

Foundation Médecins sans Frontières Japan

Articles of Incorporation

Article 1. Denomination

The name of the Foundation shall be "Foundation Médecins sans Frontières Japan".

Article 2. Purpose

The Foundation is created under the provisions of the Civil Code of Japan.

The purpose for which the Foundation is to be formed is to promote humane and social actions anywhere it is needed in the world. For that purpose, the Foundation will support the actions of the French association "Médecins sans Frontières" in any of its activities which are but not limited to :

- i) to aid population in distress as a result of natural disasters, collective calamities, or situations of belligerence, by means of national and international assistance;
- ii) to mobilize all human and natural means available to bring said populations relief as soon as possible with appropriate efficiency, skill and commitment, through the existing operational structures of "Médecins sans Frontières";
- iii) to fund relief projects in all parts of the world where medical or public health needs or crises may exist and for which a project grant has been approved by the Board of Directors of the Foundation, including grants for projects sponsored, organized, or supervised by or in cooperation with "Médecins sans Frontières"; and
- iv) to hold educational forums and conduct any and all lawful activities that may be necessary, useful or desirable for the furtherance, accomplishment of attainment of the forgoing purposes, which activities would not endanger its not-for-profit status.

No part of the activities of the Foundation shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation, and the Foundation shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

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v) the Board of Directors may, in contributions or otherwise render financial assistance to or for any or all the purposes for which funds are requested.

2. Number, election and term of office.

The Board of Directors of the Foundation shall consist of 5 Directors :

- the President of the French association "Médecins sans Frontières" who shall act as the President of the Foundation;
- the President of the Honorary Committee as defined setforth in Article 9 below;
- two members of the French association "Médecins sans Frontières", elected for 3 years by the Board of Directors of the French association "Médecins sans Frontières";
- one individual appointed by the four members mentioned above, elected for three years.

The Board of Directors, by resolution adopted by a majority of the entire Board, may from time to time increase the number of Directors and may fill the vacancy or vacancies thereby created by the concurring vote of a majority of the Directors then in office though less than a quorum. A Director so elected shall hold office for the unexpired term in respect of which such vacancy occurred.

3. Annual Meeting of the Board of Directors

the Annual Meeting of the Board of Directors for the presentation of the Annual Report prescribed by Article 7 of these Articles of Incorporation, for the fixation of the annual contribution to be paid by each category of members and for the transaction of such other business as may properly come before the Meeting shall be held on _____.

4. Regular Meetings of the Board of Directors

Regular meetings of the Board of Directors for the transaction of any business may be held at such time and place, as shall from time to time be determined by resolution of the Board of Directors or may be specified in such vote of meeting.

Special meetings of the board of Directors may be called by the Chairman of the Board, the President or any Director upon written demand of no less than one-fifth of the entire Board and shall be held at the time and place, specified in the notice of such meeting.

Meetings of the Board of Directors shall be held in Tokyo, or at any other place inside or outside Japan which may be designated by the President.

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10. Resolution of the Board of Directors

Resolutions of the Board of Directors shall be adopted by the affirmative vote of at least the majority of Directors present or represented at the meeting provided that the President shall have a casting vote if an equal number of Directors vote for and against a resolution.

11. Resignation or Removal

Any Director may resign at any time and, unless otherwise stated therein, such resignation is to take effect upon receipt by the President or Secretary of written notice thereof. Any Director may be removed for cause by a vote of the Directors where there is a quorum of not less than a majority present at the meeting of Directors at which such action is taken.

12. Salaries and allowances

Directors as such, shall not receive any stated salary from their services, but by resolution of the Board of Directors, expenses of attendance, if any, may be allowed for attendance at each regular or special meeting, or adjourned session thereof, of the Board of Directors, provided that nothing herein contained shall be construed to preclude any Director from serving the Foundation in any other capacity and receiving compensation therefor.

13. Minutes

The business agenda of the meeting of the Board of Directors and the result thereof shall be recorded in minutes which shall bear the names and seals or signatures of the President and the Directors present at the meeting.

14. Other

The President can ask any member of the Foundation to attempt the Board of Directors as an observer.

Article 6. Officers

1. Appointment

The President of the Board of Directors shall be the President of the French association "Médecins sans Frontières".

The Board of Directors may appoint from their number a Chairman of the Board. The Board of Directors at its Annual Meeting shall appoint a Secretary, a Treasurer, an auditor and such other officers as it may deem proper. No officer other than the Chairman need be a Director of the Foundation.

2. Term of Office

Any officer may resign at any time and, unless otherwise stated therein, such resignation is to take effect upon receipt by the Chairman of the Board or the President of written notice thereof. Any officer other than the President may be removed from office at any time without cause being assigned by the Board. Vacancies in any office may be filled at any meeting of the Board of Directors, or by the President subject to the approval of the Board at its first meeting following such appointment. The authority, duties or responsibilities of any officer of the Foundation may be suspended by the Chairman of the Board or the President with or without cause.

3. The Chairman of the Board

The chairman of the Board, when such an officer is elected and is in office, shall preside at all meetings of the Board, if present, and shall, in general, perform all duties as may be assigned to him by the Board of Directors.

4. The President

The President shall be the chief executive officer of the Foundation, and shall have all powers necessary and appropriate to his office. If there shall be no Chairman of the Board then in office or if the Chairman shall not be present, the President presides at all meetings of the Board. He shall make and sign bonds, mortgages, contracts and other instruments in the name and on behalf of the Foundation, except that the Board may, by resolution, invest such powers in some other officer or agent beside the President, and he shall have full power to vote, either in person or by proxy duly appointed by him, all of the security or other Foundations held by the Foundation. The President may delegate partially or entirely his power to an executive director designated by him.

5. The Secretary

The Secretary shall give or cause to be given all notices required to be given to Directors except as otherwise herein provided. He shall attend all meetings of the Board of Directors and record the proceedings of each such meeting in an appropriate minute book, provided that, in the absence of the Secretary, the chairman of the meeting shall appoint an interim secretary to record these proceedings of such meeting. He shall keep in safe custody the seal of the Foundation and shall affix the same to any instrument when duly authorized to do so and shall attest the same, and he shall perform all other duties pertaining to his office or required of him by the Board.

6. The Treasurer

The Treasurer shall have custody of funds and securities of the Foundation, except as otherwise provided by the Board of Directors. He shall deposit all monies and other valuable effects in the name and to the credit of the Foundation in such depositories as may be designated by the Board. He shall disburse the funds of the Foundation as may be ordered by the Board. He shall cause full and accurate accounts of the receipts and

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disbursements to be kept, and he shall render to the President and the Board, whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the Foundation. The Board of Directors may require that the Treasurer execute fidelity bond satisfactory to it as to amount, form and surety of sureties.

7. Duties of Officers May be Delegated

In case of the absence of any officer or for any other reason that the Board of Directors or the President may deem sufficient, the Board of Directors or the President may delegate for the time being the powers or duties of such officer to any other officer or to any Director. In the absence or inability to act of the Treasurer or the Secretary, the duties of their respective offices may, unless otherwise specified in these Articles of Incorporation, be performed, respectively by any Assistant Treasurer or Assistant Secretary.

8. The Auditor

The Auditor shall audit the account of the Foundation and certify their conformity with the accounting rules of the Foundation. For the performance of his duty, the auditor shall have permanently free access to the general accounts of the Foundation and the right to require the supply of any document related to such accounts.

The auditor shall not be designated among the members of the Board of Directors.

Article 7. Annual Report

At each annual Meeting of the Board of Directors there shall be presented an annual report, verified by the President and Treasurer or by a majority of the Directors, and certified by the Auditor of the Foundation. The Board may further require an audit of the account by an independent public or certified accountant or a firm of such accountants selected by the Board, showing the real and personal property owned by the Foundation, where located and where and how invested, the amount and nature of the property acquired during the year immediately preceding the date of the report and the manner acquired, the purposes and the objects or persons to or for which sums have been applied, appropriated or expended during such year. An abstract of this report shall be entered in the minutes of the Annual Meeting of the Board and the report itself shall be filed with the records of the Foundation.

Article 8. Wise Men Committee ("Comité des Sages")

The Board of Directors, by resolution adopted by a majority of the entire Board, may designate a Wise Men Committee. Such Wise Men Committee shall consist of five (5) prominent citizens who are interested in the purposes and principles of the Foundation. The Wise Men Committee and each member thereof shall serve at the pleasure of the Board of Directors.

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The Board of Directors may from time to time increase or decrease the number of the members of the Wise Men Committee. Any vacancy in the Wise Men Committee may be filled and any member of the Wise Men Committee may be removed, either with or without cause, by the Board of Directors.

The Wise Men Committee shall advise from time to time the Foundation as to any matters which are included in the purposes of the Foundation.

Article 9. Honorary Committee ("Comité d'honneur")

The Board of Directors, by resolution adopted by a majority of the entire Board, may designate an Honorary Committee. Such Honorary Committee shall consist of twelve (12) prominent members who are interested in the purposes and principles of the Foundation. The Honorary Committee and each member thereof shall serve upon the request of the Board of Directors.

The Board of Directors may from time to time increase or decrease the number of the members of the Honorary Committee. Any vacancy in the Honorary Committee may be filled and any member of the National Advisory Board may be removed, either with or without cause, by the Board of Directors. The Board of Directors shall designate the Chairman of the Honorary Committee among the candidate(s) proposed by the Honorary Committee. The Honorary Committee shall advise the Foundation from time to time and may make recommendations to the Board concerning formulation of policy, adoption of specific programs, promotion of the Foundation or any other matter which are included in the purposes of the Foundation. The Honorary Committee shall not exercise any powers of the Board of Directors in the management of the business and affairs of the Foundation.

Article 10. Membership

The members of the Foundation is composed of:

1. Active members who are the persons who contribute to the Foundation by the payment of the active member contribution set forth by the Board of Directors.
2. Benefactor members who are the persons who contribute to the Foundation by the payment of the benefactor member contribution set forth by the Board of Directors.
3. Special members are the persons who contribute to the Foundation by the payment of the special member contribution set forth by the Board of Directors.
4. Honorary members who are the persons by reason of their personal and valuable contribution to the Foundation are nominated by the Board of Directors as members of the Honorary committee.

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The members of the Foundation will be entitled to receive documents and reports issued periodically by the Foundation.

Article 11. Volunteer members

Volunteer members are the persons who contribute to the Foundation by their individual support, assistance and commitment to the propagation of the Foundation's purpose.

Volunteer members are designated by the President or his appointed representative in Japan.

Article 12. Membership vacancies

A person can no longer being a member of the Foundation in the following cases :

- resignation,
- death,
- non-payment of the contribution,
- other serious reasons.

Article 13. General Meeting of the Foundation members

A general meeting of the members of the Foundation may be held once a year at such time and place the Board of Directors may decide.

Notice of each annual meeting shall be made by written notice to each member of the Foundation at least fifteen days before the meeting takes place.

During the annual meeting, the Directors shall report to the members of the Foundation on the activities of the Foundation and on the future development and programs of the Foundation.

Article 14. Registered Name

The use of the registered name "Médecins sans Frontières" will be granted to the foundation "Médecins sans Frontières Japan" by a decision of the International Council of "Médecins sans Frontières International Office". All use of this right will be made in favour and in name of "Médecins sans Frontières International Council".

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Article 15. Amendment

Except as otherwise required by law, the Board of Directors may add to or amend or repeal these Articles of Incorporation by an affirmative vote of a majority of the Board of Directors present at any meeting thereof with respect to the fulfilment of the quorum requirement, except Article 2, § 2 and this Article 14 which shall require the affirmative vote of a majority of the entire Board of Directors.

It is further resolved that the Articles of Incorporation be authenticated as such by the certificate of the Secretary of this Foundation and placed in the Foundation's minute book, and that a full copy thereof, certified by the secretary, be kept at the principal office of the Foundation.

IN WITNESS thereof, we have hereunto set our hands and seals this ____ day
of _____ 1993.

By : _____

By : _____

By : _____