

**Articles of Incorporation**  
**Keidanren (Japan Business Federation)**

Amended June 5, 2012

**Chapter I – General Provisions**

(Name)

Article 1

The organization shall be named *Ippan Shadan Hojin Nippon Keizai Dantai Rengokai* (abbreviated to Keidanren) and the name in English shall be KEIDANREN or Japan Business Federation.

(Principal Office)

Article 2

Keidanren shall have its principal office in Chiyoda-ku, Tokyo.

**Chapter II – Objectives and Business Activities**

(Objectives)

Article 3

The objectives of Keidanren, as a comprehensive economic organization, shall be to contribute to the self-sustained development of the Japanese economy and the improvement of the lives of citizens, by drawing out the dynamism of corporations as well as that of the individuals and communities that support them.

(Business Activities)

Article 4

Keidanren shall converse and cooperate with the Japanese Government, political parties, groups and international institutions, etc. and engage in the following business activities both in Japan and abroad in order to achieve the objectives stated in the previous article.

(1) Conducting surveys and studies with regard to issues in such fields as the economy, industry, society, environment, science and technology, labor and management, etc., and submitting recommendations fully using the knowledge and experience of the business community, and working for the implementation of recommendations.

(2) Promoting international relations by the private sector.

- (3) Promoting contact and cooperation between Members.
- (4) Preparing plans and principles which serve as guidelines for Members, etc.
- (5) Conveying and promoting understanding of the actual situation and opinions of the business community both in Japan and abroad.
- (6) Issuing of journals and bulletins and publishing documents.
- (7) Organizing various seminars, lectures and briefing sessions, etc.
- (8) Procuring funds, etc. which contribute to society.
- (9) Operating the Keidanren Kaikan Building.
- (10) Engaging in other business activities considered necessary to achieve the objectives of Keidanren.

### **Chapter III - Membership**

(Keidanren Members)

Article 5

Membership of Keidanren shall consist of Regular Members and Special Members, who will be treated as members as provided for in the Act on General Incorporated Associations and General Incorporated Foundations (Act No. 48, 2006) (hereinafter referred to as the “Corporations Act”).

(Regular Members)

Article 6

1. Regular Members shall consist of two categories, corporate membership and group membership.
2. Entities eligible for corporate membership shall be registered corporations or similar organizations engaged in economic activities.
3. Entities eligible for group membership shall be national groups representing a specific industry, regional business groups, and other similar organizations.

(Special Members)

Article 7

Special Members shall be organizations and groups, etc. which do not fall under the provisions of either paragraph 2 or paragraph 3 of the previous article and which have been specially approved by the Chairman.

(Admission)

Article 8

1. Entities wishing to join Keidanren shall apply to join in accordance with the procedures prescribed by the Board of Directors and may join when the Chairman has given approval pursuant to the provisions of the Board of Directors.
2. Regular Members and Special Members shall register one representative (hereinafter referred to as the "Member Representative") with the Director General when joining Keidanren.
3. A new Member Representative shall be registered with the Director General whenever there is a change in a Member Representative.

(Enrollment and Membership Fees)

Article 9

1. Members are obliged to pay enrollment and membership fees in accordance with the criteria determined at a General Meeting.
2. Keidanren may collect special membership fees, etc. to allocate to expenses for special activities in accordance with that determined by the Board of Directors.

(Withdrawal)

Article 10

1. Members may withdraw at any time by completing the procedures prescribed by the Board of Directors.
2. In the event that a Member loses membership eligibility in accordance with the provisions of the previous paragraph, unpaid membership fees for that business year must be paid and enrollment fees and membership fees already paid shall not be refunded.

(Expulsion)

Article 11

1. In the event that any of the following applies to a Member, that Member may be expelled based on the voting rights of two thirds or more of a majority of all Members.
  - (1) When a Member violates these Articles of Incorporation or other rules
  - (2) When a Member commits an act that damages the reputation or is contrary to the objectives of Keidanren
  - (3) When there are any other appropriate grounds for expelling a Member
2. In the event that a Member is to be expelled in accordance with the previous paragraph, the said Member shall be notified one week prior to a General Meeting

and said Member must be given the opportunity to defend him/herself at the General Meeting.

(Loss of Membership Qualification)

Article 12

1. In addition to the preceding two articles, when any of the following applies to a Member, said Member shall lose membership qualification.

(1) When a Member has not fulfilled their duty to pay enrollment and membership fees prescribed in Article 9 Paragraph 1 for two years

(2) When all Members have given their consent

(3) When said Member has gone bankrupt or dissolved

2. In the event that a Member loses their membership qualification in accordance with the previous article or the previous paragraph, enrollment and membership fees already been paid shall not be refunded.

#### **Chapter IV - General Meetings**

(Composition)

Article 13

1. General Meetings shall be composed of all Members.

2. General Meetings provided for in the previous paragraph shall be general meetings of Members as provided for under the Corporations Act.

(Authority)

Article 14

General Meetings shall decide matters stated below.

(1) Expulsion of Members

(2) Election and dismissal of Directors, Auditor(s) and the Accounting Auditor

(3) Changes to the Articles of Incorporation

(4) Dissolution and disposal of remaining property

(5) Approval of business policies

(6) Approval of budget for revenue and expenditure

(7) Criteria for assigning enrollment fees and membership fees

(8) Appointment and removal of the Chairman and other Officers stated in Article 23 Paragraph 3

(9) Other matters prescribed in laws and regulations and these Articles of Incorporation as being matters to be deliberated and decided at General Meetings.

(Convening)

Article 15

Regular General Meetings shall be held within three months of the end of each business year. In addition, Extraordinary General Meetings shall be held as necessary.

(Convoking)

Article 16

1. Unless otherwise provided for in laws and regulations, General Meetings shall be called by the Representative Director pursuant to a resolution of the Board of Directors.

2. Members with the voting rights of at least one-fifth of the voting rights of all Members may request the convocation of a General Meeting to the Representative Director, indicating the objective of the General Meeting and reasons for convocation.

(Chair)

Article 17

The Chairman or a person designated by the Chairman shall act as the chair of General Meetings.

(Voting Rights)

Article 18

Each Member shall be entitled to one vote on each General Meeting resolution.

(Exercising of Voting Rights in Writing or Other Methods)

Article 19

1. Members unable to attend General Meetings may vote in writing or electromagnetic form or delegate the exercising of their voting rights with regard to matters they have been notified of in advance.

2. Members who have exercised their voting rights in accordance with the provisions of the previous paragraph shall be deemed to have attended the General Meeting.

(Resolutions)

Article 20

1. Unless otherwise provided for in laws and regulations or these Articles of Incorporation, resolutions taken by General Meetings shall be made by Members with a majority of the voting rights of all Members present and by a majority of the voting rights of said Members present.

2. Notwithstanding the provisions of the previous paragraph, the following resolutions shall be made by a majority of all members and at least two-thirds of the voting rights of all Members.

(1) Expulsion of Members

(2) Dismissal of Auditors

(3) Amendments to the Articles of Incorporation

(4) Dissolution

(5) Other matters prescribed in laws and regulations

3. Resolutions provided for in paragraph 1 must be taken for each candidate when deliberating and deciding proposals involving the election of Directors and Auditors (hereinafter referred to as "Officer Election Proposals"). In the event that the total number of candidates for Director or Auditor exceeds the quorum prescribed in Article 22, candidates shall be elected from among the candidates who received a majority of favorable votes until the quorum of slots is filled in the order of the candidates with most votes.

4. Notwithstanding the provisions of the previous paragraph, in the event that as a result of exercising voting rights in writing or other methods prescribed in the previous article, a majority of favorable votes regarding an Officer Election Proposal has been obtained prior to a General Meeting, and in the event that at the General Meeting, Members present consult on resolutions on Officer Election Proposal collectively, and do not object, then Officer Election Proposals may be decided collectively.

(Minutes)

Article 21

1. Minutes shall be prepared with respect to the business of General Meetings in accordance with that which is prescribed in laws and regulations.

2. The Chair and one Director present shall affix their name and seal to the minutes provided for in the previous paragraph.

## **Chapter V – Officers and the Accounting Auditor**

(Establishment of Officers and the Accounting Auditor)

### Article 22

1. Keidanren shall retain the following Officers.
  - (1) Directors - A minimum of 17 and maximum of 27  
(including 2 Representative Directors)
  - (2) Auditors – A maximum of 2
2. Keidanren shall retain an Accounting Auditor.

(Election of Officers and the Accounting Auditor)

### Article 23

1. Directors shall be elected by a resolution of a General Meeting from amongst the Member Representatives or similar persons, or persons who have experience and knowledge of the administrative functions of Keidanren; provided, however, that no more than one third of the total number of Keidanren Directors (current total) shall be constituted by one Director and his or her relatives or a person with other special relations.
2. Auditors and the Accounting Auditor shall be elected by a resolution of a General Meeting.
3. Keidanren shall retain the following Officers and such Officers shall be appointed from among the Directors and dismissed in accordance with a resolution by a General Meeting.
  - (1) Chairman - One
  - (2) Vice Chairs - A minimum of 13 and maximum of 18
  - (3) Director General - One
  - (4) Senior Managing Director – One or two
  - (5) Managing Director - A minimum of one and maximum of five
4. In the event that a vacancy arises, it shall be possible to appoint an Officer to fill such Officer vacancy from amongst the Directors in accordance with a resolution of the Board of Directors.
5. The Chairman and Director General shall act as the Keidanren's Representative Directors and the Senior Managing Director and Managing Director shall act as the Keidanren's Executive Directors.

(Duties and Authority of the Directors)

### Article 24

1. Directors shall make up the Board of Directors and shall execute their duties in accordance with the provisions prescribed in laws and regulations and these Articles of Incorporation.
2. Representative Directors shall represent Keidanren and shall perform their duties in accordance with the provisions prescribed in laws and regulations and these Articles of Incorporation.
3. Representative Directors and Keidanren's Executive Directors must report on the state of execution of their duties to the Board of Directors at least twice each business year at intervals exceeding four months.

(Duties of the Auditors)

Article 25

1. Auditors shall audit the performance of Director's duties and shall prepare audit reports in accordance with the provisions prescribed in laws and regulations.
2. Auditors may, at any time, request business reports from Directors and employees and investigate the state of Keidanren's operations and finances.

(Duties of the Accounting Auditor)

Article 26

1. The Accounting Auditor shall audit Keidanren's balance sheet and statements of net increases and decreases in assets and supplementary schedules, and shall prepare an accounting audit report.
2. The Accounting Auditor may, at any time, review or copy accounting books or documents relating to accounting books and electronic records thereof, or may request reports relating to accounts from Directors and employees.

(Term of Office of Officers and the Accounting Auditor)

Article 27

1. The term of office of Officers shall continue until the conclusion of the Regular General Meeting for the last business year which ends within two years from the time of their election; provided, however, that re-election shall not be precluded.
2. The term of office of Officers elected to fill a vacancy shall be until the expiration of the term of office of their predecessor.
3. In the event that there is a vacancy in number of Directors or Auditors prescribed in each item of Article 22 Paragraph 1, Directors or Auditors who have retired due to the expiration of their term of office or resignation shall continue to have the rights



and obligations of a Director or Auditor until a newly elected Director or Auditor assumes office.

4. The term of office of the Accounting Auditor shall continue until the conclusion of the Regular General Meeting for the last business year which ends within one year from the time of their election.

(Dismissal of Officers and the Accounting Auditor)

Article 28

1. Officers and the Accounting Auditor may be dismissed in accordance with a resolution of a General Meeting.

2. In the event that any of the following applies to the Accounting Auditor, Auditors may dismiss the Accounting Auditor with the consent of all Auditors. In such case, Auditors shall report the dismissal of said Accounting Auditor and the grounds for dismissal at the first General Meeting convened after dismissal.

(1) When the Accounting Auditor has violated their duties or neglected their duties

(2) When the Accounting Auditor has engaged in misconduct inappropriate for an Accounting Auditor

(3) When the Accounting Auditor has difficulty in, or is unable to cope with the execution of their duties due to mental or physical disability

(Remuneration and Compensation)

Article 29

1. Officers shall be unremunerated; provided, however, that Officers other than part-time Directors may be paid remuneration and compensation as consideration for the execution of their duties.

2. The total amount of remuneration and compensation for full-time Directors shall be fixed at a General Meeting and payment shall be pursuant to provisions of the Board of Directors.

3. The total amount of remuneration and compensation. for Auditors shall be fixed at a General Meeting and payment shall be in accordance with that which has been determined through consultation by Auditors.

4. Remuneration and compensation for the Accounting Auditor shall be determined by the Board of Directors having obtained consent from the majority of Auditors.

(Exemption from Liability)

Article 30

1. In the event that Officers' indemnity liability applies to requirements prescribed in laws and regulations, Keidanren may exempt Officers from their indemnity liability, by a resolution of the Board of Directors, to the extent of the amount obtained by subtracting the sum of the minimum liability amount prescribed in laws and regulations from the amount for which he or she is liable.

2. In the event that indemnity liability provided for in the previous paragraph applies to requirements prescribed in laws and regulations, Keidanren may, by a resolution of the Board of Directors, conclude an agreement with the Accounting Auditor which limits indemnity liability; provided, however, that the limitation of liability pursuant to such agreement shall be the minimum liability amount prescribed in Article 113 Paragraph 1 of the Corporations Act.

## **Chapter VI - Board of Directors**

(Composition)

Article 31

1. Keidanren shall retain a Board of Directors.
2. The Board of Directors shall be composed of all Directors.

(Authority)

Article 32

The Board of Directors shall conduct the following duties.

- (1) Decide the execution of Keidanren's operations
- (2) Supervise the execution of duties by Directors
- (3) Decide the disposal and acceptance of assignment of important assets
- (4) Decide borrowing of significant amounts
- (5) Decide the election and dismissal of important employees
- (6) Decide the establishment, changes or abolition of subordinate offices and other important organizations
- (7) Decide the development of systems to ensure the properness of Keidanren's operations
- (8) Decide the revision or abolition of the Charter of Corporate Behavior and development of systems to ensure Members comply with the Charter of Corporate Behavior
- (9) Other matters prescribed in laws and regulations or these Articles of Incorporation as matters for resolution by the Board of Directors

(Convocation)

Article 33

1. The Chairman shall call meetings of the Board of Directors and act as chair.
2. In the event that the position of Chairman is vacant or the Chairman is unable to carry out his or her duties, another Director shall call a meeting of the Board of Directors and the Director who called the meeting shall act as chair.

(Resolutions )

Article 34

1. Resolutions taken by the Board of Directors shall be made by a majority of Directors, excluding Directors with a special interest in the resolution, being present and by a majority of the voting rights of said Directors present.
2. Notwithstanding the provisions of the previous paragraph, resolutions of the Board of Directors shall be deemed to have been made when the requirements prescribed in laws and regulations have been fulfilled.

(Minutes)

Article 35

1. Minutes shall be prepared with respect to the proceedings of meetings of the Board of Directors in accordance with the provisions prescribed in laws and regulations.
2. The Representative Directors and Auditors present shall affix their name and seal to the minutes provided for in the previous paragraph.

## **Chapter VII – Business Development Organs**

(Business Development Organs)

Article 36

1. The following business development organs shall be retained by Keidanren in order to promote the business activities prescribed in Article 4.
  - (1) Meetings of the Chairman and Vice Chairs
  - (2) Policy Board
  - (3) Executive Policy Board
  - (4) Policy Committee
  - (5) Other organs determined by the Board of Directors
2. Business development organs shall not have authority granted to General Meetings, the Board of Directors or Officers as provided for in laws and regulations

and these Articles of Incorporation, and shall not operate in such a way that substantially restricts such authority when promoting business activities.

3. The term of office of Members of the Policy Board, Executive Members of the Policy Board and the chair of the Policy Committee shall continue until the conclusion of the Regular General Meeting for the last business year which ends within two years from the time of their election; provided, however, that re-election shall not be precluded.

4. The term of office of Members of the Policy Board and Executive Members of the Policy Board elected additionally or to fill a vacancy shall be until the expiration of the term of office of Members of the Policy Board and Executive Members of the Policy Board who remain in office.

(Composition and Matters under the Jurisdiction of Meetings of the Chairman and Vice Chairs)

#### Article 37

1. Meetings of the Chairman and Vice Chairs are composed of the Chairman and Vice Chairs.

2. Meetings of the Chairman and Vice Chairs shall deliberate on basic matters that are particularly important in order to perform the business activities prescribed in Article 4 in accordance with the policies determined by the Board of Directors.

(Appointment of Members of the Policy Board and Activities of the Policy Board, etc.)

#### Article 38

1. Members of the Policy Board shall be appointed by the Chairman from among the Member Representatives following deliberation by the Board of Directors.

2. The number of Members of the Policy Board shall not exceed 700.

3. The Policy Board is composed of Members of the Policy Board.

4. The Policy Board shall approve draft versions when Keidanren's policy recommendations, etc. (excluding when said policy recommendations, etc. are matters for resolution by the Board of Directors) are published externally.

(Appointment of Executive Members of the Policy Board and Matters for Deliberation by the Executive Policy Board)

#### Article 39

1. Executive Members of the Policy Board shall be appointed by the Chairman from

among the Members of the Policy Board following deliberation by the Board of Directors.

2. The number of Executive Members of the Policy Board shall not exceed 300.
3. The Executive Policy Board is composed of Executive Members of the Policy Board.
4. The Executive Policy Board shall deliberate and discuss measures for resolving important policy issues based on the exchange of opinions with experts from various fields.

(Establishment of a Policy Committee, etc.)

Article 40

1. The Policy Committee shall be established by the Chairman pursuant to the provisions of the Board of Directors and shall draft and deliberate those business activities prescribed in Article 4 which are specified by the Chairman.
2. The Policy Committee may present their opinions in response to consultations from the meetings of the Chairman and Vice Chairs, the Executive Policy Board and the Policy Board.

(Appointment of a Policy Committee Chair, etc.)

Article 41

1. The Policy Committee Chair shall be appointed by the Chairman following deliberation by the Board of Directors.
2. The Committee Chair shall call meetings of the Policy Committee and act as chair.

(Calculation of Members of the Policy Board and Executive Members of the Policy Board)

Article 42

In the event that the same individual is the Member Representative for a number of Members, when calculating the number of members prescribed in Article 38 Paragraph 2 and Article 39 Paragraph 2, the number shall be counted as a different qualified individual for each Member represented.

## **Chapter VIII – Advisory Organs**

(Advisory Organs)

Article 43

1. Keidanren shall retain the following advisory organs as organs to respond to consultations from and present opinions to the Chairman.

(1) Board of Councillors

(2) Meetings of the Chairman and Vice Chairs of the Board of Councillors

(3) Meetings of Principals of Regional Employers' Associations

(4) Other organs determined by the Chairman

2. In addition to the advisory organs prescribed in paragraph 1, Keidanren may retain an Honorary Chair and Advisors.

(Appointment of Councillors and Composition of the Board of Councillors)

Article 44

1. Councillors shall be appointed by the Chairman from among the Member Representatives and Member Officers following deliberation by the Board of Directors.

2. The number of Councillors shall not exceed 700.

3. The term of office of Councillors shall continue until the conclusion of the Regular General Meeting for the last business year which ends within two years from the time of their election; provided, however, that re-election shall not be precluded.

4. The term of office of Councillors elected additionally or to fill a vacancy shall be until the expiration of the term of office of Councillors who remain in office.

5. The Board of Councillors is composed of Councillors.

6. The Board of Councillors shall respond to consultations from the Chairman and deliberate matters relating to the economy, industry, society, environment, and science and technology, etc.

(Appointment of a Chairman and Vice Chairs of the Board of Councillors and Composition of Meetings of the Chairman and Vice Chairs of the Board of Councillors)

Article 45

1. The Chairman of the Board of Councillors and Vice Chairs of the Board of Councillors shall be appointed by the Chairman following deliberation by the Board of Directors.

2. Meetings of the Chairman and Vice Chairs of the Board of Councillors are composed of the Chairman and Vice Chairs of the Board of Councillors, and shall respond to consultations from the Chairman and deliberate the direction of

Keidanren's particularly important policies and the shape of business activities.

(Duties of the Chairman and Vice Chairs of the Board of Councillors)

Article 46

1. The Chairman of the Board of Councillors shall call meetings of the Board of Councillors and meetings of the Chairman and Vice Chairs of the Board of Councillors, and shall act as chair.

2. The Vice Chairs of the Board of Councillors shall assist the Chairman of the Board of Councillors, and in the event that it is determined that the Chairman is unable to execute duties due to an impediment or any other reason, or in the event that the position of Chairman of the Board of Councillors is vacant, a Vice Chair of the Board of Councillors according to an order prescribed by the Chairman of the Board of Councillors in advance shall perform such duties on behalf of the Chairman of the Board of Councillors.

(Calculation of Councillors)

Article 47

In the event that the same individual is the Member Representative for a number of Members, when calculating the number of members prescribed in Article 44 Paragraph 2, the number shall be counted as a different qualified individual for each Member represented.

(Authority of Meetings of Principals of Regional Employers' Associations and Election of Chair and Vice Chairs of Meetings of Principals of Regional Employers' Associations)

Article 48

1. Meetings of Principals of Regional Employers' Associations are composed of the heads of regional economic associations.

2. The Chairman shall appoint a Chair of Meetings of Principals of Regional Employers' Associations and Vice Chairs of Meetings of Principals of Regional Employers' Associations.

3. The term of office of the Chair of Meetings of Principals of Regional Employers' Associations and Vice Chairs of Meetings of Principals of Regional Employers' Associations shall continue until the conclusion of the Regular General Meeting for the last business year which ends within two years from the time of their election; provided, however, that re-election shall not be precluded.

4. The term of office of the Chair of Meetings of Principals of Regional Employers' Associations and Vice Chairs of Meetings of Principals of Regional Employers' Associations elected additionally or to fill a vacancy shall be until the expiration of the term of office of the Chair of Meetings of Principals of Regional Employers' Associations and Vice Chairs of Meetings of Principals of Regional Employers' Associations who remain in office.

5. The Chair of Meetings of Principals of Regional Employers' Associations shall call Meetings of Principals of Regional Employers' Associations. The Vice Chairs of Meetings of Principals of Regional Employers' Associations shall assist the Chair of Meetings of Principals of Regional Employers' Associations and in the event that it is determined that the Chair is unable to execute duties due to an impediment or any other reason, or in the event that the position of Chair of Meeting of Principals of Regional Employers' Associations is vacant, a Vice Chair of the Meeting of Principals of Regional Employers' Associations according to an order prescribed by the Chair of Meetings of Principals of Regional Employers' Associations in advance shall perform such duties on behalf of the Chair of Meetings of Principals of Regional Employers' Associations.

6. Meetings of Principals of Regional Employers' Associations shall respond to consultations from the Chairman and deliberate regional issues with regard to labor and management, etc.

#### (Appointment and Authority of Honorary Chair)

##### Article 49

1. Keidanren may retain an Honorary Chair. The position of Honorary Chair shall be life-long.
2. The Honorary Chair shall be appointed by the Chairman from among retired Chairmen.
3. The Honorary Chair shall respond to consultations from, and may present his or her opinions to, the Chairman from a broader perspective.

#### (Appointment and Authority of Advisors)

##### Article 50

1. Keidanren may retain Advisors.
2. Advisors shall be appointed by the Chairman from among persons with great insight.
3. The term of office of Advisors shall continue until the conclusion of the Regular



General Meeting for the last business year which ends within two years from the time of their election, and Advisors may be re-elected for up to five terms.

4. Advisors shall respond to consultations from and may present opinions to the Chairman.

## **Chapter IX – Assets and Accounting**

(Business Year)

### Article 51

The business year of Keidanren shall commence on April 1 each year and end of March 31 of the subsequent calendar year.

(Revenue and Expenditure Budget)

### Article 52

1. Keidanren's written budget for revenue and expenditure shall be prepared by the Representative Director prior to the commencement of each business year and must be approved by a General Meeting.

2. Notwithstanding the provisions of the previous paragraph, the budget from the date of commencement of that business year until the date of the Regular General Meeting may be executed in accordance with a resolution by the Board of Directors. The budget for this term shall be included in the written budget for revenue and expenditure provided for in the previous paragraph and approved by a General Meeting.

3. The documents provided for in paragraph 1 shall be kept at the principal office until the end of said business year and shall be made available for public inspection.

(Business Reports and Settlement of Accounts)

### Article 53

1. The Representative Director shall prepare the following documents regarding Keidanren's business reports and settlement of accounts after the end of each business year, and reports must be made at a Regular General Meeting, having obtained approval from the Board of Directors, after such documents have been audited by the Auditors and the documents provided for in items 3 to 5 have been audited by the Accounting Auditor.

(1) Business reports

(2) Supplementary schedules to business reports

(3) Balance sheet

- (4) Statements of net increases and decreases in assets
- (5) Supplementary schedules to balance sheet and statements of net increases and decreases in assets

2. In the event that the documents provided for in items 3 to 5 of the previous paragraph do not fall under requirements prescribed in Article 48 of the Ordinance for Enforcement of the Act on General Incorporated Associations and General Incorporated Foundations, approval must be obtained at a Regular General Meeting in substitute for reporting to a Regular General Meeting as provided for in the previous paragraph.

3. In addition to documents reported in accordance with the provisions of paragraph 1 or approved in accordance with the provisions of the previous paragraph, the following documents shall be kept at the principal office for five years.

- (1) Audit reports
- (2) Accounting audit reports

(Distribution of Surplus)

Article 54

Keidanren may not distribute surplus.

## **Chapter X – Amendments to the Articles of Incorporation, Dissolution, etc.**

(Amendments to the Articles of Incorporation)

Article 55

These Articles of Incorporation may be amended at a General Meeting with the approval of a majority of all Members and at least two-thirds of the voting rights of all Members.

(Dissolution)

Article 56

Keidanren shall dissolve in the event of making a decision at a General Meeting with the approval of a majority of all Members and at least two-thirds of the voting rights of all Members, or in accordance with other circumstances provided for in laws and regulations.

(Disposal of Remaining Property)

Article 57

In the event that Keidanren is dissolved, the remaining property shall be donated to

juridical persons as stated in Article 5 Item (17) of the Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundation or the national government or local governments upon a decision of a General Meeting.

## **Chapter XI – Method of Public Notice**

(Method of Public Notice)

Article 58

1. Keidanren's public notices shall be given by electronic means.
2. In the event that it is not possible to give notice by public means as provided for in the previous paragraph due to an accident or any other unavoidable circumstances, public notice shall be given in the official gazette.

## **Chapter XII - Secretariat**

(Secretariat)

Article 59

1. A Secretariat shall be established to handle the administrative affairs of Keidanren.
2. The Secretariat shall retain Secretariat staff.
3. Rules required for the Secretariat and its staff shall be determined by the Director General.

(Duties of the Director General, Senior Managing Directors and Managing Directors)

Article 60

1. The Director General shall be responsible for overseeing the handling of Keidanren's general affairs, and shall assist the Chairman and Vice Chairs.
2. The Senior Managing Directors shall manage Keidanren's general affairs.
3. The Managing Directors shall assist the Director General and the Senior Managing Directors and share the management of Keidanren's general affairs.

(Duties of Counselors)

Article 61

1. Keidanren may retain Counselors at the Secretariat.
2. Counselors shall use their knowledge and cooperate with Keidanren's business activities.

3. The Director General shall propose Counselor candidates to the Board of Directors and the Board of Directors shall elect Counselors.
4. The term of office of Counselors shall continue until the conclusion of the Regular General Meeting for the last business year which ends within two years from the time of their election; provided, however, that re-election shall not be precluded.
5. Counselors may be paid consideration in accordance with the execution of duties.

