

Articles of Association of PMI Japan Chapter

Chapter 1 General Provisions

(Name)

Article 1

The Corporation shall be called PMI Japan Chapter.

(Purpose and Lines of Business)

Article 2

The Corporation shall engage in the following businesses, with a shared goal of contributing to sustainable development of the society by serving as the information hub for the world standard project management on behalf of its Chapter Members and assisting them in expanding their capabilities to utilize project management knowledge and skills:

1. Collection and supply of project management information;
2. Research and study of project management techniques;
3. Enhancement and dissemination of project management skills;
4. Education and training related to project management;
5. Dissemination and expansion of project management functions;
6. Support for practical project management activities;
7. Support for PMI headquarters' activities;
8. Facilitation of integration with other management methods; and
9. Any and all businesses incidental or related to any of the foregoing businesses.

(Principles as Non-profit Type Corporation)

Article 3

The Corporation shall be the corporation strictly of a non-profit nature which fall under Article 2, paragraph 9-2, item A of the Corporation Tax Act.

(Location of Principal Office)

Article 4

The Corporation shall have its principal office at Chuo-ku, Tokyo.

(Method of Public Notice)

Article 5

Public notices of the Corporation shall be given by electronic public notice.

(2) When the electronic public notice is unable to be given because of accident or unavoidable reason, public notices of the Corporation is able to be given by government gazette.

Chapter 2 Funds

(Fund)

Article 6

The Corporation may recruit persons to contribute to funds.

(Provisions on Fund Contributor's Rights)

Article 7

No funds shall be returned until the dissolution of the Corporation.

(Procedures for Return of Funds)

Article 8

With respect to the return of funds, only the total amount of funds to be returned shall be determined by a resolution passed at the annual general meeting of Corporation Members. Any further specific matters relating to the return of refunds shall be determined by the Board of Directors.

Chapter 3 Corporation Members

(Provisions on Acquisition or Loss of Qualification as Corporation Members)

Article 9

Directors who are elected in accordance with the election procedures by the Chapter Members as separately prescribed shall be those qualified as Members of the Corporation.

(Names and Addresses of Corporation Members at Incorporation)

Article 10

Names and addresses of Corporation Members at Incorporation shall be listed in Appendix 1.

(Withdrawal)

Article 11

(1) A Corporation Member may at any time withdraw from the Corporation; provided,

however, that he/she shall notify the Corporation of his/her withdrawal in writing at least one (1) month in advance.

(2) In addition to the preceding paragraph, a Corporation Member shall withdraw from the Corporation on the following grounds:

1. Consent of all Corporation Members
2. His/her death or dissolution
3. Expulsion
4. Disqualification as a Director

(3) When a Corporation Member is exercising his/her statutory rights to sue the Corporation, he/she shall not withdraw from the Corporation due to the expiry of the term of office of a Director (as prescribed in item 4 of the preceding paragraph); provided, however, that the rights to sue as used herein shall be limited to those based on his/her capacity as a Corporation Member.

Chapter 4 General Meetings of Corporation Members

(General Meetings of Corporation Members)

Article 12

The Corporation shall convene an annual general meeting of Corporation Members within three (3) months after the end of each fiscal year and an extraordinary general meeting of Corporation Members as necessary. The chapter shall conduct the general meeting in-person and virtual.

The general meeting of Corporation Members shall be valid with the attendance of Corporation Members who hold majority of the voting rights of all Corporation Members.

(Voting Rights)

Article 13

Each Corporation Member shall have one (1) voting right.

(Convocation)

Article 14

(1) Unless otherwise prescribed in laws and regulations, a general meeting of Corporation Members shall be convened by the President in accordance with the resolution of the Board of Directors.

(2) If the President is unable to act, another Director in the order of priority predetermined by the Board of Directors shall act in his/her place.

(3) A convocation notice of a general meeting of Corporation Members shall be dispatched to each Corporation Member at least one (1) week prior to the date of the meeting; provided, however, that in case of urgency, this period may be shortened.

(4) With the consent of all Corporation Members, a general meeting of Corporation Members may be held without convocation procedures.

(Demand for Convocation by Corporation Members)

Article 15

A Corporation Member who holds one-fifths or more of the voting rights of all Corporation Members may demand the convocation of a general meeting of Corporation Members by submitting to the President a written document describing the item of agenda and the reason for convocation of the general meeting.

(Chairperson)

Article 16

(1) A general meeting of Corporation Members shall be chaired by the President.

(2) If the President is unable to act, another Director in the order of priority predetermined by the Board of Directors shall act in his/her place.

(Exercise of Voting Rights by Proxy)

Article 17

(1) A Corporation Member may exercise his/her voting right by proxy, who shall be another Corporation Member of the Corporation or a person approved by the President.

(2) In the case of the preceding paragraph, the relevant Member must submit a letter of proxy to the Corporation in advance for each general meeting.

(Method of Resolutions)

Article 18

Except as otherwise prescribed by laws and regulations or these Articles of Association, resolutions of a general meeting of Corporation Members shall be adopted by majority of votes of the Corporation Members present at the general meeting at which the Corporation Members holding majority of voting rights of all Corporation Members are present.

When the voting is tied and a second voting is still tied, the resolution of the meeting shall be discarded.

(Minutes)

Article 19

With respect to the agenda of a general meeting of Corporation Members, the minutes shall be prepared as prescribed by the applicable Ordinance of the Ministry of Justice, and the chairperson and two (2) or more of the Directors nominated by the Directors present at the meeting shall affix their names or seals thereto.

Chapter 5 Chapter Members

(Chapter Members)

Article 20

The Corporation shall accept Japan Chapter Members designated by PMI as its Members.

(Rights and Obligations of Chapter Members)

Article 21

(1) Matters relating to the rights and obligations of Chapter Members shall be as prescribed by PMI. Chapter Members may elect Corporation Members and Directors of the Corporation.

(2) Chapter Members shall have the authority to supervise officers which is usually granted by law to Corporation Members; provided, however, that such fact shall not mean that Chapter Members shall have voting rights at a general meeting of Corporation Members.

(Disclosure of Information to Chapter Members)

Article 22

Chapter Members shall have the right equivalent to the right to demand the disclosure of information held by the Corporation Members against the Corporation as prescribed in the Act on General Incorporated Associations and General Incorporated Foundations.

Chapter 6 Officers

(Number of Directors and Auditors)

Article 23

The Corporation shall have not more than twenty-four (24) Directors and not less than two (2) Auditors.

(Election of Directors and Auditors)

Article 24

(1) Persons elected by Chapter Members pursuant to the election procedures prescribed separately shall be elected as Directors of the Corporation at a general meeting of Corporation Members.

(2) Auditors of the Corporation shall be elected at a general meeting of Corporation Members.

(Restriction on Relatives of Directors)

Article 25

(1) With respect to each Director, the Director, his/her spouse and relatives of the Director within the third degree of kinship and persons having special relationship with the Director shall not amount to more than one third of the total number of Directors.

(2) Persons having special relationship with the Director referred to in the preceding paragraph shall mean:

- 1 a person who has not submitted a notification of marriage with the Director, but maintains a quasi-marriage status or similar relationship with the Director;
- 2 employee of the Director;
- 3 a person who is dependent on the money or any other property received from the Director, other than those specified in the preceding two items;
- 4 a spouse of those specified in the preceding two items; or
- 5 a relative of those specified in Item 1 to Item 3 above within third degree of kinship, whose living expenses are paid from the same resources.

(Term of Office of Directors and Auditors)

Article 26

(1) The term of office of a Director shall expire at the closing of the annual general meeting of Corporation Members held for the last business year within two (2) years from his/her election and that of an Auditor shall expire at the closing of the annual general meeting of Corporation Members held for the last business year within four (4) years from his/her election.

(2) The term of office of a Director elected as a substitute for the Director who was terminated before the expiration of his/her term or due to an increase in the number of Directors shall be the same as the remaining term of his/her predecessor or other Directors then in office.

(3) The term of office of an Auditor elected as a substitute for the Auditor who was terminated before the expiration of his/her term shall be the same as the remaining term of his/her predecessor.

(Representative Director)

Article 27

The Corporation shall have two (2) Representative Directors who shall be elected by the Board of Directors.

(2) The Corporation have one (1) President and more than one (1) Vice-Presidents who are elected from the Directors as a resolution of the Board of Directors.

(3) As mentioned in preceding section, one (1) President and one (1) Vice-Presidents elected from the Vice-Presidents as a resolution of the Board of Directors shall be Representative Directors prescribed by Act on General Incorporated Associations and General Incorporated Foundations.

(Board of Directors)

Article 28

(1) The Corporation shall have the Board of Directors composed of Directors, which shall determine the business execution. The Board of Directors shall be valid with majority of the attendance of the Directors.

(2) A meeting of the Board of Directors shall be chaired by the President.

(3) If the President is unable to act, another Director in the order of priority predetermined by the Board of Directors shall act in his/her place.

(4) Resolutions of a meeting of the Board of Directors shall be adopted by majority of votes of Directors present at the meeting at which majority of the Directors are present.

(Convocation of a Meeting of the Board of Directors)

Article 29

(1) A meeting of the Board of Directors shall be convened by the President.

(2) If the President is unable to act, another Director in the order of priority predetermined by the Board of Directors shall act in his/her place.

(3) A convocation notice of a meeting of the Board of Directors shall be dispatched to each Director and each Auditor at least three (3) days prior to the date of the meeting; provided, however, that in case of urgency, this period may be shortened.

(4) With the consent of all Directors and Auditors, a meeting of the Board of Directors may be held without convocation procedures.

(Omission of Resolution of the Board of Directors)

Article 30

If a Director makes a proposal with respect to a matter to be resolved at a meeting of the Board of Directors and all Directors (only those who are qualified to vote on that matter)

manifest their intention to agree to the proposal in writing or by electromagnetic records (except when an Auditor objects to the proposal), it shall be deemed that a resolution of the Board of Directors has been passed to approve the proposal.

(Minutes of Meeting of the Board of Directors)

Article 31

With respect to the agenda of a meeting of the Board of Directors, the minutes shall be prepared as prescribed by the applicable Ordinance of the Ministry of Justice, and the Representative Directors and Auditors present at the meeting shall affix their names or seals thereto.

(Remuneration and Retirement Allowances of Directors and Auditors)

Article 32

No remuneration or retirement allowances shall be paid to Directors or Auditors.

Chapter 7 Accounts

(Business Year)

Article 33

The business year of the Corporation shall be one (1) year from January 1 to December 31 of each year.

(Prohibition of Distribution of Surplus)

Article 34

In no event shall surplus of the Corporation be distributed.

(Ownership of Residual Assets)

Article 35

Any assets remaining after the dissolution (excluding dissolution due to a merger or bankruptcy) of the Corporation shall be vested in corporations as prescribed in Article 3, paragraph 1, Item 2 of the Ordinance for Enforcement of the Corporation Tax Act, the government or local public authorities, in accordance with the resolution of the general meeting of Corporation Members.

Chapter 8 Amendment of Articles of Association and Dissolution

(Amendment of Articles of Association)

Article 36

Any amendment of these Articles of Association must be approved by not less than two-thirds majority of the votes of all Corporation Members at a general meeting where not less than one-half of the total number of the Corporation Members are present.

(Dissolution)

Article 37

The Corporation shall be dissolved on any of the following grounds:

- (1) Resolution at a general meeting of Corporation Members;
- (2) Merger (limited to cases where the Corporation is extinguished as a result of the merger);
- (3) Attrition of Corporation Members;
- (4) Order of commencement of bankruptcy proceedings; or
- (5) Judicial decision ordering the dissolution

Chapter 9 Supplementary Provisions

(Bylaws, Rules and Regulations)

Article 38

In addition to these Articles of Association, the Corporation may separately establish bylaws and other rules and regulations by resolution of the Board of Directors.

(Matters not Provided for)

Article 39

Any matters not provided for herein shall be governed by the Act on General Incorporated Associations and General Incorporated Foundations, other applicable laws and regulations and bylaws and other rules and regulations specified in Article 38 hereof.

Appendix 1

(The following is the original of the Articles of Association for record purposes)

In order to incorporate Limited Liability Intermediary Corporation, PMI Tokyo Chapter, these Articles of Association have been prepared and all Corporation Members shall affix their names and seals hereto. The Corporation shall be formed through incorporation of PMI Tokyo

(Japan) Chapter.

February 18, 2005

22-4, Mihama 4-chome, Urayasu-shi, Chiba

Megumu Seo

15-18, Higashi-koshigaya 3-chome, Koshigaya-shi, Saitama

Tomio Aoki

17-1, Shichirigahama-higashi 3-chome, Kamakura-shi, Kanagawa

Takashi Ookoda

Revisions

February 24, 2012:

Article 5 “Advertisement” was corrected to “Public Notices”

Article 20 “accept Tokyo Chapter Members designated by PMI as its Members” was corrected to “accept Japan Chapter Members designated by PMI as its Members”

November 22, 2013,

Article 5 “shall be given in official gazettes” was revised to “shall be given by electronic public notice”,

March 17, 2017,

Article 23 “not more than two (2) Auditors” was revised to “not less than two (2) Auditors”

November 22, 2019,

Article 23 “not more than twenty (20) Directors” was revised to “not more than twenty-four (24) Directors”

April 28, 2023:

Article 2, 9, 20, 21, 22 and 24 Replacing “Corporation Members” by “Chapter Members”

Article 29(1) Replacing “The general meeting of Corporation Members shall be established with the attendance of Corporation Members who hold majority of the voting rights of all Corporation Members” by “The general meeting of Corporation Members shall be valid with the attendance of Corporation Members who hold majority of the voting rights of all Corporation Members.”

Article 12 Stipulating quorum explicitly

Adding the following sentence: The chapter shall conduct the general meeting in-person and virtual

Article 18 Adding the following sentence: When the voting is tied and a second voting is still tied, the resolution of the meeting shall be discarded

Article 28 Stipulate quorum explicitly

Article 5 Replacing “publication in the Official Gazette” with “electronic public notice”

Articles 14, 15, 16, 17 and 28 Replacing the current "Representative Director" with "President"

Article 19 Changing the signature and seal of the minutes of the General Meeting of Corporation Members from " the Directors present at the meeting " to " two (2) or more of the Directors nominated by the Directors present at the meeting "

Article 27 Replacing " one (1) Representative Director " to "two (2) Representative Directors"

Article 29 Adding "auditor" ()

Article 31 Changing the signature and seal of the board meeting minutes from "Chairman and the Directors" to " Representative directors"