

General Incorporated Foundation Pale Bleu Dot

Articles of Association

Articles of Association drawn up. 13 June 2023

Notarial authentication. 13 June 2023

Articles of Association of Pale Bleu Dot Incorporated Foundation

Chapter 1 General provisions

(Name)

Article 1. The name of the organization shall be Pale Bleu Dot General Incorporated Foundation. The name shall be abbreviated as PBD.

(Office)

Article 2. The principal office of the Incorporated Foundation shall be at 2-13-8 Shinjo, Nakahara-ku, Kawasaki City, Kanagawa Prefecture.

(Purpose)

Article 3. The purpose of the PBD shall be to contribute to "constructing defenses of peace in the minds of people" as stated in the UNESCO Charter and to help achieve the Sustainable Development Goals (SDGs) set by the United Nations, by promoting culture and education in Japan and throughout the world in cooperation with UNESCO and other organizations.

(Business)

Article 4. The Incorporated Foundation shall carry out the following activities in order to achieve the objectives set out in the preceding article.

1. Collection, exchange, and documentation of contents for the promotion of culture and education
2. Advocacy for the promotion of peacebuilding
3. Cooperation in the promotion of international understanding
4. Other activities necessary to achieve the objectives of the Incorporated Foundation.

(Method of public notice)

Article 5. Public notices of the Incorporated Foundations shall be given electronically. However, in the event of an accident or other unavoidable circumstances that prevent electronic public notices from being made, public notices shall be made by publication in the Official Gazette.

Chapter 2 Property and Accounting

(Name and address of the founders and the property to be contributed and its value)

The name and address of the founder and the property and value of the property to be contributed by the founder on the incorporation of the Incorporated Foundation shall be as follows

Founder. Shigeru Aoyagi

Address. 2-13-8 Shinjo, Nakahara-ku, Kawasaki City, Kanagawa Prefecture

Assets contributed and their value. Cash. 3 million yen

(Management and operation of property)

Article 7. The Director-General shall manage and operate the property of the Incorporated Foundation, and the method of management shall be in accordance with the Property Management and Operation Regulations, which shall be determined separately by resolution of the Board of Directors.

(Fiscal year)

Article 8. The financial year of the Incorporated Foundation shall begin on 1 April of each year and end on 31 March of the following year.

(Business plan and income and expenditure budget)

Article 9. The business plan and income and expenditure budget of the Incorporated Foundation shall be drawn up by the Director-General and approved by the Board of Directors by the day before the start of each financial year. The same shall apply in the case of changes to these. (2) In the year of incorporation, a business plan and income and expenditure budget shall be promptly prepared and approved by the Board of Directors.

(Business report and settlement of accounts)

Article 10. After the end of each business year, the Director-General shall prepare the following documents for the business report and accounts of the Incorporated Foundation, which shall be audited by the Auditor and approved by the Board of Directors.

- (1) Business report
- (2) Annexed statements to the business report
- (3) Balance sheet
- (4) Profit and loss statement (statement of increase or decrease in net assets)
- (5) Annexed statements to the balance sheet and profit and loss statement (statement of increase or decrease in net assets).

2 Of the documents approved under the preceding paragraph, documents No. 1, No. 3, and No. 4 must be submitted to the annual meeting of the Board of Councilors, the contents of the documents under No. 1 must be reported and the other documents must be approved.

3 In addition to the documents referred to in paragraph 1, an audit report shall be kept at the principal office for five years and the articles of association shall be kept at the principal office.

Chapter 3 Councilors

(Number of councilors)

Article 11. The Incorporated Foundation shall have not less than three and not more than ten councilors.

(Appointment and dismissal of Councilors)

Article 12. The appointment and dismissal of Councilors shall be made by a resolution of the Board of Councilors.

2 A councilor may not concurrently serve as a director, auditor, or employee of the Incorporated Foundation or its subsidiary.

(Term of office)

Article 13. The term of office of the Councilors shall expire at the conclusion of the ordinary meeting of the Board of Councilors relating to the last of the fiscal years ending within four years after their election. However, reappointment shall not be precluded.

2 The term of office of a councilor appointed to fill the vacancy of a councilor who has retired before the expiry of his or her term of office shall expire at the end of the term of office of the retired councilor.

3 If the number of councilors is not sufficient to fill the fixed number stipulated in Article 11, the councilors shall continue to have the rights and duties as councilors even after the expiry of their term of office or resignation until a newly elected person assumes office.

(Remuneration, etc. for councilors)

Article 14. The councilors shall receive no remuneration.

2 Councilors may be paid expenses incurred in performing their duties. The criteria for payment, in this case, shall be determined separately by a resolution of the Board of Councilors.

Chapter 4 The Board of Councilors

(Composition)

Article 15. The Board of Councilors shall consist of all Councilors. The Board of Councilors may be attended by any Director except those who have a special interest in the resolution.

(Authority)

Article 16. The Board of Councilors shall make resolutions on the following matters.

- (1) Election or dismissal of Councilors, Directors, and Auditors.
- (2) Amounts of remuneration, etc. for Directors and Auditors.
- (3) Criteria for the payment of remuneration, etc. to councilors

- (4) Approval of the balance sheet and profit and loss statement (statement of increase or decrease in net assets)
- (5) Amendment of the Articles of Association
- (6) Disposal of residual assets
- (7) Other matters stipulated by law or these Articles of Association to be resolved by the Board of Councilors.

(Convening)

Article 17. The Board of Councilors shall hold an ordinary meeting of the Board of Councilors within three months after the end of each financial year, as well as extraordinary meetings when necessary. The method of holding meetings of the Board of Councilors shall include holding meetings via an online system using the Internet.

(Convocation)

Article 18. Except as otherwise provided by law, meetings of the Board of Councilors shall be convened by the Director-General in accordance with a resolution of the Board of Directors.

2 A councilor may request the Director-General to convene a meeting of the Board of Councilors, indicating the matters that are the purpose of the meeting and the reasons for convening the meeting.

3 To convene a meeting of the Board of Councilors, the Director-General must issue a written notice to the Councilors at least one week before the date of the meeting, stating the date, time, place, and purpose of the meeting.

(Chairperson)

Article 19. The Chairperson of a meeting of the Board of Councilors shall be elected at such meeting of the Board of Councilors from among the Councilors present.

(Resolutions)

Article 20. Resolutions of the Board of Councilors shall be adopted by a majority of the Councilors present, excluding those who have a special interest in the resolution.

2 Notwithstanding the provisions of the preceding paragraph, the following resolutions shall be adopted by a majority of two-thirds or more of the councilors, excluding councilors having a special interest in the resolution.

- (1) Dismissal of the auditors.
- (2) Criteria for the payment of remuneration, etc. to councilors.
- (3) Partial exemption from liability of officers, etc.
- (4) Amendments to the Articles of Association.
- (5) Other matters prescribed by law.

3 When adopting a resolution to elect a director or auditor, the resolution referred to in paragraph 1 shall be adopted for each candidate. If the total number of candidates for the office of director or auditor exceeds the quota stipulated in Article 24, the candidates receiving the majority of votes shall be elected in the order of the number of votes until the quota is reached.

(Omission of resolutions)

Article 21. In the event that a Director makes a proposal on a matter that is the purpose of the Board of Councilors, if all the Councilors who are entitled to vote on the proposal express their consent to the proposal in writing or by the electromagnetic record, the proposal shall be deemed to have been resolved by the Board of Councilors to be approved.

(Omission of reports)

Article 22. In cases where the Director has notified all the Councilors of matters to be reported to the Board of Councilors if all the Councilors have indicated their consent in writing or by the electromagnetic record that such matters do not need to be reported to the Board of Councilors, such matters shall be deemed to have been reported to the Board of Councilors.

(Minutes)

Article 23. Minutes of the meetings of the Board of Councilors shall be prepared as required by law.
2 The minutes shall be signed by the Chairperson and two signatories to the minutes (the Chairperson and the councilors present) elected from among the councilors present at the meeting, who shall affix their names and seals or sign them electronically.

Chapter 5 Officers

(Establishment of officers)

Article 24. The Incorporated Foundation shall have the following officers.

(1) Directors: not less than 3 and not more than 10

(2) Auditors: not more than 2

2 One of the directors shall be the Director-General of the Incorporated Foundation (Representative Director) and there shall be up to two Deputy Director-Generals (Executive Directors).

3 The Director-General of the Incorporated Foundation as mentioned in the preceding paragraph shall be the Representative Director under the Act on General Incorporated Associations and General Incorporated Incorporated Foundations (hereinafter referred to as the 'General Incorporated Associations and General Incorporated Incorporated Foundations Act'). Of the directors other than the Representative Director, the Deputy Director-General of the board of directors shall be the Executive Director under Article 91(1)(ii) as applied mutatis mutandis under Article 197 of the same Act.

(Appointment of officers)

Article 25. The directors and auditors shall be elected by a resolution of the Board of Councilors.

2 The Director-General and Deputy Director-Generals shall be selected by a resolution of the Board of Directors.

The auditors may not concurrently serve as directors or employees of the Incorporated Foundation or its subsidiaries.

(Duties and powers of the directors)

Article 26. The directors shall constitute the Board of Directors and perform their duties as prescribed by law and these Articles of Association.

2 The Director-General shall represent the Incorporated Foundation and execute its business as provided by law and these Articles of Association.

3 The Deputy Director-Generals shall share in the execution of the business of the Incorporated Foundation, as separately specified by the Board of Directors.

4 The Director-General and Deputy Director-Generals must report to the Board of Directors on the status of the execution of their duties at least twice in each business year at intervals of more than four months.

(Duties and powers of the auditors)

Article 27. The auditors shall audit the performance of the duties of the directors and prepare an audit report as required by law.

2 The auditors may, at any time, request the directors and employees to report on the business and investigate the state of the Incorporated Foundation's business and property.

(Term of office of directors)

Article 28. The term of office of directors shall expire at the conclusion of the ordinary meeting of the Board of Councilors relating to the last of the fiscal years ending within two years after their election. However, reappointment is not precluded.

2 The term of office of the auditors shall expire at the conclusion of the ordinary meeting of the Board of Councilors relating to the last of the financial years ending within four years after their election. However, reappointment is not precluded.

3 The term of office of a director or auditor elected to fill a vacancy shall expire at the end of the term of office of his or her predecessor. The term of office of a director elected to fill a vacancy shall be the same as the remaining term of office of the other directors in office.

4 If the number of directors or auditors falls short of the fixed number stipulated in Article 24(1) and (2), they shall continue to have the rights and duties as directors or auditors after the expiry of their term of office or resignation, until a newly elected person assumes office.

(Dismissal of officers)

Article 29. A director or auditor may be dismissed by a resolution of the Board of Councilors if any of the following applies

- (1) They have violated their duties or neglected their duties.
- (2) If he/she is unable or unwilling to perform his/her duties due to physical or mental disability.

(Remuneration, etc.)

Article 30. Directors and Auditors shall receive no remuneration. However, full-time directors and auditors may be paid as remuneration within the total amount determined by the Board of Councilors and calculated in accordance with the standards for the payment of remuneration, etc. determined separately by the Board of Councilors.

2 The Directors and Auditors may be paid expenses incurred in performing their duties. The criteria for payment in this case shall be determined separately by resolution of the Board of Councilors.

(Honorary Chairperson and Advisers)

Article 31 The Incorporated Foundation may have an Honorary Chairperson and up to 15 Advisers.

2 The Honorary Chairperson and Advisers shall perform the following duties.

- (1) To be consulted by the Director-General of the Incorporated Foundation.
- (2) To give their opinion on matters on which they are consulted by the Board of Directors.

3 The appointment and dismissal of the Honorary Chairperson and Advisor shall be resolved by the Board of Directors.

4 The term of office of the Honorary Chairperson and Advisors shall be two years. However, reappointment is not precluded.

5 The Honorary Chairperson and Advisors shall receive no remuneration. However, they may be reimbursed for expenses incurred in performing their duties.

Chapter 6 The Board of Directors

(Composition)

Article 32. The Board of Directors shall consist of all Directors.

(Powers)

Article 33. The Board of Directors shall perform the following duties

- (1) Decide on the execution of the business of the Incorporated Foundation.
- (2) Supervise the directors in the performance of their duties.
- (3) Select and dismiss the Director-General and Deputy Director-General of the Incorporated Foundation.

(Convocation)

Article 34. Meetings of the Board of Directors shall be convened by the Director-General. The method of holding meetings of the Board of Directors shall include holding meetings via an online system using the Internet.

2 In the absence or disability of the Director-General of the Incorporated Foundation, the Deputy Director-General of the Board of Directors shall convene a meeting of the Board of Directors.

(Chairperson)

Article 35. The Director-General of the Incorporated Foundation shall chair the meetings of the Board of Directors. However, if the Director-General is absent or unable to act, the Director-General shall act.

(Resolutions)

Article 36. Resolutions of the Board of Directors shall be adopted by a majority of the votes of a majority of the directors present, excluding directors who have a special interest in the resolution.

(Omission of resolutions)

Article 37. If a Director makes a proposal on a matter that is the object of a resolution of the Board of Directors, and all Directors who are entitled to vote on the proposal express their consent to the

proposal in writing or by electromagnetic record (except when the auditor objects to the proposal), the proposal shall be passed. The Board of Directors shall be deemed to have passed a resolution to approve the proposal.

(Omission of reports)

Article 38. When the Director or Auditor has notified all Directors and Auditors of matters to be reported to the Board of Directors, they shall not be required to report such matters to the Board of Directors.

2 The provisions of the preceding paragraph shall not apply to reports pursuant to Article 26 Item 4.

(Minutes of meetings)

Article 39 Minutes of the meetings of the Board of Directors shall be drawn up as required by law.

2 The Director-General of the Incorporated Foundation and the Auditors present shall affix their names and seals or sign electronically to the minutes of the meetings as set out in the preceding paragraph.

Chapter 7 Committees

(Committees)

Article 40. Committees may be established by resolution of the Board of Directors for the smooth promotion of the business of the Incorporated Foundation.

2 The members of the committees shall be appointed by the Board of Directors.

3 Necessary matters concerning the duties, composition and operation of the committees shall be determined separately by a resolution of the Board of Directors.

Chapter 8 Amendments to the Articles of Association and dissolution

(Amendment of the Articles of Association)

Article 41. This Articles of Association may be amended by a resolution of the Board of Councilors.

2 The provisions of the preceding paragraph shall also apply to Articles 3 and 4 of these Articles of Association.

(Dissolution)

Article 42. The Incorporated Foundation shall be dissolved due to the loss of the basic assets, the inability to successfully carry out the business for which the Incorporated Foundation is established, or other reasons stipulated by law.

(Attribution of residual assets)

Article 43. Residual assets in the event of liquidation of the Incorporated Foundation shall be donated to the legal entities listed in Article 5, item 17 of the Act on the Recognition of Public Interest Incorporated Associations and Public Interest Incorporated Incorporated Foundations, or to the State or local governments, following a resolution of the Board of Councilors.

2 The Incorporated Foundation may not distribute surplus funds.

Chapter 9 Auxiliary provisions

(Delegation)

Article 44. In addition to what is provided for in these Articles of Association, matters necessary for the operation of the Incorporated Foundation shall be determined separately by resolution of the Board of Directors.

Chapter 10 Supplementary provisions

1 The name and address of the founder of the Incorporated Foundation shall be
Shigeru Aoyagi, 2-13-8 Shinjo, Nakahara-ku, Kawasaki City, Kanagawa Prefecture.

2 The property to be contributed by the founder and its value shall be as follows
Property to be contributed (money) Value. 3 million yen

3 The name and address of the Councilors at the time of incorporation of the Incorporated Foundation shall be as follows
Yasushi Hiroshiro (Room 34/5, The Master Centrum, Sukhumvit 21 (Asoke) Road, North Klongtoei Town, Wattana Ward, Bangkok District, Thailand)
Chiharu Kawakami (4-1468-3 Kataseyama, Fujisawa, Kanagawa, Japan)
Junko Onodera (4-21-11 Nishi-Azabu, Minato-ku, Tokyo)

4 The names and addresses of the founding Directors, the founding Representative Director, and the founding Auditor of the Incorporated Foundation shall be as follows.

(1) Directors at the time of incorporation

Shigeru Aoyagi (2-13-8 Shinjo, Nakahara-ku, Kawasaki City, Kanagawa Prefecture)

Yuto Kitamura (3-18-9 Botan, Koto-ku, Tokyo)

Miki Takahashi (Proud Komagome 1410, 3-20, Komagome 4-chome, Toshima-ku, Tokyo)

(2) Representative Director at the time of incorporation

Shigeru Aoyagi 2-13-8 Shinjo, Nakahara-ku, Kawasaki City, Kanagawa Prefecture

(3) Auditor at the time of incorporation

Yoshinori Sasaki (24/60 5th Floor, Building A, Asitron Residence 41, 24 Soi 24 Sukhumvit Road, Krong Thuy-Noor, Wattana, Bangkok 10110 Thailand)

Shiki Aoyagi (1-14-4 Furuya-cho, Shimonoseki, Yamaguchi, Japan)

5 Notwithstanding the provisions of Article 9, the business plan and income and expenditure budget for the first year of the incorporation of the Incorporated Foundation shall be as prescribed by the incorporator.

6 Notwithstanding the provisions of Article 8, the business year of the Incorporated Foundation's first year of existence shall be from the date of its formation to 31 March 2024.

7 All matters not provided for in these articles of association shall be governed by the General Incorporated Associations and Incorporated Foundations Act and other laws and regulations.

In order to establish the Pale Bleu Dot General Incorporated Foundation, these Articles of Association have been prepared and are signed and sealed by the founder.

13 June 2023

Founder: Shigeru Aoyagi