

# Articles of Incorporation

Japan Association of Translators

## Chapter I.

### General Provisions

#### Article 1: Name

The name of the Association is Tokutei Hieiri Katsudo Hojin Nihon Honyakusha Kyokai (Specified Nonprofit Corporation Japan Association of Translators). In English, it is called Japan Association of Translators, which is abbreviated to JAT.

#### Article 2: Office

JAT's office is located at 2-7-14 Shibuya, Shibuya-ku, Tokyo.

#### Article 3: Objectives

JAT's main objectives are to enhance the translation abilities of translators (including interpreters; the same applies hereinafter) working between Japanese and English and improve the status of the profession and understanding of the profession by providing opportunities and channels for the exchange of information and opinions among translators.

#### Article 4: Types of Specified Nonprofit Activities

JAT will conduct specified nonprofit activities falling under items 2, 4, and 9 of the list appended to Article 2 of the Tokutei Hieiri Katsudo Sokushin Ho (the Act to Promote Specified Nonprofit Activities; hereinafter the "Act") in order to achieve the objectives in Article 3 above.

#### Article 5: Operations

JAT will conduct the following operations pertaining to specified nonprofit activities in order to achieve the objectives in Article 3 above.

- (1) Hold monthly meetings in Tokyo;
- (2) Hold seminars/workshops in Kansai and elsewhere;
- (3) Publish JAT newsletters;
- (4) Operate one or more mailing lists and websites;
- (5) Maintain relationships with other translator organizations;
- (6) Hold International Japanese/English Translation (IJET) conferences;
- (7) Publish reference materials; and
- (8) Engage in other operations necessary for achieving JAT's objectives.

## Chapter II. Members

### Article 6: Types of Members

Individuals who are already translators or have an interest in translation are eligible to become members.

### Article 7: Admission

1. Individuals who support JAT's objectives and agree to abide by JAT's Articles of Incorporation and Bylaws are eligible to become members.

2. Individuals wishing to become members should apply to the Board of Directors using the application form stipulated separately by the Board of Directors and, when it is recognized that they conform to the conditions contained in the preceding paragraph, must be admitted to JAT unless there are justifiable grounds for rejecting the application.

3. When the Board of Directors rejects an individual's application under the provisions of the preceding paragraph, it must notify the individual to that effect without delay.

### Article 8: Membership Fees

Members must pay the membership fees stipulated separately by the Board of Directors.

### Article 9: Disqualification

A member will be disqualified when any of the following items applies to the member.

- (1) The member applies to resign from JAT;
- (2) The member dies or is declared missing;
- (3) The member has not paid membership fees after the due date set forth in the by-laws has passed; or
- (4) The member is expelled.

### Article 10: Resignation

A member may withdraw from JAT at any time.

### Article 11: Expulsion

When either of the following items applies to a member, the member may be expelled by a vote of two-thirds or more of the Board of Directors. In such cases, the member in question must be afforded an opportunity provide an explanation before the vote is taken.

- (1) The member contravenes JAT's Articles of Incorporation; or
- (2) The member harms JAT's reputation or acts contrary to JAT's objectives.

## Chapter III.

## Officers

### Article 12: Types and Number of Officers

1. JAT will have the following officers.
  - (1) Directors: At least 6, no more than 12
  - (2) Auditors: 2.
2. One director will be designated President and another Vice President.

### Article 13: Election, etc.

1. Directors and auditors will be elected by the General Meeting.
2. In the case where the number of directors elected by the General Meeting under the provisions of the preceding paragraph does not reach the full number, and the Board of Directors deems it necessary for the execution of its operations, additional directors may be elected by an Extraordinary General Meeting.
3. Directors elect the President and Vice President from among the directors.
4. Officers may not include more than one person who is a spouse or relative within the third degree of kinship of any one officer, and such officer and his/her spouse and relatives within the third degree of kinship may not constitute more than one-third of the total number of officers.
5. Auditors are not required to be JAT members.
6. Auditors may not serve simultaneously as directors or JAT staff.

### Article 14: Duties

1. The President represents JAT and presides over all its operations.
2. The Vice President assists the President and stands in for the President should the President be absent or incapacitated.
3. Directors constitute the Board of Directors and conduct business.
4. Auditors carry out the operations listed below.
  - (1) Inspect the state of business conducted by the directors;
  - (2) Inspect the state of JAT's assets;
  - (3) If, as result of the inspection specified in the preceding two items, improper conduct or material facts indicating contravention of laws, regulations, or the Articles of Incorporation with regard to the business or assets of JAT are found, report such findings to a General Meeting or the competent authority;
  - (4) If necessary in order to submit a report as specified in the preceding item, convene a General Meeting; and
  - (5) Present opinions to the directors on the state of business conducted by the directors or the state of assets of JAT.

### Article 15: Terms of Office, etc.

1. An officer's term of office will be two years. However, the term of office of an officer whose successor is not appointed by the last day of the officer's term of office will be extended until the conclusion of the first General Meeting following the last day of the officer's term of office.

2. An officer who resigns during his/her term of office will be deemed to have served until such term of office expires.

3. No officer may serve for more than two terms in any three consecutive terms.

4. An officer appointed to fill a vacancy will serve the remainder of his/her predecessor's term of office. The remainder of a predecessor's term of office served by a substitute officer will not be deemed part of the substitute officer's term of office.

5. An officer who resigns or whose term of office expires must continue to perform his/her duties until a successor takes office.

#### Article 16: Filling Vacancies

1. The Board of Directors may appoint a substitute director or auditor if a director or auditor resigns during his/her term of office.

2. If the positions of more than one-third of the fixed number of directors or auditors fall vacant, they shall be filled promptly.

#### Article 17: Dismissal

When either of the following items applies to an officer, the officer may be dismissed by a vote of two-thirds or more of the General Meeting. In such cases, the officer in question must be afforded an opportunity to provide an explanation before the vote is taken.

(1) It is recognized that the officer is unable to perform his/her duties because of a mental or physical disorder; or

(2) The officer neglects his/her duties or engages in other conduct unbecoming an officer.

#### Article 18: Remuneration, etc.

1. Officers will not be paid remuneration.

2. Officers may be reimbursed for expenses necessary for the performance of their duties.

3. Necessary matters pertaining to paragraph 2 will be subject to resolution of the Board of Directors and stipulated separately by the President.

#### Article 19: Staff

1. JAT may establish a secretariat.

2. The President will appoint and dismiss staff.

### Chapter IV.

#### Meetings

#### Article 20: Types of Meetings

1. JAT's meetings will consist of General Meetings and meetings of the Board of Directors.

2. There are two kinds of General Meetings, Ordinary General Meetings and Extraordinary General Meetings.

#### Article 21: Constitution of General Meetings

General Meetings will be comprised of JAT members.

#### Article 23: Authority of General Meetings

General Meetings will decide the following matters.

- (1) Amendments to the Articles of Incorporation;
- (2) Dissolution;
- (3) Mergers;
- (4) Business plans and budgets for income and expenditure;
- (5) Business reports and settlement of accounts;
- (6) Election and dismissal of officers;
- (7) Borrowing (excluding short-term borrowing to be repaid from revenues within the same business year; the same applies in Article 51) and otherwise taking on of new obligations or waiving of rights; and
- (8) Other important matters relating to JAT's operations.

#### Article 23: Holding of General Meetings

1. Ordinary General Meetings will be held once a year.
2. Extraordinary General Meetings will be held if either of the following items applies.
  - (1) The Board of Directors recognizes that an Extraordinary General Meeting is necessary and requests that it be convened; or
  - (2) At least one-fifth of the total number of members requests in writing that an Extraordinary General Meeting be convened, stating the purpose of the meeting.
  - (3) An auditor requests that an Extraordinary General Meeting be convened in accordance with the Article 14.4(4).

#### Article 24: Convening of General Meetings

1. The President will convene General Meetings, except in the case of Article 24.2(2).
2. The President must convene an Extraordinary General Meeting within 30 days of receiving a request under the provisions of Article 23.2(1) or (2).
3. When convening a General Meeting, the President will give notice of the date, time, place, purpose, and agenda, and place a notice on the JAT website, at least 21 days in advance.

#### Article 25: Chairing General Meetings

The Chairperson of a General Meeting will be appointed from those members present at

the meeting.

#### Article 26: Quorum

A General Meeting may not be opened unless at least one-tenth of all members are present.

#### Article 27: Resolutions of General Meetings

1. The matters to be resolved at a General Meeting will be those matters notified in advance under the provisions of Article 24.3.

2. Matters to be resolved at a General Meeting will be adopted if the number of affirmative votes in a vote of members exceeds the number of negative votes. In the case of a tied vote, the Chairperson will cast the deciding vote.

#### Article 28: Voting Rights, etc. at General Meetings

1. All members have equal voting rights.

2. A member who is unable to attend a General Meeting for unavoidable reasons may vote in writing or by electronic means on the matters notified in advance, or may delegate the voting to another member as proxy.

3. With regard to the application of Article 26 and Article 27, members voting under the provisions of the preceding paragraph will be deemed to have attended the General Meeting.

#### Article 29: Minutes of General Meetings

1. Minutes stating the following matters must be prepared in connection with the business of the General Meeting.

(1) Time and place;

(2) The total number of members and the number of members in attendance (including a supplementary note of the numbers voting in writing, by electronic means or by proxy);

(3) Matters discussed;

(4) Summary of discussion and results of votes held; and

(5) Matters relating to the appointment of the signatories to the minutes.

2. The Chairperson and two signatories to the minutes appointed by the General Meeting must affix their signatures or names and seals to the minutes.

#### Article 30: Composition of the Board of Directors

The Board of Directors will be comprised of the directors.

#### Article 31: Authority of the Board of Directors

The Board of Directors will decide on the following matters in addition to matters stipulated elsewhere in these Articles of Incorporation.

(1) Matters that should be referred to a General Meeting;

- (2) Matters relating to the execution of matters decided by a General Meeting; and
- (3) Matters relating to the execution of other business that does not require decisions of a General Meeting.

#### Article 32: Holding of Board of Directors Meeting

Meetings of the Board of Directors will be held if either of the following items applies.

- (1) The President deems it necessary; or
- (2) A written request that a meeting of the Board of Directors be convened which states the matters that constitute the purpose of the meeting is received from half or more of the total number of directors.

#### Article 33: Convening of Board of Directors Meetings

1. The President convenes meetings of the Board of Directors.
2. The President must convene a meeting of the Board of Directors within 30 days of receiving a request under the provisions of Article 32(2).
3. When convening a meeting of the Board of Directors, the President must give notice of the date, time, place, purpose, and agenda at least 15 days in advance.

#### Article 34: Chairing of Board of Directors Meetings

The President will be the Chairperson of meetings of the Board of Directors.

#### Article 35: Resolutions of Board of Directors Meetings

1. The matters to be resolved at a meeting of the Board of Directors will be those of which advance notice was given under the provisions of Article 33.3.
2. At least half the total number of directors must be present at a Board of Directors meeting. Matters to be resolved at a meeting of the Board of Directors will be adopted if the number of affirmative votes in a vote of directors exceeds the number of negative votes. In the case of a tied vote, the Chairperson will cast the deciding vote.

#### Article 36: Voting Rights, etc.

1. All directors have equal voting rights.
2. A director who is unable to attend a meeting of the Board of Directors for unavoidable reasons may vote in writing on the matters notified in advance.
3. With regard to the application of Article 36 and Article 38.1, directors voting under the provisions of the preceding paragraph will be deemed to have attended the meeting of the Board of Directors.
4. A director who has a vested interest concerning a vote of the Board of Directors cannot participate in the vote.

#### Article 37: Minutes

1. Minutes stating the following matters must be prepared in connection with the business

of a Board of Directors meeting.

- (1) Time and place;
- (2) Total number of directors, and the names and number of directors in attendance (including a supplementary note if any director voted in writing);
- (3) Matters discussed;
- (4) Summary of discussions and results of votes held; and
- (5) Matters relating to the appointment of the signatories to the minutes.

2. The Chairperson and two signatories to the minutes appointed by the meeting of the Board of Directors must affix their signatures or names and seals to the minutes.

## Chapter V.

### Assets and Accounting

#### Article 38: Composition of Assets

JAT's assets consist of the following items.

- (1) Assets stated in the inventory of assets at the time of JAT's establishment;
- (2) Admission fees and membership fees;
- (3) Donations of cash and goods;
- (4) Income generated by assets;
- (5) Income accruing from activities; and
- (6) Other income.

#### Article 39: Classification of Assets

JAT's assets are assets associated with operations relating to specified nonprofit activities.

#### Article 40: Managing of Assets

The Board of Directors manages JAT's assets using methods subject to resolution of the General Meeting and stipulated separately by the Board of Directors.

#### Article 41: Paying of Expenses

JAT's expenses are paid from JAT's assets.

#### Article 42: Accounting Principles

JAT's accounts are kept in accordance with the principles laid down in Article 27 of the Act.

#### Article 43: Classification of Accounting

JAT's accounts are accounts for operations relating to specified nonprofit activities.

#### Article 44: Business Year

JAT's business year runs from April 1 through March 31 the following year.



#### Article 45: Business Plans and Budget

JAT's business plans and the accompanying budgets for income and expenditure are drawn up by the President and subject to resolution of the General Meeting.

#### Article 46: Provisional Budgets

1. Notwithstanding the provisions of Article 46, if the budget is not passed for unavoidable reasons, the President may, subject to resolution of the Board of Directors, allow receipts and disbursements in accordance with the budget for the previous fiscal year until the budget is passed.

2. Receipts and disbursements under the preceding paragraph will be deemed receipts and disbursements under the new budget once it is passed.

#### Article 47: Increasing and Amending Budgets

Subject to resolution of the Board of Directors, the budget may be increased or amended when unavoidable grounds occur after it has been drawn up.

#### Article 48: Business Reports and Settlement of Accounts

1. At the end of each business year, the Board of Directors will promptly prepare JAT's business report, statement of income and expenses, balance sheet, inventory of assets, and other documentation relating to its accounts, the auditors will audit them, and they will then be subject to resolution of the General Meeting.

2. Any reported surplus in the accounts will be carried over to the next business year.

#### Article 49: Special Measures

Except as provided for in the budget, borrowing or other taking on of new obligations or waiving of rights is subject to resolution of the General Meeting.

### Chapter VI.

#### Amending the Articles of Incorporation, Dissolution and Merger

#### Article 50: Amending the Articles of Incorporation

Any intended amendment of JAT's Articles of Incorporation is subject to a resolution of a majority of members at a General Meeting and, except for minor matters as stipulated in Article 25.3 of the Act, must be approved by the competent authority.

#### Article 51: Dissolution

1. JAT will be dissolved for any of the following reasons.

- (1) A resolution of a General Meeting to that effect;
- (2) Impossibility of successful performance of operations relating to the nonprofit activities that are its objective;
- (3) Lack of members;

- (4) Mergers;
- (5) A decision to commence bankruptcy proceedings; or
- (6) Revocation of authentication by the competent authority.

2. The approval of at least two thirds of the total number of members must be obtained for dissolution for the reason given in item (1) of the preceding paragraph.

3. The approval of the competent authority must be obtained for dissolution for the reason given in paragraph 1(2).

#### Article 52: Assignment of Residual Assets

If JAT is dissolved (excluding dissolution due to merger or a decision to commence bankruptcy proceedings), its remaining assets shall be transferred to a nonprofit organization with similar objectives, as set forth in Article 11.3 of the Act.

#### Article 53: Merger

If JAT intends to merge, such merger is subject to a resolution of at least two-thirds of the total number of members at a General Meeting and must be approved by the competent authority.

### Chapter VII.

#### Miscellaneous Provisions

#### Article 54. Public Notices

JAT will post its public notices on its notice board and publish them in the Kanpo (Official Gazette); provided, however, that public notices of balance sheets as stipulated in Article 28-bis.1 of the Act will be published on JAT's website.

#### Article 56: Bylaws

Subject to resolution of the Board of Directors, the Chairperson will stipulate Bylaws as necessary for the enforcement of these Articles of Incorporation.

(Changes in the Articles of Incorporation – omitted in English.)