

Certified Non-profit Organization Human Rights Now Articles of Incorporation¹

April 14, 2008 Created
April 21, 2008 Organization establishment
August 28, 2008 Amended
July 30, 2011 Amended
July 24, 2012 Amended
July 24, 2013 Amended
July 28, 2017 Amended
December 14, 2018 Amended
November 20, 2020 Amended
February 16, 2021 Amended
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Chapter 1 General Provisions

(Name)

Article 1 This corporation is Certified Non-profit Organization Human Rights Now. (The English name is Human Rights Now.)

(Office)

Article 2 This corporation has its main office in Shinjuku-ku, Tokyo.

(Purpose)

Article 3 This corporation conducts research and releases publications on the status of human rights, encourages related organizations, and conducts research and research activities to spread and develop international human rights standards targeting the general public. The purpose is to contribute to the promotion and protection of human rights.

(Types of Certified Non-Profit Activities)

Article 4 This corporation shall perform the following types of certified non-profit activities in order to achieve the purposes of the preceding article.

- (1) Activities for the protection of human rights or the promotion of peace
- (2) Activities for international cooperation
- (3) Activities for contacting, advising or assisting in the management or the activities of organizations that carry out the above activities

(Type of business)

Article 5

¹ This is an unofficial English translation of the original Japanese. The original is available at <https://hrn.or.jp/wpHN/wp-content/uploads/2023/08/1bd08783b265c0fb6fef73ec79793cae.pdf>.

1. In order to achieve the purposes of Article 3, this corporation will carry out the following business as business related to non-profit activities.
 - (1) International support projects
 - ① Research on human rights situations / publication projects
 - ② Legal development support and other projects related to cooperation and the promotion and protection of human rights
 - ③ Business for the promotion of human rights experts
 - (2) Investigations for the promotion and protection of human rights / Research proposals and dissemination projects
 - ① Projects related to policy advocacy and requested activities for government agencies, for-profit companies, UN agencies, etc., to improve the human rights situation
 - ② Projects related to research and advocacy activities that contribute to setting and implementing the human rights standards of the Human Rights Council, treaty bodies, and regional cooperation organizations
 - ③ Projects for the spread and development of international human rights standards that contribute to the promotion of human rights issues in Japan
 - ④ Activities to introduce / promote the human rights situation of foreign countries and the promotion and protection of human rights in foreign countries
 - ⑤ Business related to the introduction of the human rights situation in Japan to other countries
 - (3) Other business necessary for the achievement of other purposes
2. This corporation conducts the following other business.
 - (1) Sale of goods
 - (2) Publications
 - (3) Advertisements in magazines
3. The business listed in the preceding paragraph shall be carried out as long as the business listed in paragraph 1 is not hindered, and its profit shall be reported and used for the business in paragraph 1.

Chapter 2 Members

(Types of Members)

Article 6 Members of this corporation shall be the following two types, holding regular members as employees under the Act on the Promotion of Certified Non-Profit Activities (hereinafter referred to as the "Act").

Regular Members Individuals and groups who have joined in support of the purposes of this corporation

Supporting Members Individuals and groups who have joined in order to give support in support of the purposes of this corporation

(Enrollment)

Article 7

1. Membership application shall be made separately to the President.
2. The President must approve membership when there is an application under the preceding paragraph unless there is a justifiable reason not to.
3. The provisions of the preceding two paragraphs shall apply *mutatis mutandis* to persons who intend to change their membership type.

(Membership Fee)

Article 8

1. Members must pay the membership fee separately specified at a General Meeting.
2. Of the regular members, those who are designated by the Board of Directors, such as students, may be exempt from the membership fee.

(Loss of Membership Qualification)

Article 9 If a member falls under any of the following items, the qualification for membership is lost.

- (1) When submitting a withdrawal notice
- (2) When the person has died, been declared disappeared, or when a member organization has dissolved
- (3) When the person has been expelled
- (4) The membership fee has been delinquent exceeding 3 years

(Withdrawal)

Article 10 Members may voluntarily withdraw by submitting a withdrawal notice separately specified by the President.

(Expulsion)

Article 11

1. If a member falls under any of the following items, he / she may be removed by a resolution of a General Meeting.
 - (1) In case of violating these Articles of Incorporation
 - (2) In case of defaming this organization or performing an act contrary to its purpose
2. When attempting to remove a member pursuant to the provisions of the preceding paragraph, the member must be given the opportunity to give a justification before the decision.

(Non-refund of contributions)

Article 12 Membership fees already paid and other contributions will not be returned.

(Types and number of officers)

Article 13

1. The following officers are assigned to this corporation.
 - (1) Three to twenty directors
 - (2) One Auditor

2. One of the directors shall be the President, and two Vice-Presidents shall be appointed if necessary.

(Appointment of officers, etc.)

Article 14

1. Directors and auditors shall be appointed at a General Meeting.
2. The President and Vice-President shall be elected by the directors.
3. Among the officers, more than one spouse or relative within the third degree for each officer, or a spouse or relative within the third degree for more than one-third of the total number of officers, shall not be included.
4. A person who falls under any of the items of Article 20 of the Act cannot be an officer of this corporation, and a person who falls under the same article while in office shall quit their employment.
5. Auditors may not be directors or employees of this corporation.

(Duties)

Article 15

1. The President shall represent this corporation and shall preside over its duties.
2. The Vice-President assists the President and, in the event of an accident or vacancy of the President, acts as a proxy. If the Vice-President has an accident or if a Vice-President is not appointed, directors shall perform the duties on his or her behalf in the order nominated by the Board beforehand.
3. The Auditor shall perform the following duties.
 - (1) Auditing the business execution status of directors
 - (2) Audit the status of the property of this corporation
 - (3) If, as a result of an audit pursuant to the provisions of the preceding 2 items, it is found that there is an unlawful act or a material fact that violates the law or the Articles of Incorporation regarding the business or property of this corporation, this should be reported to a General Meeting or a competent authority.
 - (4) To convene a General Meeting if it is necessary to report on the previous issue
 - (5) Give opinions to directors regarding the status of business execution by the directors or the status of the property of this corporation.
4. No one except the President or a director who is currently acting on the President's behalf can represent this corporation.

(Term)

Article 16

1. The term of office of officers shall be two years. However, this does not prevent reappointment.
2. The term of office of officers who are appointed as substitutes or by increasing the number of positions shall be the remaining term of their predecessor's or incumbent's term.
3. Notwithstanding the provisions of the preceding two paragraphs, if no succeeding officer has been appointed at the end of an officer's term of office, the term will be extended until the end of the first General Meeting after the end of the term.

4. After resignation or the expiration of their term of office, officers shall perform their duties until their successor takes office.

(Vacancy replacement)

Article 17 When more than one-third of the number of director positions are vacant, or when the auditor position is vacant, the positions must be replenished without delay.

(Dismissal)

Article 18

1. Officers may be dismissed by a resolution of a General Meeting.
2. The President, a director currently acting on behalf of the President, and officers other than the Auditor may be dismissed by a resolution of the Board of Directors if any of the below items are applicable.
 - (1) When it is recognized that he or she cannot perform his or her job due to physical or mental incapacity.
 - (2) When there is a violation of duties or other acts that are not appropriate for an officer.
3. If an officer is to be dismissed pursuant to the provisions of the preceding two paragraphs, he or she must be given an opportunity to provide a justification before the vote.

(Rewards, etc.)

Article 19

1. Officers may be paid within one-third of the total number.
2. Officers may be reimbursed for the expenses required to carry out their duties.
3. Necessary matters concerning the preceding two paragraphs shall be separately determined by the President after a resolution of the Board of Directors.

(Counsel)

Article 20

1. This corporation may have counsel and advisors under commission of the Board of Directors.
2. Necessary matters regarding counsel and advisors are determined by the Board of Directors.

Chapter 4 Meetings

(Types of meetings)

Article 21

1. The meetings of this corporation shall be the General Meeting and the Board of Directors.
2. The General Meetings shall be an Ordinary General Meeting and an Extraordinary General Meeting.

(Composition of the General Meeting)

Article 22 The General Meeting shall consist of regular members. However, non-regular members and non-member officers, counsel, and advisors may attend the General Meeting and give their opinions.

(Powers of the General Meeting)

Article 23 The General Meeting will vote on the following matters.

- (1) Amendment of Articles of Incorporation
- (2) Dissolution and merger
- (3) Expulsion of members
- (4) Appointment and dismissal of officers
- (5) Membership fee

(Holding of General Meetings)

Article 24

1. Regular General Meetings are held once a year.
2. Extraordinary General Meetings will be held in the following cases.
 - (1) When the Board of Directors deems it necessary and calls for a meeting
 - (2) When there is a request for a meeting in writing that describes the purpose of the meeting from one third or more of the total number of regular members
 - (3) When the Auditor concludes, as a result of an audit, that there has been a wrongful act or a material fact that violates the law or the Articles of Incorporation regarding the business or property of this corporation, as it is necessary to report this to a General Meeting

(Convening the General Meeting)

Article 25

1. The General Meeting shall be convened by the President except in the case of paragraph 2 item 3 of the previous article.
2. When requested to convene, the President shall convene an Extraordinary General Meeting within 60 days from the date.
3. When convening a General Meeting, notice must be given 5 days before the date of the meeting by a letter or an email stating the date, place, purpose and agenda of the meeting.
4. The notice set forth in the preceding paragraph shall be deemed to have arrived at the address stated in the membership application or, if the address has been changed in writing, sent to that address by ordinary mail. If an e-mail address is delivered, it is considered that the e-mail address was reached by sending to the e-mail address.
5. Notification to members other than regular members can be made by an appropriate method such as e-mail.

(Chairperson of the General Meeting)

Article 26 The chairperson for the General Meeting shall be elected from among the regular members who attend the General Meeting.

(General Meeting Resolutions)

Article 27

1. The items to be voted at the General Meeting shall be notified in advance in accordance with the provisions of Article 25, Paragraph 3, and those subject to the agenda by a vote of one-third or more of the regular members present.

2. In addition to what is stipulated in this Article of Incorporation, the General Meeting shall decide by a majority of the regular members present, with one-third or more of the regular members attending. If the number is equal, the chairperson shall decide.

(Voting rights at the General Meeting)

Article 28

1. The voting rights of each regular member shall be one vote per person / organization regardless of the number of votes.
2. A regular member who does not attend the General Meeting, for matters notified in advance by writing, fax, or electronic means, may delegate voting to another regular member on his or her behalf and may alternatively participate, vote, and make decisions in a General Meeting via an Internet or telephone conferencing system, etc., that allows immediate and two-way communication. .
3. Regular members who voted under the provisions of the preceding paragraph shall be deemed to have attended the General Meeting regarding the application of paragraph 2 of the preceding Article, paragraph 1 of the following Article, and Articles 47 to 49.
4. Regular members with a special interest in the decision of the General Meeting cannot participate in the decision of the proceedings.

(Meeting minutes of the General Meeting)

Article 29

1. Minutes for the proceedings of a General Meeting shall be prepared containing the following matters.
 - (1) Date, time and place
 - (2) The total number of regular members and the number of attendees (as well as the number of attendees by writing, fax, or electronic means, voting delegates, or voters by an Internet conferencing system, etc., if any)
 - (3) Agenda items
 - (4) Outline of proceedings and results of voting
2. The minutes must be stamped or signed by the chairperson and one person appointed at the General Meeting.

(Structure of Board of Directors)

Article 30 The Board shall consist of directors.

(Board authority)

Article 31 The Board of Directors shall vote on the following matters in addition to the matters specified separately in this Article of Incorporation.

- (1) Business plan and budget and changes
- (2) Business report and settlement of accounts
- (3) Rules for the President to delegate some of his or her duties to directors
- (4) Executive order of directors
- (5) Scope of regular members who are exempt from membership fees
- (6) Duties and remuneration of officers

- (7) Necessary items regarding officer compensation and cost reimbursement
- (8) Duties and appointment / dismissal of counsel and advisors
- (9) Dismissal of the President and a director other than the Vice President who is currently acting as President
- (10) Items required for asset management
- (11) Burden of long-term debt and other new obligations and waiver of rights
- (12) Required items regarding a provisional budget
- (13) Attribution of residual property in dissolution
- (14) Organization and operation of the secretariat
- (15) Other important matters regarding management

(Holding a Board Meeting)

Article 32 The Board Meeting shall be held in the following cases.

- (1) When the President deems necessary
- (2) When there is a request for a meeting from a half or more of the total number of directors in writing that describes the purpose of the meeting

(Convening the Board of Directors)

Article 33

1. The Board of Directors shall be convened by the President.
2. When requested by the second paragraph of the preceding article, the President must convene the Board of Directors within 30 days from that date.
3. When convening the Board of Directors, notification shall be given 5 days prior to the date of the meeting by a letter or email stating the date, place, purpose and agenda of the meeting.

(Chairperson of the Board)

Article 34 The chairperson of the Board shall be elected from among the directors present at the Board Meeting.

(Board resolution)

Article 35

1. The matters to be decided by the Board of Directors shall be those notified in advance in accordance with the provisions of Article 33(3), and those decided on the agenda by one-third or more of the attending directors.
2. The decision of the Board of Directors shall be made by a majority of the total number of attending directors.

(Voting rights of the Board of Directors, etc.)

Article 36

1. The voting rights of each director shall be equal.
2. Directors who do not attend a Board Meeting may vote on matters notified in advance by writing, fax, or electronic means, or by participating in a Board Meeting and making decisions by means of an Internet or telephone conferencing system, etc., that ensures immediate and two-way communication.

3. Directors with a special interest in a board decision may not participate in a vote.

(Minutes of Board of Directors)

Article 37

1. Minutes for the proceedings of the Board of Directors shall be prepared containing the following matters.
 - (1) Date, time and place
 - (2) Total number of directors and names of attendees (and the names, if any, of attendees by writing, fax, or electronic means or voting delegates voting by an Internet or telephone conferencing system, etc.)
 - (3) Agenda items
 - (4) Outline of the proceedings and results of voting
2. The minutes shall be stamped or signed by one person appointed by the Board of Directors.

Chapter 5 Assets

(Assets)

Article 38

1. The assets of this corporation shall consist of those listed in the following items.
 - (1) Assets listed in the original inventory
 - (2) Membership fees
 - (3) Donation items
 - (4) Income from property
 - (5) Income from business
 - (6) Other income

(Classification of assets)

Article 38(2) The assets of this corporation shall be divided into two types, assets related to business related to non-profit activities and assets related to other business.

(Asset management)

Article 39 The assets of this corporation are managed by the President, and the method is decided separately by the President after a resolution of the Board.

Chapter 6 Accounting

(Accounting principles)

Article 40

1. The accounting of this corporation must be carried out in accordance with the principles listed in each item of Article 27 of the Act.

(Accounting category)

Article 40(2) Accounting for this corporation is divided into two types: business accounting for

non-profit activities and other business accounting.

(Business year)

Article 41 The business year of this corporation begins on April 1st of each year and ends on March 31st of the following year.

(Business plan and budget)

Article 42 The business plan of this corporation and the accompanying activity budget sheet shall be prepared by the President for each business year and passed by the Board of Directors.

(Provisional budget)

Article 43

1. Notwithstanding the provisions of the preceding article, if a budget is not approved, the President may, after a resolution of the Board of Directors, make income expenditures according to the budget of the previous business year until the date when the budget is approved.
2. The income and expenditures in the preceding paragraph shall be deemed to be the income and expenditure of the newly established budget.

(Reserve fund)

Article 44 Reserves may be provided in the budget to cover over-budget or out-of-budget spending.

(Addition and revision of budget)

Article 45 When unavoidable circumstances occur after the completion of a budget's calculation, the budget can be added to or revised through a resolution of the Board of Directors.

(Business report and settlement of accounts)

Article 46

1. Documents related to settlement of accounts such as the business report, property list, balance sheet and activity statement of this corporation must be prepared by the President immediately after the end of each business year, audited by the Auditor, and approved by the Board of Directors.
2. When a surplus is generated in the settlement of accounts, it shall be carried over to the next business year.

Chapter 7 Amendments to the Articles of Incorporation / Dissolution / Merger

(Changes of the Articles of Incorporation)

Article 47 When changing the Articles of Incorporation of this corporation, as prescribed by Article 25, Paragraph 3 of the Act, the changes must be certified by a competent authority

after a majority vote of three-fourths has been reached at a General Meeting attended by one-third or more of regular members.

(Dissolution)

Article 48

1. This corporation shall be dissolved due to the following reasons.
 - (1) Resolution of a General Meeting
 - (2) When there are no regular members
 - (3) Merger
 - (4) Decision to start bankruptcy proceedings
 - (5) Cancellation of establishment certification by a competent agency
2. When dissolving pursuant to item 1 of the preceding paragraph, the consent of at least three quarters of the total number of regular members present must be obtained.

(Merger)

Article 49 When this corporation intends to merge, it must obtain the approval of at least three-fourths of the total number of regular members present at a General Meeting and the certification of a competent agency.

(Residual property)

Article 50 The assets remaining when this corporation is dissolved shall be transferred to the persons stipulated in Paragraph 3 of Article 11 of the Act, except for the case of dissolution due to a decision of the commencement of bankruptcy proceedings, which is determined by the Board of Directors.

Chapter 8 Method of Public Notice

(Method of public notice)

Article 51 The public notice of this corporation shall be posted in the bulletin board of the main office of this corporation and in the official gazette. However, the public notice of the balance sheet prescribed in Article 28-2, Paragraph 1 of the Act shall be posted on the website of this corporation.

Chapter 9 Secretariat

(Establishment of Secretariat)

Article 52

1. A Secretariat shall be established to handle the business of this corporation.
2. The Secretariat may have a Secretary General, multiple deputy secretaries general, and necessary staff (hereinafter referred to as "secretariat staff").

(Appointment of staff)

Article 53 The President shall handle the appointment and dismissal of secretariat staff.

(Organization and operation of the Secretariat)

Article 54 The necessary matters concerning the organization and operation of the Secretariat shall be decided by the President after a resolution of the Board of Directors.

Chapter 10 Miscellaneous

(Bylaws)

Article 55 The detailed rules necessary for the enforcement of these Articles of Incorporation shall be decided by the President after a resolution of the Board of Directors.

Supplement

- 1 These Articles of Incorporation shall come into effect as from the date of the establishment of this corporation.
2. The initial officers of this corporation are as follows.

President ABE Kohki

Secretary General ITO Kazuko

Directors

ITO Chihiro, ITO Makoto, UYANAGI Toshiro, OISHI Susumu, KAWAMURA Aki, SHIRAISHI Osamu, DOI Kanae, HIGASHIZAWA Yasushi

Auditor HAMADA Hiromichi

3. The term of office of officers at the time of establishment of this corporation shall be from the date of the establishment of this corporation to June 30, 2008, regardless of the provisions of Article 16, Paragraph 1.
4. The initial business year of this corporation shall be from the date of the establishment of this corporation to June 30, 2008, regardless of the provisions of Article 41.
5. The business plan and income and expenditure budget of this corporation at the time of its establishment are based on the provisions of the establishment General Meeting, regardless of the provisions of Article 42.
6. The membership fee at the time of establishment of this corporation shall be the following amount regardless of the provisions of Article 8.

Regular member

(Individual) The annual amount is a unit of 10,000 yen, one or more units a year

(Organization) The annual amount is a unit of 50,000 yen, one or more units a year

However, the annual fee for students, etc. determined by the Board of Directors is 3000 yen.

Supporting member

(Individual) The annual amount is a unit of 5,000 yen, one or more units a year

(Organization) The annual amount is a unit of 10,000 yen, one or more units a year

2008 revised supplement

1. These Articles of Incorporation will come into effect on January 23, 2009.
2. Notwithstanding the provisions of Article 41, the fiscal year 2008 shall be from July 1, 2008 to March 31, 2009.

2012 revised supplement

1. These Articles of Incorporation will come into effect on February 20, 2013.

2013 revised supplement

1. These Articles of Incorporation will come into effect on December 11, 2013.

2017 revised supplement

1. These Articles of Incorporation will come into effect on December 5, 2017.

2018 revised supplement

1. These Articles of Incorporation will come into effect on December 14, 2018.

2020 revised supplement

1. These Articles of Incorporation will come into effect on November 20, 2020.

2021 revised supplement

1. These Articles of Incorporation will come into effect on February 16, 2021.

These are the Articles of Incorporation of this corporation.

February 16, 2021

Certified Non-profit Organization Human Rights Now

President SHIN Hae Bong