

**Articles of Incorporation**

**Japan Culture and Taishu Engeki Association**

General Incorporated Association

(Translation)

Certified Copy

These Articles of Incorporation are made in Japanese and translated into English.

The Japanese text is the original and the English text is for reference purposes.

If there is any conflict or inconsistency between these two texts, the Japanese text shall prevail.

# **Articles of Incorporation**

## **Chapter 1. General Provisions**

### **Article 1 (Name of the Association)**

The name of this association shall be Japan Culture and Taishu Engeki Association, which shall be a general incorporated association (hereinafter “JCTEA”).

### **Article 2 (Principal Office)**

- (1) The principal office of JCTEA shall be located at Kita-ku, Tokyo.
- (2) Upon resolution of the General Meeting of Executive Members, JCTEA may locate a secondary office at a place as required.

## **Chapter 2. Purposes and Activities**

### **Article 3 (Purposes)**

JCTEA shall carry out projects related to the promotion of Taishu Engeki (Japanese pop theatre), improve the quality of Taishu Engeki, disseminate Taishu Engeki, promote exchange and cooperation among people involved in Taishu Engeki and contribute to the development of the Taishu Engeki culture. To facilitate the achievement of these objectives, JCTEA shall implement the following activities:

1. Performances and public awareness-raising activities related to Taishu Engeki;
2. International exchange programs through performances of Taishu Engeki;
3. Projects for friendship and mutual assistance among members;
4. Improvement of the social status of Taishu Engeki;
5. The training of new members of Taishu Engeki troupes;
6. Public relations initiatives related to Taishu Engeki;
7. Other schemes necessary to achieve the objectives above.

### **Article 4 (Method of a Public Notice)**

A public notice of JCTEA shall be published in the official gazette.

## **Chapter 3. Membership**

### **Article 5 (Membership)**

A regular member of JCTEA shall be an executive member under the Act on General Incorporated Associations and General Incorporated Foundations (hereinafter “Act”) (hereinafter “Executive Member”). There shall be three types of JCTEA members as follows:

(1) A regular member (hereinafter “Regular Member”):

An individual or an organisation who has joined JCTEA in support of its objectives;

(2) An associate member (hereinafter “Associate Member”):

An individual or an organisation who has joined JCTEA in support of its objectives and who is equivalent to a Regular Member;

(3) A supporting member (hereinafter “Supporting Member”):

An individual or an organisation who has joined JCTEA to support activities of JCTEA.

#### **Article 6 (Admission)**

Any person, who wishes to join JCTEA as a Regular Member, Associate Member or Supporting Member, shall use the application form specified separately to apply for the membership and shall be a Regular Member, Associate Member or Supporting Member upon approval of the General Meeting of Executive Members.

#### **Article 7 (Admission Fee and Membership Fee)**

Any Regular Member, Associate Member or Supporting Member shall pay the admission fee and the membership fee specified separately.

#### **Article 8 (Voluntary Withdrawal)**

Any member may submit a termination notice specified separately to voluntarily withdraw at any time.

#### **Article 9 (Expulsion)**

If a member is applicable to either one of the following, such a member may be expelled by at least a two-thirds majority of voting rights of the Executive Members present and having one-half or more of the total number of voting rights at the General Meeting of Executive Members:

- (1) If a member has infringed with these Articles of Incorporation or any other regulations of JCTEA;
- (2) If a member has harmed the honour of JCTEA or acted contrary to its objectives;
- (3) If a member has any good reason for expulsion.

#### **Article 10 (Loss of the Membership)**

Any member shall lose the membership, as well as under Article 8 and Article 9 above, if such a member is applicable to either one of the following:

- (1) If a member has not fulfilled his/her obligation under Article 7 above for two years or more;

- (2) If all Executive Members have agreed upon;
- (3) If a member has died or JCTEA has been dissolved.

## **Chapter 4: General Meeting of Executive Members**

### **Article 11 (General Meeting of Executive Member)**

The General Meeting of Executive Members shall be composed of all Executive Members.

### **Article 12 (Ordinary General Meeting of Executive Members and Extraordinary General Meeting of Executive Members)**

A General Meeting of Executive Members of JCTEA shall be an Ordinary General Meeting of Executive Members or an Extraordinary General Meeting of Executive Members. An Ordinary General Meeting of Executive Members shall be held within three months after the termination of a fiscal year. An Extraordinary General Meeting of Executive Members shall be held as required.

### **Article 13 (Convening of General Meeting of Executive Members)**

A General Meeting of Executive Members shall be called by the Representative Director by a decision of the majority of Directors.

- 2. A notice to convene a General Meeting of Executive Members shall be issued to each Executive Member at least a week before the date of the meeting.

### **Article 14 (A Resolution)**

Any resolution of the General Meeting of Executive Members shall be adopted by a majority of voting rights of the Executive Members present and having a majority of the total number of voting rights unless otherwise provided for under laws and regulations or these Articles of Incorporation.

- 2. Notwithstanding the provisions of the preceding paragraph, any resolution for the following shall be adopted by at least a two-thirds majority of voting rights of the Executive Members present and having one-half or more of the total number of voting rights:

- (1) Expulsion of a member;
- (2) Amendment to the Articles of Incorporation;
- (3) Dissolution and disposal of residual assets;
- (4) Merger and transfer of business in whole or in significant part;

(5) Other items prescribed by laws and regulations or these Articles of Incorporation.

### **Article 15 (Voting Right)**

Each Executive Member shall have one voting right at the General Meeting of Executive Members.

### **Article 16 (Chairperson)**

A General Meeting of Executive Members shall be chaired by the Representative Director. When the Representative Director is unavailable, a Chairperson shall be elected at the General Meeting of Executive Members.

### **Article 17 (Proxy)**

If any Executive Member is unable to attend a General Meeting of Executive Members, such Executive Member may exercise his/her voting right by proxy of another Executive Member, provided, however, that such Executive Member or proxy must submit a document which certifies the proxy to JCTEA.

### **Article 18 (Omission of a Resolution or a Report of the General Meeting of Executive Members)**

When a Director or an Executive Member makes a proposal regarding a matter for the purpose of a General Meeting of Executive Members and if all Executive Members have expressed their consent thereto in writing or by electromagnetic record, the resolution of the General Meeting of Executive Members shall be deemed to have been adopted.

2. If a Director notifies to all Executive Members regarding a matter to be reported to the General Meeting of Executive Members and if all Executive Members have expressed their consent, either in writing or by electromagnetic record, to agree that the matter needs not be reported to the General Meeting of Executive Members, the matter shall be deemed to have been reported to the General Meeting of Executive Members.

### **Article 19 (Minutes)**

With respect to the agenda of a General Meeting of Executive Members, minutes of the meeting must be prepared as prescribed by laws and regulations and shall be signed or sealed by the Chairperson and Directors in attendance.

## **Chapter 5: Officers**

## **Article 20 (Officers)**

JCTEA shall have officers as follows:

Directors: Two or more but not more than ten.

2. One of the Directors shall be the Representative Director.
3. One of the Directors, other than the Representative Director, shall be the Executive Director.

## **Article 21 (Election)**

A Director shall be elected by the resolution of the General Meeting of Executive Members.

2. The Representative Director shall be elected, from Directors, by the resolution of the General Meeting of Executive Members.
3. For each Director, the total number of such Director and his/her spouse or relatives within the third degree of kinship (including those who have a special relationship with the applicable Director, as specified by a Cabinet Order, as equivalent to relatives within the third degree of kinship) shall not exceed one third of the total number of Directors.

## **Article of 22 (Term of Office)**

The term of the office of a Director shall expire at the close of the last Ordinary General Meeting of Executive Members to be held in a fiscal year that ends within two years after the applicable Director's assumption of office.

- (2) The term of the office of a Director, who is appointed as a substitute for another Director, who resigned before the expiration of such another Director's term of the office, shall expire at the end of such another Director's remaining term of the office.

## **Article 23 (Duties and Authority of a Director)**

A Director shall perform its duties under laws and regulations and these Articles of Incorporation.

- (2) The Representative Director shall represent JCTEA and supervise operations of JCTEA.

## **Article 24 (Dismissal of a Director)**

Any Director may be dismissed by the resolution of the General Meeting of Executive

Members.

#### **Article 25 (Remuneration)**

The remuneration, bonus and other property benefits which a Director receives from JCTEA in compensation for the performance of his/her duties shall be determined by the resolution of the General Meeting of Executive Members.

#### **Article 26 (Limitation of Liability)**

With respect to a Director's liability under Paragraph 1, Article 111 of the Act, JCTEA may enter into an agreement with a Director (limited to a person who is neither an Executive Director nor an employee of JCTEA) for limiting the liability if requirements are met as specified under laws and regulations, provided, however, that the amount of the limitation of the liability under such agreement shall be the minimum liability amount under laws and regulations.

### **Chapter 6. Fund**

#### **Article 27 (Contribution of Funds)**

JCTEA may request a member or a third party to contribute funds.

#### **Article 28 (Solicitation of Funds)**

Solicitation, allocation, payment and other procedures of funds shall be pursuant to the regulations of funds separately provided for.

#### **Article 29 (The Right of a Fund Contributor)**

Any fund contributor shall have no right to demand return of funds until the date specified under the regulations of funds under Article 28 above.

#### **Article 30 (Procedures for Return of Funds)**

Funds may be returned under the resolution of the Ordinary General Meeting of Executive Members in the scope specified under Paragraph 2, Article 141 of the Act.



### **Article 31 (Substitute Fund)**

In order to return funds, the amount equivalent to such funds to be returned must be recorded as a substitute fund, which may not be reversed.

## **Chapter 7: Assets and Accounts**

### **Article 32 (Fiscal Year)**

The fiscal year of JCTEA shall commence on 1 April of every year and end on 31 March of the following year.

### **Article 33 (Business Report and Settlement of Accounts)**

At the end of every fiscal year, the Representative Director shall prepare the documents below in relation to the business report and the settlement of accounts to be submitted to the Ordinary General Meeting of Executive Members. Details of (1) and (2) shall be reported. (3), (4) and (5) shall be subject to approval.

(1) Business report

(2) Supplementary statements of the business report

(3) Balance sheet

(4) Profits and losses (statements of changes in net asset)

(5) Supplementary statements of the balance sheet and the profits and losses (statements of changes in net asset)

2. Documents under the preceding paragraph above shall be kept at the principal office for five years. In addition, these Articles of Incorporation and the register of Executive Members shall be kept at the principal office.

### **Article 34 (Business Plan and Income and Expenditure Budget)**

Business plan and income and expenditure budget of JCTEA shall be prepared by the Representative Director no later than the date before the start date of every fiscal year for approval of the most recent General Meeting of Executive Members to be held. The same shall apply to any modification thereof.

### **Article 35 (No Distribution of Surplus)**

JCTEA shall not distribute any surplus.

## **Chapter 8: Amendment to the Articles of Incorporation, Merger and Dissolution**

### **Article 36 (Amendment to the Articles of Incorporation)**

JCTEA's Articles of Incorporation may be amended by at least a two-thirds majority of voting rights of the Executive Members present and having one-half or more of the total number of voting rights at the General Meeting of Executive Members.

### **Article 37 (Merger or Other Transaction)**

JCTEA may merge with or transfer its operations, in whole or in part, to another corporate body under the Act by at least a two-thirds majority of voting rights of the Executive Members present and having one-half or more of the total number of voting rights at the General Meeting of Executive Members.

### **Article 38 (Dissolution)**

JCTEA may be dissolved for a reason under Items 4, 5, 6 and 7, Article 148 of the Act or by at least a two-thirds majority of voting rights of the Executive Members present and having one-half or more of the total number of voting rights at the General Meeting of Executive Members.

### **Article 39 (Ownership of Residual Assets)**

In the event of a liquidation, the residual assets owned by JCTEA shall belong to a corporate body under Item 17, Article 5 of the Act on Authorization of Public Interest Incorporated Association and Public Interest Incorporated Foundation or the national government or local government after the resolution of the General Meeting of Executive Members.

## **Chapter 9: Supplementary Provisions**

### **Article 40 (The First Fiscal Year)**

The first fiscal year of JCTEA shall be from the date of its incorporation to 31 March 2023.

### **Article 41 (Officers at Incorporation)**

Directors at Incorporation and the Representative Director at Incorporation shall be as follows:  
Directors at Incorporation: Masahiro Shinohara, Susumu Kizaki, Yukio Shimazu

Representative Director at Incorporation: Masahiro Shinohara

#### **Article 42 (Names and Addresses of Executive Members at Incorporation)**

Executive Members at Incorporation shall be as follows:

Executive Member at Incorporation:	Masahiro Shinohara Representative Director, Shinohara Theatrical Planning, Ltd.
Address:	2-17-6, Naka-Jujo, Kita-ku, Tokyo
Executive Member at Incorporation:	Takanori Shinohara Representative Director, TRY ACT Taka, Ltd.
Address:	4-5-9, Kami-Jujo, Kita-ku, Tokyo
Executive Member at Incorporation:	Yoshitaka Shinohara
Address:	2-17-6, Naka-Jujo, Kita-ku, Tokyo

#### **Article 43 (Governing Law)**

Anything not provided for under these Articles of Incorporation shall be governed by and construed in accordance with the Act and other laws and regulations.

The undersigned, Hisashi Yamashita, a judicial scrivener, who is the agent of the Executive Members at Incorporation for the execution of these Articles of Incorporation, has caused these electromagnetic Articles of Incorporation to be executed in order to establish the Japan Culture and Taishu Engeki Association, a general incorporated association.

5 June 2022

Executive Member at Incorporation:	Masahiro Shinohara Representative Director, Shinohara Theatrical Planning, Ltd.
Executive Member at Incorporation:	Takanori Shinohara Representative Director, TRY ACT Taka, Ltd.
Executive Member at Incorporation:	Yoshitaka Shinohara

Electronically signed by the agent of the Executive Members at Incorporation above for the execution of these Articles of Incorporation:

Hisashi Yamashita  
Judicial Scrivener  
2-18-1, Naka-Jujo, Kita-ku, Tokyo

### **Provision of Identical Information**

Date: 8 June 2022  
Notary Public: Yasushi Hirota  
Legal Affairs Bureau: Tokyo District Legal Affair Bureau  
Notary Public's Office: Oji District Notary Public's Office  
1-14-1, Oji, Kita-ku

Registration Number: 22-0121001302000106  
Type of Document: Certification of an electromagnetic record  
Date of Certification: 8 June 2022  
Notary Public: Yasushi Hirota  
Legal Affairs Bureau: Tokyo District Legal Affair Bureau  
Notary Public's Office: Oji District Notary Public's Office  
1-14-1, Oji, Kita-ku

This is to certify that this document includes information identical with that of an electromagnetic record.

Japan Culture and Taishu Engeki Association, general incorporated association  
22-0121001302000106