by a General Meeting as provided by law or these Articles of Association

Article 17 Convocation

1. Except as otherwise provided by law, General Meetings shall be convened by the Representative Governor following a resolution of the Board of Governors.
2. Notice of convocation of a General Meeting shall be provided to each Voting Member at least fourteen (14) days prior to the meeting.
3. Notwithstanding the provisions of Article 17.2, a General Meeting may take place without following the convening procedures if all Voting Members have given their consent.

4. Ten percent (10%) or more of the Voting Members stating the purpose thereof may request the Representative Governor to convene an Extraordinary General Meeting to be held within 40 days of the Board of Governors receiving such request.

5. In the event of a request for convocation pursuant to the provisions of Article 17.4, the Board of Governors shall call an Extraordinary General Meeting to be held within 40 days from receipt of such request.

6. All matters not provided for in these Articles of Association with respect to the formalities for convening and conducting General Meetings and the method of adopting resolutions and conducting elections shall be set forth in the General Rules.

Article 18 Chairperson

The chairperson at a General Meeting shall be the Representative Governor. In the event he/she is not available, a Vice-President, or if no Vice-President is available, another member of the Board of Governors designated by the Board of Governors shall preside.

Article 19 Voting

1. Each Voting Member shall have one vote at a General Meeting.

2. Voting Members shall have the right to exercise a vote at a General Meeting in person, by electronic means (including Internet voting) for advance voting, or by proxy given to another Voting Member.

3. In the event of a vote by proxy pursuant to Article 19.2, the Voting Member granting the proxy or the Voting Member holding the proxy shall submit to the Club a document evidencing the authority of proxy, pursuant to procedures set forth in the General Rules.

4. A Voting Member holding a proxy must declare their presence to the Tellers at the General Meeting during the first 15 minutes of the meeting to cast the proxy vote.

5. A separate grant of authority of proxy pursuant to Article 19.2 is required for each General Meeting.

Article 20 Method of Resolutions

1. Unless otherwise provided under law or in these Articles of Association, resolutions of a General Meeting shall be adopted by a vote of a majority of the Voting Members in attendance exercising a majority of the votes of the Voting Members.

2. Notwithstanding the provisions of Article 20.1 above, resolutions in respect of the following matters shall be adopted by a two-thirds vote of the Voting Members exercising a majority of the votes of the Voting Members.

- (1) Expulsion of Voting Members
- (2) Dismissal of Statutory Auditors
- (3) Amendments to Articles of Association
- (4) Dissolution

- (5) Disposition of principal assets of the Club, which consists of land and principal buildings
- (6) Other matters as provided by law

3. A resolution described in Article 20.2 (4) or (5) above shall, in addition to the requirements set forth in Article 20.2, require the affirmative vote of eight-tenths (80%) of the Voting Members who are citizens of the United States.

4. A resolution described in Article 20.2(3), excluding amendments to Article 20.2(4) and Article 20.2(5) shall, in addition to the requirements set forth in Article 20.2, require the affirmative vote of two-thirds of the Voting Members who are citizens of the United States.

5. Resolutions to amend Article 20.3 shall require the affirmative vote of eight-tenths (80%) of the Voting Members who are citizens of the United States.

6. With respect to resolutions for proposals for the election of Governors and Statutory Auditors, a resolution pursuant to Article 20.1 must be made for each candidate. In the event that the number of candidates for the positions of Governor in each category and Statutory Auditors exceeds the limit per category as set forth in Article 22 and 23, positions shall be filled from among the candidates receiving a majority support in the order of number of votes received within each category until each limit per category is reached.

Article 21 General Meeting Minutes

- 1. As provided by law, minutes of the General Meeting shall be prepared.
- 2. The chairperson of a General Meeting and the Secretary shall sign their names and/or affix their seals to the minutes.

Chapter VI: Officers and External Auditor

Article 22 Elected Officers and External Auditor

The Club shall have the following officers and External Auditor (hereafter “Officers”), each of whom shall be elected by a resolution of a General Meeting:

- | | |
|------------------------|---|
| (1) Governors | Three (3) or more and up to fourteen (14) |
| (2) Statutory Auditors | Up to two (2) |
| (3) External Auditor | One (1) |

Article 23 Qualification of Governors

1. Governors shall have been a Voting Member for at least one (1) year immediately prior to assuming office, and shall lose the status of Governor in the event a Governor (i.) loses or cancels Voting Member status, or (ii.) resigns from the Club, or is suspended, expelled or deemed resigned from the Club.

2. A Member who has served four full-year terms as Representative Governor (to include as President) shall be ineligible to stand in the election of Governors.

3. The maximum number of Governors shall be nine (9) citizens of the United States of America, two (2) Japanese nationals, two (2) persons of other nationality and one (1) representative of the Connections group.

Article 24 Duties and Authority of Governors

The Governors shall form the Board of Governors and shall have such authority and shall execute their respective duties, as provided by law and by these Articles of Association or the General Rules.

Article 25 Duties and Authority of Statutory Auditors

1. The Statutory Auditors shall audit the execution of the duties of the Governors and prepare an audit report as provided by law.

2. The Statutory Auditors may, at any time, request activity reports from the Governors and investigate the operations and financial status of the Club.

Article 26 Duties and Authority of External Auditor

1. The External Auditor as provided by law shall audit the balance sheet, income statement of the Club, as well as any supplementary schedules thereof, and cash flow statements, and shall prepare an audit report.

2. The External Auditor may at any time review and make copies of the following or request accounting related information from Governors and management of the Club.

(1) If a book of accounts or related materials have been created in writing, then the applicable documents.

(2) If a book of accounts or related materials have been created in electronic format, records to be disclosed as provided by law of the applicable electronic records.

Article 27 Term of Office

1. Every other year, five (5) citizens of the United States of America, one (1) Japanese national and one (1) person of any other nationality may be elected as Governors for a two-year term. Every following year, four (4) citizens of the United States of America, one (1) Japanese national, one (1) person of any other nationality and one (1) representative of the Connections group may be elected as Governors for a two-year term. In the event that an election fails to fill all available positions, or a position is vacated mid-term, additional Governors may be elected at a subsequent General Meeting to fill vacant positions in accordance with Article 27.5.

2. The term of office of Governors shall be until the close of the Annual General Meeting held in respect of the business year that ended within two (2) years from the date of election to office, up to a maximum of three (3) consecutive terms.

3. The term of office of Statutory Auditors shall be until the close of the Annual General Meeting held in respect of the business year that ended within two (2) years from the date of appointment of office, up to a maximum of three (3) consecutive terms.

4. After the term limits set forth in Articles 27.2 and 27.3 are reached, at least one (1) year must pass before a Governor or Statutory Auditor can seek re-election or reappointment.

5. The term of office of Governors or Statutory Auditors elected to fill a vacancy, either due to non-election or resignation, shall be until the end of the term of the vacant position. An appointment to fill a vacancy shall not be taken into account in determining term limits.

6. In the event of a shortfall in the number of Governors or Statutory Auditors as prescribed in Article 22, Governors or Statutory Auditors who retired from office due to an expiration of his/her term of office or resignation shall continue to assume the rights and obligation of the office until a new person is elected.

7. The term of office of the External Auditor shall be until the close of the General Meeting of Members held in respect of the business year that ended within one (1) year from the date of appointment of office. Provided, however that if there are no resolutions to the contrary at a General Meeting thereof, the External Auditor shall be deemed to have been re-appointed.

Article 28 Dismissal of Governors, Statutory Auditors and External Auditor

1. Governors, Statutory Auditors, and External Auditor may be dismissed by resolution of a General Meeting.

2. A Statutory Auditor may with the approval of all Statutory Auditors of the Club, dismiss the External Auditor upon any of the following.

- (1) Acting in violation of obligations of duty or failing to perform duties in a timely manner
- (2) Acting in a manner inappropriate of an External Auditor
- (3) Mental incapacity resulting in a hindrance in the execution of tasks or otherwise incapable of performing the task.

3. In case of a dismissal under Article 28.2, the Statutory Auditors shall report the dismissal and the reason for dismissal at the first convocation of a General Meeting after the dismissal.

Article 29 Remuneration

1. Governors and Statutory Auditors shall receive no remuneration.

2. The remuneration and other consideration of the External Auditor shall be determined through an agreement of a majority of the Statutory Auditors and approved by the Board of Governors.

Article 30 Executive Governors

1. The Club shall have the following executive governors to be appointed by the Board of Governors from among its members:

- (1) Representative Governor
- (2) Vice Presidents One (1) or more up to three (3)

2. Representative Governor (President). The Board of Governors shall appoint one of its members to be Representative Governor, who shall perform the tasks and duties of a representative governor as set forth in the law and these Articles of Association, including the execution of the operations of the Club subject to the instructions of the Board of Governors and in accordance with the General Rules. The Representative Governor may also be known as the "President."

3. A Governor may not serve as Representative Governor for more than four, one-year terms during his/her total years as a Governor. For this purpose only, a one-year term is defined as starting from election to the position of Representative Governor and ending at the close of the next Annual General Meeting, or earlier pursuant to Article 16, Article 28.1 or Article 33.1.

4. Vice Presidents. A Vice-President shall support the Representative Governor in performing his/her duties as set forth in these Articles of Association and the General Rules.

Article 31 Liability Limitations

An exemption from liability for Officers as set forth in Article 111.1 of the Act on General Incorporated Associations and General Incorporated Foundations, may be given pursuant to Article 114.1 of the same Act, by a resolution of the Board of Governors, to the extent of the amount obtained by subtracting the minimum liability amount from the amount for which they are liable.

Chapter VII: Board of Governors

Article 32 Board of Governors

1. The Club shall establish a Board of Governors.
2. The Board of Governors shall consist of all Governors.

Article 33 Authority of Board of Governors

1. The Board of Governors shall have the following duties.
 - (1) Appointment and dismissal of the Representative Governor and Vice-Presidents
 - (2) Appointment and dismissal of the Secretary and Treasurer
 - (3) Deciding the policy for the execution of the operations of the Club
 - (4) Supervising the execution of the duties by individual Governors
 - (5) Deciding and supervising the payment of loans in accordance with loan agreements. An eight-tenths (80%) majority vote of the Board of Governors is required to resolve to skip, to pay less than the full amount of, or to make advance payment.
 - (6) Deciding the sufficient funding of the building maintenance reserve and approving the use of the reserve funds for medium- and high-priority (see appendix for details), long-term building projects and equipment maintenance and end-of-life replacement. In the case of an emergency or disaster where emergency repairs are required, the Board may authorize the use of this reserve to fund such repairs or the deductible amount for insurance claims covering such emergencies or disasters.

(7) Such other duties as are set forth in the law, these Articles of Association or the General Rules

2. In appointing the Representative Governor pursuant to Article 33.1, the Board of Governors shall select a person who is a citizen of the United States and a resident of Japan. Furthermore, a Governor shall be limited to four, one-year terms as Representative Governor and may not be appointed for any additional period as Representative Governor.

Article 34 Convocation

1. Meetings of the Board of Governors shall be convened by the Representative Governor on a regular basis, with a minimum number of meetings per year as required by law.

2. When the position of Representative Governor is vacant or the Representative Governor is unable to convene a meeting of the Board of Governors, any other Governor shall be able to convene the meeting.

3. At least three (3) days notice shall be given to Members of the Board of Governors of all Board meetings. This period may be shortened, however, in case of emergency if all Board Members agree, provided that in such case resolutions shall be passed only with the affirmative vote of a majority of all Board Members.

Article 35 Resolutions

1. Resolutions of the Board of Governors (except for resolutions at a meeting convened according to the provisions of Article 34.3) shall be adopted by a majority vote of Governors where a majority of the Governors are in attendance, excluding any Governors with a special interest in the resolution, and in the event of a tie, the chairman of the meeting shall have the deciding vote.

2. In consideration of the provisions of Article 35.1 above, the chairman of the meeting may not exercise his/her vote as Governor.

Article 36 Board Minutes

1. As provided by law, minutes shall be prepared to memorialize the proceedings of a meeting of the Board of Governors.

2. The Representative Governor, the Secretary and Statutory Auditors present at the meeting shall sign and/or affix their seals to the minutes described in Article 36.1 above.

Chapter VIII: Other Management

Article 37 Secretary

The Club shall have a Secretary. The Secretary shall keep records of all General Meetings of the Club and meetings of the Board of Governors and perform such other duties and exercise such other powers as may be provided for in the General Rules or authorized or directed by the Board of Governors.

Article 38 Treasurer

The Club shall have a Treasurer. The Treasurer shall, under the general direction and authority of the Board of Governors, be responsible for overseeing asset management, reviewing budgets and submitting financial reports to the Board of Governors and Club Members as may be required and shall perform such other duties and exercise such other powers as may be provided for in the General Rules or be authorized or directed by the Board of Governors.

Article 39 Honorary President

1. The Club shall have an Honorary President who shall be the Ambassador of the United States of America to Japan and who, upon election by the Board of Governors and his/her acceptance, shall be installed at a meeting of the Club.
2. The Ambassador shall hold the Honorary Presidency during his/her term as Ambassador to Japan.
3. The Honorary President shall have the following duties:
 - (1) Provide advice to the Representative Governor of the Club when necessary
 - (2) Offer opinions for reference with respect to matters being deliberated by the Board of Governors

Article 40 General Manager

The Club shall employ a General Manager who shall be selected and appointed by the Board of Governors and whose basic duties shall be as set forth in the General Rules and whose remuneration and other terms of employment shall be determined by the Board of Governors.

Article 41 Committees

1. To facilitate smooth operations, the Club shall have the following standing Committees: Executive Committee, House Committee, Finance Committee, and Membership Committee. The Club shall also have a Nominating Committee whose Chairperson shall be appointed by the Board of Governors. The Board of Governors shall solicit suggestions for the Chairperson of the Nominating Committee as it considers appropriate and may seek advice from current, outgoing or recent past Representative Governors and/or Nominating Committee Chairpersons.
2. The Club may have additional standing and special committees as set forth in the General Rules or as otherwise determined by the Board of Governors. All Committees, both Standing and Special, shall report to the Board of Governors. The Chairpersons of all standing committees, with the exception of the Nominating Committee, shall be appointed by the President, subject to approval by the Board of Governors, at the beginning of each calendar year or as vacancies arise, as provided for elsewhere in these Articles and in the General Rules.
3. The duties and responsibilities of Standing Committees shall be provided for in the General Rules.

Article 42 Connections Group

1. There shall be a Connections group which shall be an integral part of the Club and it shall have as its object the furtherance of the objects of the Club within the framework of policy established by the Board of Governors.
2. The Connections group shall elect its own officers, including a Connections President. The Connections President must be a Regular Member or a Designated Spouse and also shall be a Voting Member.
3. The Connections group shall have its own financial accounts. Assets held by the Connections group shall be considered to be assets of the Club and its accounts shall be subject to audit by the External Auditor. Cash generated by the Connections group shall be utilized only in accordance with its objectives, subject to the oversight of the Board of Governors.
4. Only a Club Member may be a member of the Connections group.

Chapter IX: Assets and Accounts

Article 43 Fiscal Year

The fiscal year of the Club shall commence on October 1 of each year and end on September 30.

Article 44 Business Plan and Financial Projections

1. The Representative Governor shall prepare a business plan, budget and documents estimating expected borrowing and infrastructure investment of the Club prior to the start date of each business year and must receive approval of the Board of Governors. The same shall be the case in the event of an amendment to the above.
2. The documents set forth in Article 44.1 above must be kept at the principal business office of the Club until the end of the business year thereof.

Article 45 Business Reports and Financial Reports

1. With respect to the business reports and financial reports of the Club, the Representative Governor must prepare the following documents, and receive approval of the Board of Governors, following an audit of the documents by the Statutory Auditors and an audit of items (3) to (6) below by the External Auditor following the conclusion of each business year.

- (1) Business report
- (2) Supplementary schedules of the business report
- (3) Balance sheet
- (4) Income statement
- (5) Supplementary schedules of the balance sheet and income statement
- (6) Cash flow statement
- (7) Building maintenance reserve report

2. The documents that were approved pursuant to the provisions of Article 45.1 above shall be reported at the Annual General Meeting. Provided, however, when the provisions of Article 48 of the “Ordinance for Enforcement of Act Concerning General Incorporated Associations and General Incorporated Foundations” are not applicable, with the exception of item 1, instead of just reporting to the Annual General Meeting, approval of the Annual General Meeting must be received.

3. In addition to the documents set forth in Article 45.1, the following documents shall be kept at the principal office of the Club for five (5) years, and the Articles of Association and Voting Member List shall also be kept at the principal office of the Club.

- (1) Audit report
- (2) External audit report

Chapter X: Return of Residual Assets, Etc.

Article 46 Return of Residual Assets

In the event that the Club liquidates, its residual assets shall be donated to an entity listed in Article 5.17 of the “Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations” or a national or local government organization in accordance with a resolution of a General Meeting.

Article 47 Dividends

The Club shall not distribute surplus assets.

Chapter XI: Amendments, Etc. to General Rules

Article 48 Amendments to General Rules

Amendments to the General Rules concerning the following shall require a resolution at a General Meeting:

- (1) Article 7 (Club Members)
- (2) Article 8 (Joining the Club)
- (3) Article 9 (Expenses, Etc.) relating to dues and assessments
- (4) Article 10 (Maintenance of Status as Club Member)
- (5) Article 12 (Suspension and Expulsion)
- (6) Article 17.6 (Convocation)
- (7) Article 24 (Duties and Authority of Governors)
- (8) Article 33 (Authority of Board of Governors)

Article 49 Abolishment of General Rules

Abolishment of the General Rules shall require a resolution at a General Meeting.

Chapter XII: Method of Public Notice

Article 50 Method of Public Notices

1. Public notices of the Club shall be made by electronic announcement through the Club's website.
2. In the event that electronic announcement pursuant to Article 50.1 can not be performed due to an accident or other unavoidable reason, public announcement shall be made in the Official Gazette.

Chapter XIII: Supplementary Provisions

Article 51 Procedures for Amendment to General Rules

The Representative Governor must provide written notice of any proposed changes to the General Rules, along with the text of the proposed changes, to the members of the Board of Governors, at least seven (7) days in advance of a Board of Governors meeting.

Article 52 Indemnification

The Club shall hold harmless and indemnify the Governors, Statutory Auditors, and the General Manager against any claims or legal actions which may be brought against them jointly or severally in connection with their Club responsibilities and to pay or reimburse them for all reasonable costs and expenses incurred in defending same provided, however, that this shall not apply if said Governor, Statutory Auditor, or General Manager is convicted as a result of such legal actions of intentional violations of the law.

Additional Provisions

Article 1 Non-Resident Members and Overseas Members

1. Club Members who have formerly acquired the status of Non-Resident Regular Member prior to the date of registration as a General Incorporated Association or Foundation as set forth in Article 121.1 of the "Act Concerning Laws Relating to the Enforcement of the Act Concerning General Incorporated Associations and General Incorporated Foundations and the Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations," as applied mutatis mutandis by replacing the relevant terms under Article 106.1 of the same Act and have maintained that status, shall be qualified to become a Voting Member (*sha-in*) as described in the Act on General Incorporated Associations and General Incorporated Foundations and have all the rights and obligations of a Club Member of the Club, and shall be subject to the provisions of these Articles of Association and the General Rules.

2. Club Members who have formerly acquired the status of Overseas Member prior to the date of registration as a General Incorporated Association or Foundation as set forth in Article 121.1 of the “Act Concerning Laws Relating to the Enforcement of the Act Concerning General Incorporated Associations and General Incorporated Foundations and the Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations,” as applied mutatis mutandis by replacing the relevant terms under Article 106.1 of the same Act and have maintained that status shall have all the rights and obligations of a Club Member of the Club, and shall be subject to the provisions of these Articles of Association and the General Rules.

Article 2 Officers, Etc. at Time of Establishment

The Representative Governor and External Auditor at the time of establishment shall be as follows:

Representative Governor: Lance E. Lee
External Auditor: Yusei Audit and Company

Article 3 Effective Date and Date of Establishment

These Articles of Association shall become effective from the date of registration as a General Incorporated Association or Foundation as set forth in Article 121.1 of the “Act Concerning Laws Relating to the Enforcement of the Act Concerning General Incorporated Associations and General Incorporated Foundations and the Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations,” as applied mutatis mutandis by replacing the relevant terms under Article 106.1 of the same Act.

Article 4 Initial Fiscal Year

Notwithstanding the provisions of Article 43, the day prior to dissolution as a Transitory Civil Code Corporation shall be the final day of the current business year, and the date of registration as a General Incorporated Association or Foundation shall be start of the new business year pursuant to the provisions of Article 121.1 of the “Act Concerning Laws Relating to the Enforcement of the Act Concerning General Incorporated Associations and General Incorporated Foundations and the Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations,” as applied mutatis mutandis by replacing the relevant terms under Article 106.1 of the same Act.

Appendix

Use of Building Maintenance Reserve

Medium- and high-priority long-term building projects, equipment maintenance and end-of-life replacements include, but are not limited to, the replacement of Club operation-sustaining equipment and facilities nearing the end of their useful life and/or the maintenance of equipment and facilities to ensure Club operations are not interrupted, Member satisfaction is not negatively impacted, or employee and/or Member safety and health is not put at risk.

Project priority definitions:

High: Replace as scheduled to avoid equipment failure, disruption to Club operations and/or possible injury.

Medium: Preferable to replace as scheduled to avoid partial equipment failure and possible disruption to Club operations.

Low: Equipment failure and disruption to Club operations are unlikely and equipment can be managed with periodic maintenance.

-End