

General Incorporated Association, Climate Integrate  
Articles of Incorporation

Chapter I General Provisions

(Name)

Article 1 The name of the Association is General Incorporated Association Climate Integrate, and it shall be referred to as Climate Integrate.

(Principal Office)

Article 2 The principal office of the Association shall be located in Minato-ku, Tokyo.

(Purpose)

Article 3 By promoting the decarbonization of Japan, the Association will conduct the following activities with the purpose achieving climate protection:

- (1) studies, research, and making recommendations relating to climate change;
- (2) engagement in policy development relating to climate change;
- (3) communication relating to climate change;
- (4) dialogue, advice, and support for domestic and overseas stakeholders relating to climate change policies and actions;
- (5) other activities supplementary to and/or associated with the above items.

(Public Notification)

Article 4 Public notifications shall be presented at the principal office of the Association in a location easily visible to the public.

Chapter II Members

(Gaining Membership)

Article 5 A person who agrees with the purpose of the Association and joins the Association is deemed to be a member

- 2 To become a member, a person shall apply in the form prescribed by the Association and obtain the approval of the representative director.

(Loss of Member Status)

Article 6 If a member falls under any of the following items, the member shall lose status as a member:

- (1) having withdrawn from the Association;
- (2) death, or upon a court decision declaring a missing person legally dead, dissolution;
- (3) expulsion;
- (4) agreement of all members.

(Withdrawal)

Article 7 A member may withdraw at any time; provided, however, that unless there is a compelling reason, advance notice of at least one month shall be given to the Association.

(Expulsion)

Article 8 When a member damages the honor of the Association, acts contrary to the purpose of the Association, violates obligations as a member, or has a legitimate reason to be expelled, the member may be expelled by a special resolution of a general assembly meeting as stipulated in Article 49, Paragraph 2 of the Act on General Incorporated Associations and General Incorporated Foundations (hereinafter referred to as the “General Incorporated Associations/Foundations Act”).

(Member Registry)

Article 9 The Association shall prepare a member registry that has recorded therein the names and addresses of members and keep it at the principal office of the Association.

### Chapter III General Assembly

(Matters for General Assembly Resolution)

Article 10 A general assembly may adopt resolutions on matters set forth in the General Incorporated Associations/Foundations Act and on the organization, operation, and management of the Association, as well as on all other matters related to general incorporated associations.

(Convocation)

Article 11 An annual general assembly meeting of members of the Association shall be convened within three months from the day following the end of each business year, and extraordinary general assembly meetings shall be convened as necessary.

2 Except as otherwise provided by laws and regulations, an annual general assembly meeting shall be convened by the representative director, by the decision of a majority of the directors. If the representative director has an accident or impediment, another director determined in a predetermined order shall convene it.

3 In order to convene a general assembly meeting, a notice of convocation shall be issued to each member at least one week before the date of the meeting, except when exercising voting rights in writing or by electronic or magnetic means.

4 Notwithstanding the preceding paragraph, a general assembly meeting may be held without the convocation procedure, with the consent of all members, except when exercising voting rights in writing or by electronic or magnetic means.

(Chairperson)

Article 12 The chairperson of a general assembly meeting shall be the representative director. However, if the representative director has an accident or impediment, another director shall substitute in a predetermined order determined by a decision of a majority of directors.

(Method of Adopting Resolutions)

Article 13 Except as otherwise provided in the matters stipulated in Article 49, Paragraph 2 of the General Incorporated Associations/Foundations Act or prescribed in the provisions of in the Articles of Incorporation, a resolution at a general assembly meeting is adopted by a majority vote of the members in attendance who have voting rights, provided that members with a majority of the voting rights are present.

(Omission of a Resolution at a General Assembly)

Article 14 If a director or a member makes a proposal regarding a matter for the purpose of a resolution at a general assembly meeting and where all members have manifested in writing or by electronic or magnetic methods their intention to agree with the proposal, a resolution of the general assembly that affirms the proposal is deemed to have passed.

(Exercising Voting Rights by Proxy)

Article 15 Members or their statutory agents may exercise their voting rights on behalf of members of the Association. However, in this case, documents certifying the authority of representation must be submitted for each general assembly meeting.

(Minutes of General Assembly Meetings)

Article 16 The minutes of proceedings of a general assembly meeting must be prepared, and they must be signed or stamped by the chairperson and attending directors, and kept in the principal office of the Association for 10 years from the date of the general assembly meeting.

- 2 In the case of Article 15 as well, the minutes mentioned in the preceding paragraph shall be prepared.

#### Chapter IV Officers, etc.

(Officers)

Article 17 The Association shall have at least three directors.

- 2 Of the directors, one shall be the representative director.

(Note: In practice, Climate Integrate refers to this position as ""Executive Director" in English.)

(Appointment, etc.)

Article 18 Directors and the representative director shall be appointed by a resolution of a general assembly meeting.

- 2 Of the directors, the total number of any one of the directors and their spouse, relatives within the third degree of kinship, or other persons with special relationships shall not exceed one-third of the total number of directors.

(Duties and Authority of the Representative Director)

Article 19 The representative director shall represent the Association and execute its business.

(Term of Office)

Article 20 The term of office of directors shall be until the end of the annual general assembly meeting for the last business year ending within two years after the director's appointment, and they may be reappointed.

- 2 The term of office of a director appointed to fill a vacancy or to increase the number of directors shall be the same as the remaining term of office of the predecessor or other incumbent directors.
- 3 If the Association lacks the required number of officers, an officer who has left office due to resignation or expiration of the term of office has the right and obligation to serve until a newly appointed officer takes office.

(Remuneration, etc.)

Article 21 Financial benefits that officers receive from the Association as compensation, bonuses and other consideration for the performance of duties shall be determined by a resolution at a general assembly meeting.

(Restrictions on Transactions)

Article 22 When directors intend to make any of the following transactions, they must disclose important facts about the transaction at a general assembly meeting and obtain approval for the transaction:

- (1) a transaction that is categorized as being the business of the Association, for oneself or a third party;
- (2) a transaction with the Association, for oneself or a third party;
- (3) the Association intends to guarantee the debt of a director or otherwise carry out transactions with a person other than the director that results in a conflict of interest between the Association and the director.

(Partial Exemption from Liability)

Article 23 With regard to the liability of officers under Article 111, Paragraph 1 of the General Incorporated Associations/Foundations Act, if the requirements prescribed by laws and regulations are met, through a special resolution of the general assembly meeting, the Association can forgive the liability, up to an amount obtained by deducting the minimum amount of liability as prescribed by laws and regulations.

## Chapter V Calculations

(Business Year)

Article 24 The business year of the Association shall be the term from April 1st each year to March 31st of the following year.

(Use of Assets)

Article 25 The income and assets of the Association must be applied exclusively towards the Association's purpose. The Association may not transfer any asset to any director,

member, or donor, other than as fair compensation for goods provided or services rendered to the Association.

(Surplus)

Article 26 The Association may not distribute surplus monies.

(Residual Assets)

Article 27 Residual assets held by the Association in the case of liquidation of the Association shall be donated, after a resolution of a general assembly meeting, to an organization listed in Article 5, Item 17 of the Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations, or to the national government or a local government.

## Chapter VI Supplementary Provisions

(First Business Year)

Article 28 The first business year of the Association shall be from the date of establishment of the Association to March 31, 2022.

(Officers, etc. at Incorporation)

Article 29 The officers at the time of establishment of the Association are as follows.

Director at Incorporation - Tetsuji Ida

Director at Incorporation - Naoyuki Yamagishi

Director at Incorporation - Kimiko Adachi (Kimiko Hirata)

Representative Director at Incorporation - Kimiko Adachi (Kimiko Hirata)

(Names and Addresses of Members at Incorporation)

Article 30 The names and addresses of members at the time of establishment of the Association are as follows.

Members at Incorporation

1 Name Kimiko Ando (Kimiko Hirata)

Address

[REDACTED]

2 Name Tetsuji Ida

Address

[REDACTED]

3 Name Naoyuki Yamagishi

Address

[REDACTED]

[REDACTED]

(Compliance with Laws and Regulations)

Article 31 All matters not stipulated in these Articles of Incorporation shall be handled as prescribed by the General Incorporated Associations/Foundations Act and other laws and regulations.

For the establishment of the General Incorporated Association Climate Integrate, judicial scrivener Yasuyo Shimizu as agent for preparing the Articles of Incorporation for members at incorporation shall prepare the above Articles of Incorporation, which are an electronic record, and sign them electronically.

August 12, 2021

Member at incorporation	Name	Kimiko Adachi (Kimiko Hirata)
	Address	[REDACTED]
Member at incorporation	Name	Tetsuji Ida
	Address	[REDACTED]
Member at incorporation	Name	Naoyuki Yamagishi
	Address	[REDACTED]
		[REDACTED]

The amendment of the Articles of Incorporation becomes effective on 13 February, 2023.

Date of preparation: August 12, 2021  
Date of amendment: February 13, 2023