Articles of the Public Service Incorporated Association "Skilled Veterans' Corps for Fukushima"

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# Chapter One: General Provisions

# Article 1: Name

I. This Association shall be entitled 「公益社団法人福島原発行動隊」and "Skilled Veterans' Corps for Fukushima" in English, hereinafter referred to as SVCF.

# **Article 2: Head Office**

I. The head office of SVCF shall be located in the Kita ward of the Tokyo metropolis, Japan.

# **Article 3: Branch office**

I. SVCF may establish branch offices in and out of the Tokyo metropolis by a resolution of the Board of Directors.

## **Article 4: Objective**

I. SVCF shall pursue an early settlement of the stricken Fukushima Daiichi Nuclear Power Plant (hereinafter referred to as F1) by the voluntary intervention of skilled engineers, technicians and workers.

# Article 5: Business

I. SVCF shall achieve the above-mentioned objective by means of the following activities.

- A. Apply planned, continued, and totally comprehensive approaches to F1
- B. Enlighten and cultivate the public toward a consensus of voluntary enrolment to F1
- C. Promote the voluntary enrolment to F1
- D. Recruit voluntary participants to F1
- E. Administer and protect the health condition of actual participants to F1
- F. Enhance applied technologies and techniques to F1
- G. Prevent a recurrence of similar severe nuclear power plant accidents
- H. Decontaminate the polluted natural environment immediately
- I. Do any and all other activities to achieve the objective defined in Article 4

II. SVCF may execute the above activities in and out of Japan.

## **Article 6: Public Notices**

I. SVCF shall place public notices in a conspicuous part of the head office for the public.

# Article 7: Organization

I. SVCF shall establish the Board of Directors and the role of Auditors.

# Chapter Two: Membership

#### **Article 8: Constituent members**

I. SVCF shall establish the following 3 categories of membership, and the regular members are deemed as constituent members under the laws and orders of Public Service Incorporated Association and of Public Service Incorporated Foundation.

A. Regular members who participate with the consent of objective for SVCF

B. Supporting members who participate individually or as organizations to assist SVCF

C. Honorary members who are contributors to SVCF or experienced academicians to be recommended by the General Assembly

#### **Article 9: Admission**

I. Whoever wishes to join as regular or supporting member may apply in a prescribed form for an approval of the Board of Directors. The applicant shall become a member when he or she is officially approved.

#### Article 10: Membership Fee

I. Regular members shall pay an annual regular member's fee prescribed by the General Assembly.

II. Supporting members shall pay an annual supporting member's fee prescribed by the General Assembly.

## **Article 11: Voluntary Separation**

I. Any members may resign voluntarily at any time by presenting a resignation prescribed by the Board of Directors.

#### **Article 12: Expulsion**

I. If a member falls in any of the following conditions, SVCF shall expel him or her by an extraordinary resolution to be adopted by the General Assembly under the provision II of the Article 21.

A. Breach of these Articles or other rules of SVCF

- B. Defamation of SVCF or misconduct against the objective
- C. Due cause attributable to an expulsion

## Article 13: Forfeiture of the membership

I. In addition to the cases defined by preceding Articles, a member forfeits membership when the member deviates in any of the following reasons.

A. Default of the member fee payment beyond a half year

- B. Consent on all regular members
- C. Death of the member or dissolution of organization

## Article 14: Rights and Duties consequent to the forfeiture of the Membership

I. If a member forfeits the membership due to an infringement of any of the preceding Articles, consequently, the member forfeits the rights of SVCF and is exempt from his or her assigned duties. A

regular member forfeits his or her membership as constituent member under the laws and orders of the Public Service Incorporated Association. Nevertheless, the member shall not be exempt from his or her unaccomplished duties.

II. SVCF shall not refund to a disqualified member his or her paid member fee and any other contributions.

# Chapter Three: The General Assembly

# Article 15: Modes

I. The General Assembly of SVCF shall include both the regular and special modes.

# **Article 16: Constitution**

I. The General Service Assembly shall consist of all SVCF regular members.

II. The voting right in the General Assembly shall be one per regular member.

# **Article 17: Functions and Powers**

- I. The General Assembly shall resolve the following issues.
  - A. Qualification of the admission and setting the amount of annual membership fee
- B. Expulsion of members
- C. Selection and dismissal of Directors and Auditors
- D. The amount of remuneration for Directors and Auditors and the regulations
- E. Annual financial report
- F. Amendment of these Articles
- G. Long-term borrowing, disposal and cession of important assets
- H. Dissolution
- I. Merger and a partial or total transfer of important parts or all of activities
- J. Proposal made by the Board of Directors for the General Assembly

K. In addition to the above, various issues pursuant to the laws and orders of the Public Service Incorporated Association, and issues stipulated in these Articles.

## Article 18: Schedule

I. The regular General Assembly shall be annual within 3 months after the end of each business year. The special Assembly may be arbitrary.

# **Article 19: Convocation**

I. The General Assembly, except as otherwise provided by applicable laws and orders, shall be convened by the President after resolution of the Board of Directors. Nevertheless, when a full consent is available by all regular members, except as otherwise in writing or electronically collecting votes, the process of convocation may be omitted.

II. A regular member who represents more than the one-tenth of total number of valid votes, shall have a right to request a convocation of the General Assembly by clarifying the agenda, as well as the purpose of the General Assembly and its reasons to the President.

# Article 20: Chairperson

I. The President of SVCF shall act as Chairperson in the General Assembly. If the President is unavailable due to accident or any other unforeseen occurrence, another regular member shall be selected as an alternate Chairperson among those who attend the General Assembly.

# Article 21: Resolution

I. Except otherwise as elsewhere specified in the applicable laws and orders or in these Articles, a resolution shall accrue by a majority of the votes held by regular members present in person at such an Assembly where more than half of total regular voting power members are attending.

II. Regardless of the aforementioned Article, the following resolutions shall be adopted by a majority and also require two thirds of valid votes held by all regular members present in person.

- A. Expulsion of member
- B. Dismissal of Auditor
- C. Amendment of Articles
- D. Dissolution
- E. Disposal of indispensable assets for the purpose of public interest activities
- F. Any other issues stipulated in the concerning laws

III. When a resolution to select a Director or an Auditor is required, the resolution shall be made per candidate due to the first provision specified in this Article. If the number of candidates for Director or Auditor exceeds the quorum set forth in the Article 26, among those who gain a majority of votes, successful candidates shall be selected till the quorum is filled, in order of the number of votes cast for each of candidates.

## Article 22: Proxy

I. A regular member who is unable to attend an Assembly may exercise his or her vote by another member as proxy. In this case, the regular member or proxy shall present an authorization letter to SVCF, with validity for that Assembly only.

## Article 23: Omission of resolutions and reports

I. When a Director or a regular member proposes an agenda pursuant to the purpose of Assembly and all regular members agree in writing or through an electronic method, the proposal shall be deemed as resolved in the Assembly.

II. When a Director notifies all regular members of an agenda to be discussed in the Assembly and all regular members agree in writing or through an electronic method to an omission of the report on the agenda, a notification shall be deemed as reported in the Assembly.

## Article 24: Minutes

I. Proceedings made in the General Assembly shall be recorded in the minutes due to the requirements specified in the applicable laws and orders.

II. The President and the Directors who attend the Assembly shall sign and each set his or her seal in the above-mentioned minutes.

## Article 25: Rules and Regulations for the General Assembly

I. In addition to the applicable laws and orders and these Articles, requirements for the direction of the General Assembly shall conform to the rules and regulations resolved by the Public Service Assembly.

Chapter 4: Officers

#### **Article 26: Formation of Board Members**

I. SVCF shall have the following Board Members

A. Directors: more than three (3) and no more than fifteen (15)

B. Auditors: no more than two (2)

II. Among Directors, one shall be selected the Senior Representative and act as President. Furthermore, no more than two (2) Directors may be assigned as Executive Director and act as Vice President.

#### Article 27: Election

I. Directors and Auditors shall be elected by a resolution of the General Assembly.

II. The President and the Vice President shall be elected among Directors by a resolution of the Board of Directors.

III. An Auditor shall not act concurrently as Director or employee of SVCF or of a subsidiary of SVCF.

VI. A total number of either one of Directors and his or her spouse or anyone who is in his or her 3 degrees of kinships and those who have a particular relationship with the Director shall not exceed one third part of the total number of Directors. The same rule applies to Auditors.

V. A total number of either one of Directors or employee of any other similar organizations except Public Service Incorporated Association or Director who is in a similarly particular relationship shall not exceed one third part of the total number of all Directors. The same rule applies to Auditors.

#### Article 28: Administrative authority of the Director

I. The President shall represent SVCF and execute activities of representative.

II. The Vice President shall assist the President.

#### Article 29: Administrative authority of the Auditor

I. Auditors shall audit the activities of Directors and issue an audit report under the applicable laws and orders.

II. Auditors may at any time request of Directors and employees a progress report and may inspect SVCF's activities and assets conditions.

## Article 30: Terms of Board members

I. The term of a Director shall cease at the end of General Assembly for the end of final annual General Service Assembly after his or her election in a two-year business period.

II. The term of an Auditor shall cease at the end of General Assembly for the end of final annual General Assembly after his or her election in a two-year business period.

III. The term of a Director or an Auditor who is elected as a substitute shall cease at the expiration of his or her predecessor's term.

IV. If a vacancy causes that the quorum stipulated in the Article 26 after his or her expiration or resignation is no longer filled, the Director or Auditor shall still retain his or her rights and responsibilities until his or her successor is elected.

# Article 31: Dismissal

I. Board members shall be dismissed by a resolution of a General Assembly. Nevertheless, as for an Auditor, a majority and two thirds of the votes by all regular members shall be required.

# **Article 32: Remuneration**

I. Directors and Auditors shall receive no remuneration for their services. Nevertheless, by a resolution in the General Assembly, a full-time Director or Auditor may receive in exchange for his or her service an amount of monetary value as remuneration, salary, and others (hereinafter called remuneration) calculated in a formula of the provision of remuneration stipulated hereof in the General Assembly.

## Article 33: Restriction of Trade

I. When a Director engages in the following trades, he or she shall present the essential facts of that trade at the General Assembly and be granted an approval by a resolution of the General Assembly.

A. A trade with SVCF for himself or herself or for the third party in regard to the SVCF's activities

B. A trade for himself or herself with SVCF

C. Guarantee of a Director's liabilities by SVCF and a trade with someone except for a Director that contradicts an interest between the Director and SVCF

II. A Director who engages in any of the above trades shall report the essential facts thereof to the Board of Directors immediately.

III. The prerequisite to enable the above provisions shall be stipulated in the Article 46 of the rules and regulations, to be established by the Board of Directors according to the Article 46.

# Article 34: Partial absolution or determination of the liabilities

I. As for the liable indemnity under the provision 1 in Article 111 of the Public Service Incorporated Association Law, if it is subject to the applicable laws and orders, SVCF may deduct an amount of the minimum indemnity from the total indemnity and absolve him or her to the balance provided by a resolution of Board of Directors.

II. As for the liable indemnity under the provision 1 in article 111 of the Public Service Incorporated Association Law, if it is subject to the applicable laws and orders, SVCF may conclude a contract with an

extraneous Director to determine his or her indemnity. Nevertheless, the limit of liable indemnity shall be more than 3 million Yen and whichever is greater in either a value predetermined by SVCF or the minimum indemnity stipulated in the applicable laws and orders.

# Article 35: Honorary President and Honorary Adviser

I. SVCF may have an Honorary President and some Advisers.

II. The Honorary President and Advisers shall be elected among members, and their terms be resolved by the Board of Directors.

III. SVCF shall not remunerate the Honorary President and the Advisers, however, it may pay necessary expenses required for their tasks.

# Article 36: Duties of the Honorary President and Honorary Advisers

I. The Honorary President and Advisers may advise to President in response to his requests.

# Chapter Five: the Board of Directors

## **Article 37: Constitution**

I. The Board of Directors shall consist of all Directors.

## Article 38: Authority

I. Except Articles stipulated herein, the Board of Directors shall execute the following duties

A. Resolve the date and time, place, and agenda for the General Service Assembly

B. Formulation, amendment, and abolishment of rules and regulations

C. Determine the prosecution of SVCF activities except the above provisions

D. Administer the prosecution of Directors' duties

E. Election and dismissal of President and Vice President

II. The Board of Directors shall not assign the following provisions and the determination of important prosecutions to any one of the Directors.

A. Disposal and transfer of important assets

B. Huge amount of borrowing

C. Election and dismissal of an important employee

D. Establishment, alteration, and closing of the main office and other important divisions, teams, etc.

E. Formation to follow the prosecution of Director's duties in the relative laws and orders and an

adjustment to secure an optimization of SVCF activities under the relative laws and orders.

F. Conclusion of the clause of the partially limited liable indemnity stipulated in the provision A of the Article 34 and of the limited responsible contract in the provision B of the same Article.

## Article 39: Type and Convocation

I. The Board of Directors shall include both the regular and provisional Board of Directors.

II. The regular Board of Directors shall convene 4 times a year.

III. The provisional Board of Directors shall convene for any of the followings provisions.

A. When the President acknowledges it necessary.

B. When a Director other than the President may request a call-up in writing to the President.

C. The Director making the request due to the above provision may convene the Board of Directors, if the President does not convene a meeting of the Board of Directors to be held no later than 14 days after the request; this convening may be made within 5 days, if the targeted date is not set in a 14-day period after his request.

D. Auditors may acknowledge and request to the President.

E. The Auditor making a request due to the above provision may convene the Board of Directors, if the President does not convene the Board of Directors to be held not later than 14 days, within 5 days after the request.

# **Article 40: Convocation**

I. The President shall convene the Board of Directors, however, except in a case where a Director acts under the foregoing provision C and an Auditor does under the provision E of the same Article.

II. Within 5 days from a request of convocation applicable in the foregoing provision B or D of Article III, the President shall notify the Board of Directors of a targeted date within two weeks from the request.

# Article 41: Chairperson

I. Except as stipulated in the concerning laws and orders, the President shall act as Chairperson in the Board of Directors.

# **Article 42: Resolution**

I. A resolution in the Board of Directors, except as stipulated particularly in Articles, shall be deemed valid with a majority of Directors present, and by majority vote.

## **Article 43: Omission of resolutions**

I. When a Director proposes an agenda pursuant to the purpose of the Board of Directors and all qualified Directors agree unanimously in writing or through an electronic method, the proposal shall be deemed resolved in the Board of Directors, however, if any Director disagrees this shall not apply.

# Article 44: Omission of reports

I. When a Director or an Auditor notifies all Directors or Auditors of an agenda for the Board of Directors, it is unnecessary to report the agenda to the Board of Directors, unless the agenda falls afoul of the laws and orders of the Public Service Incorporated Association.

## **Article 45: Minutes**

I. Proceedings made in the Board of Directors shall be recorded in the minutes under the requirements specified in the applicable laws and orders, and Directors and Auditors who are present shall sign and set his or her seal in the minutes.

## Article 46: Rules and Regulations for the Board of Directors

I. In addition to the applicable laws and orders and these Articles, requirements for the direction of the Board of Directors shall conform to rules and regulations resolved by the Board of Directors.

Chapter Six: Funds

## **Article 47: Contribution of Funds**

I. SVCF may ask members or third parties to contribute funds.

#### **Article 48: Solicitation for Funds**

I. Procedures for the contribution of funds, allotment, and payment shall apply the rules and regulations for the funds management provided separately by a resolution of the Board of Directors.

#### Article 49: Rights of Funds Contributor

I. A funds contributor shall not claim his or her paid funds till the date stipulated in the above rules and regulations.

#### Article 50: Process of Restitution

I. Restitution shall be made by a resolution of the regular General Assembly to an extent stipulated in the provision 2 of Article 141 of the Public Service Incorporated Association Laws.

#### Article 51: Saving for an alternative funds

I. In order to restitute funds, an alternative tantamount to the value of restitution shall be saved and not be diverted.

# Chapter Seven: Assets and Accounting

## Article 52: Business Year

I. A business year of SVCF shall start on April 1 and end on March 31 in the following year.

## Article 53: Business Plan and Income and Expenditure Budget

I. Documents that state a business plan, an income and expenditure budget, a financing, and an investment plan in plant and equipment shall be prepared by President by a date preceding the start of each business year, be resolved in the Board of Directors, and be approved in the General Assembly. An amendment and an emendation shall follow the same process.

II. The above mentioned documents shall be filed in the head and branch offices until the business year ceases.

III. Provided that SVCF is accredited an official approval under the laws and orders for the Public Interest Service Incorporated Association or Public Interest Service Incorporated Foundation (hereinafter referred to as Public Interest Service Corporation Law), above documents shall be presented to the intendance by a date preceding the start of each business year.

#### Article 54: Business reports and account settlement

I. Business reports and account settlement of SVCF shall be prepared by President after the end of a business year, be audited by Auditors, be resolved in the Board of Directors, and be reported to the regular General Assembly (except the following B and E titled papers).

- A. Business Report
- B. Attached itemizations to the Business Report
- C. Balance Sheet
- D. Profit-and-Loss statement (Net profit-and-loss statement)
- E. Attached itemizations to Balance Sheet and Profit-and-Loss statement
- F. List of Assets

II. In addition to the above documents, the following documents shall be filed for 5 years in the head office and for 3 years in branch offices for perusal by the public. Articles shall be filed at the head and branch offices and the list of constituent members shall be filed at the head office for perusal by the public.

A. Audit Report

- B. Name List of Directors and Auditors
- C. Documents that state the standard of remuneration for Directors and Auditors

D. Major papers among summaries of the governing body and business activities and the numerical tables

# Chapter Eight: Amendment of Articles, Dissolution, and Liquidation

# **Article 55: Amendment of Articles**

I. These Articles may be amended by qualified majority vote with over two thirds of all regular members and by a majority of attendees with over the half of regular members in the General Assembly.

II. Provided that SVCF is accredited an official approval under the laws and orders of the Public Interest Service Corporation Law, when any amendment is made, SVCF shall report to the intendance immediately without delay.

## **Article 56: Dissolution**

I. SVCF may dissolve under the provisions 2 and 4 through 7 of Articles 148 stipulated in the Service Public Incorporated Association Law and also by a majority of attendees with over the half of all regular members in the General Assembly and by a majority of votes with over the two-thirds of all regular members.

## Article 57: Donation pursuant to the cancellation of public approval

I. Provided that SVCF is subject to the cancellation of Public Service Incorporation approval or to the dissolution by merger (except if the inherited body is a Public Service Incorporated Association), SVCF may donate the value tantamount to the remaining value required for the public interest assets to the government of Japan, local governments, or associations stipulated in the provision 17 of the article 5 of the Public Interest Service Corporation Law on the day of the cancellation of Public Service Incorporation approval or within a month from the date of merger.

## Article 58: Inheritance of the remaining assets

I. Remaining assets as per the date of dissolution of SVCF by liquidation shall be donated to the government of Japan, to local governments, or to an association stipulated in the provision 17 of article 5 of the Public Interest Service Corporation Law by a resolution in the General Public Service Assembly.

II. SVCF shall not dispense the surplus funds

# Chapter Nine: Committee

## Article 59: Committee

I. The Board of Directors may establish committees arbitrarily by a resolution in order for an impulsion to the SVCF business.

II. The committee members shall be assigned among members and experienced academicians by the Board of Directors.

III. Necessary requirements for the duties, formation, and operation of a committee shall be specified separately by the Board of Directors.

## Chapter Ten: Secretariat

## Article 60: Establishment

I. A Secretariat shall be established to execute office functions.

II. A Secretary and necessary staff shall be assigned in the Secretariat.

III. The President shall appoint the Secretary and executive staff by a resolution of the Board of Directors.

IV. The President shall stipulate necessary requirements for the formation and operation of the Secretariat by a resolution of the Board of Directors.

# Chapter Eleven: Disclosure of Information and Protection of Personal Data

#### **Article 61: Disclosure of Information**

I. SVCF shall publish a progress report, operational details and financial statements actively to assure and promote the openness.

II. Necessary requirements for the disclosure of information shall be subject to the provisions of the disclosure of information separately resolved by the Board of Directors.

#### **Article 62: Protection of Personal Data**

I. SVCF shall apply all possible means to protect personal data obtained through SVCF activities.

II. Necessary requirements for the protection of personal data shall be specified separately by a resolution of the Board of Directors.

Chapter Twelve: Delegation and Prohibition of the Particular Interest

## **Articles 63: Delegation**

I. In addition to any part of these Articles, necessary requirements for the operation of SVCF shall be resolved separately by the Board of Directors.

## Article 64: Prohibition of the Particular Interest

I. SVCF shall not afford donators of fortune or of devise, SVCF officers or regular members or their kindred such particular benefits as the use of facilities, transfer of loaned assets, salary payment, election of officers, asset maintenance, and business operations.

# Article 65: Governing Law

I. All provisions not stipulated in these Articles shall be subject to the General Public Service Corporation Law and the concerning laws and orders.

# **Supplementary Provisions**

I. The first business year as from the establishment of SVCF shall start on the date of establishment and end on March 31, 2012.

II. Officers as of the date of establishment are as follows.

Directors: Yasuteru Yamada, Nobuhiro Shiotani, Kazuko Hirai, Koichiro Shinohara, Shinobu Naito, Michio Ito, Takeshi Kuriyama, Yoshio Hirai

President: Yasuteru Yamada

Auditors: Mitsuo Nakamura, Tsuyoshi Iemori

III. Names and addresses of the Officers as of the date of establishment are as follows.

(omitted in this translated version)

- Concluded -