

(Translation)

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	October 17, 2012
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	June 22, 2019
	December 23, 2023

Articles of Incorporation

Specified Nonprofit Organization Consortium TIES

**Articles of Incorporation
of
Specified Nonprofit Organization Consortium TIES**

Chapter 1 - General Provisions

(Name of the Organization)

Article 1: The name of the Organization shall be Specified Nonprofit Organization, Consortium TIES. Its abbreviated name shall be Consortium TIES.

(Location of Executive Office)

Article 2: The executive office shall be in Osaka City, Japan.

Chapter 2 - Objectives and Activities

(Objectives)

Article 3: The objectives of the Organization shall be to engage in ameliorating and enhancing education utilizing e-learning methods and technologies to pursue enrichment, sophistication, and commoditization of learning contents, research and development of educational methods and technologies, and to contribute to the improvement of educational delivery technology for academic and industrial institutes, and local communities.

(Specified Nonprofit Activities)

Article 4: To accomplish the objectives stated in Article 3, the Organization shall operate the following activities as a specified Nonprofit organization:

- (1) Activities to promote social education.
- (2) Activities to further develop information society.
- (3) Activities to inform, suggest, or support the activities or operation of the group which operates the activities stated in the items above.

(Business Activities)

Article 5: To accomplish the objectives stated in Article 3, the Organization pursues the following business activities:

- (1) Business activities concerning the specified Nonprofit organization.
 - ① Project to support the implementation of educational linkage between educational institutes utilizing the internet.
 - ② Project to create content and software for e-learning and promote its distribution.
 - ③ Project to research and study the educational method utilizing e-learning.

④ Project to inform, suggest, or support the activities or operation of the group that operates the above activities.

(2) Other businesses

① Project to promote the creation, adding value, distribution, delivery, publishing, and sales of content, software, and hardware that utilize information technology, communication technology, etc.

② Contracting business of system development, operation, and maintenance.

Chapter 3 - Membership

(Types of Membership)

Article 6: The membership of the Organization shall be the following 2 types and full members shall be the member under the Law Concerning the Promotion of Specified Nonprofit Organization Activities (hereinafter referred to as “the Law”).

(1) Full Member

Individuals or organizations that agree with our objective and have joined.

(2) Supporting Member

Individuals and organizations that agree with our objective and have joined to support our mission.

(Requirements for Joining)

Article 7: There are no specific requirements for joining the membership.

2. The person who wishes to join, shall apply by filling out the application form set forth separately and submit it to the Chief Director. The Chief Director shall accept the application unless there is a due reason.

3. When the Chief Director does not accept the person of the former paragraph to join the membership, the Chief Director shall inform the fact in writing to the person him/herself.

(Admission Fee and Membership Fee)

Article 8: Members shall pay the admission fee and membership fee proscribed separately.

(Cessation of Membership)

Article 9: Under any of the cases specified below, the membership ceases.

(1) When submission of application for termination of membership is submitted to the Chief Director.

(2) When the member is dead or reported missing or when the organization of the member has dissolved.

(3) When it fails to pay the membership fee for 2 years or more.

(4) When the member is expelled from membership.

(Withdrawal of Membership)

Article 10: The member may leave arbitrarily by submitting the notice of withdrawal specified separately to the Chief Director.

(Expulsion)

Article 11: In the following circumstances, the general assembly is permitted by affirmative vote at the general assembly to resolve to dismiss a member. Though in this case, the member shall be given the chance of explanation hearing prior to the determination.

(1) When it violated the Articles of Incorporation.

(2) When it damaged the reputation or acted against the purpose of the Organization.

(No Refund of Contributed Money or Goods)

Article 12: The registration fees, membership fees, and any other contributed money or goods shall not be returned for any cause, once paid or given.

Chapter 4 - Officers and Other

(Types and Numbers of Officers)

Article 13: The Organization shall have the following officers:

(1) Directors Three (3) to twenty (20)

(2) Auditor Secretary One (1)

2. Directors include, one (1) Chief Director and one (1) Vice-Chief Director

(Advisor)

Article 13 Paragraph 2: The Organization may appoint a few advisors.

(CCC-TIES Fellow)

Article 13 Paragraph 3: The Organization may appoint a few CCC-TIES fellows (hereinafter referred to as "fellow"). Necessary items concerning the fellow will be set forth separately.

(Appointment of Officers)

Article 14: The directors are appointed at the board meeting and the auditor secretary are appointed at the general assembly.

2. Chief Director and Vice-Chief Director are appointed by internal selection from among the directors.
3. With regard to any given individual officer, a group consisting of said officer, and that officer's spouse and/or that officer's relatives within the third degree of kinship must not account for more than one, or a group consisting of said officer, and that officer's spouse and/or that officer's relatives within the third degree of kinship must not account for more than one-third of the total number of officers.
4. The Auditor Secretary is not permitted to double as a director or a staff member of the Organization.

(Duties of Officers)

Article 15: The Chief Director shall represent the Organization and preside over its affairs.

2. The Vice-Chief Director shall assist the Chief Director and serve as deputy of the Chief Director when the Chief Director is unavailable or if none is inaugurated.
3. Directors shall organize the board of directors and determine the execution of operations under the Articles of Incorporation and the resolutions of the board meeting. The affairs of the directors will be set forth separately.
4. The Auditor Secretary shall engage in the following affairs:
 - (1) Audit the status of operation execution of the directors.
 - (2) Audit the property status of the Organization.
 - (3) As a result of audit of the previous two items, any critical misconduct or material fact in violation of law and regulations, or the articles of incorporation has been found, it must be reported at the general assembly or reported to the competent authority.
 - (4) When it is necessary to report the fact said in the prior item, an extraordinary general assembly shall be convened.
 - (5) Advance an opinion to the director with regard to the execution of duties of a director or the property status of the Organization or request the convocation of a board meeting.

(Tenure of Officers)

Article 16: Tenures of officers continue for two (2) years. However, this shall not preclude from being re-appointed.

2. The tenure of an officer elected to replace a retiring officer continues until the end of the tenure of the predecessor.
3. Officers stepping down or retiring must continue its duties until the successor arrives.

(Filling Vacant Positions of Officers)

Article 17: Vacant positions shall be supplemented without delay when more than one third of the fixed number of directors or auditors has become vacant.

(Dismissal of Officers)

Article 18: In the following cases, directors are permitted to be dismissed by resolution of the board of directors and the auditor secretary by the resolution of the general assembly. Though in this case, the officer shall be given the chance of explanation hearing prior to the determination.

(1) If due to a mental or physical condition an officer is found unable to perform the duties of an officer.

(2) If an officer has acted in violation of duties as an officer or has otherwise acted in a manner not befitting as an officer.

(Remuneration of Officers)

Article 19: The number of officers who are paid a remuneration is permitted within one-third of the total number.

2. The officers may be reimbursed the expenses for performing its duties.

3. Necessary matters regarding the previous two items will be determined by the resolution of the board of directors.

(Executive Office and Research Institute)

Article 20: The Organization is permitted to place an executive office for transactions of business, and an attached research institute (hereinafter referred to as Research Institute) for research and study of the matters stated in Item 1 of Article 5.

(Executive Office and Staff)

Article 20 Paragraph 2: The Organization Executive Office is permitted to have an executive director and other staffs.

2. Staffs will be appointed and dismissed by the Chief Director.

3. The tenure of the executive director will be for 2 years. However, re-appointment is permitted.

4. Matters concerning the organization, and its operation will be set forth separately by the Chief Director after the resolution of the general assembly.

(Research Institute and Researchers)

Article 20 Paragraph 3: The Research Institute is permitted to have a Director of

the Research Institute and some researchers.

2. The researchers will be appointed and dismissed by the Chief Director.

3. The Director of the Research Institute shall be appointed from among the directors by the Chief Director, whose tenure shall be for 2 years. However, re-appointment is permitted.

4. Matters concerning the Research Institute, and its operation will be set forth separately by the Chief Director after the resolution of the General Assembly.

Chapter 5 - General Assembly

(Categorization)

Article 21: General Assemblies of the Organization are comprised of the two categories of Ordinary General Assemblies and Extraordinary General Assemblies.

(Constitution)

Article 22: The General Meeting shall be composed of full members.

(Function)

Article 23: The General Assembly shall resolve the following matters.

- (1) Amendment of the Articles of Incorporation
- (2) Dissolution
- (3) Merger
- (4) Business plan and the budget for revenues and expenditures as well as its amendments
- (5) Business report and the settlement of balance
- (6) Dismissal and approval of the Auditor Secretary
- (7) The amount of admission fee and membership fee
- (8) Debts (Excluding short-term borrowings which are to be paid off with the income of the fiscal year. The same shall be applied to Article 50.) and other burden of duty or waiver of rights
- (9) The organization and operation of the Executive Office
- (10) The organization and operation of the Research Laboratory
- (11) Other significant matters related to operating the affairs of the Organization

(Convening of Assembly)

Article 24: The Ordinary General Assembly shall be held within 3 months after the end of the fiscal year.

2. The Extraordinary General Assembly shall be held on any of the following occasions:

- (1) When the board of directors consider necessary and demands that it be convened.

(2) When more than one-third of the full members request the assembly to be convened with matters to be deliberated notified in writing.

(3) When the Auditor Secretary found necessary to convene, pursuant to the stipulations of Article 15 Paragraph 4(4).

(Convocation of Assembly)

Article 25: The General Assembly shall be convened by the Chief Director except in the case provided for in Article 24 Paragraph 2 (3).

2. In cases where there is a request under the provisions of Article 24 Paragraph 2(1) and (2), the Chief Director shall call the Extraordinary General Assembly within 30 days from the requested day.

3. On convening the General Assembly, the date, time, venue, agenda and matters to be deliberated for which the Assembly is to be held, shall be notified in writing in at least five days prior to such date.

(President of the Assembly)

Article 26: The President of the Assembly shall be selected from among the full members present.

(Quorum)

Article 27: Without the attendance of more than half of full members, the General Assembly shall not be convened.

(Resolutions)

Article 28: The General Assembly may only decide the matters notified in advance pursuant to the provisions of Article 25 Paragraph 3; provided, however, that matters not notified in advance may be decided upon in the case of an emergency if the consent of the one half or more of the full members present is obtained.

2. Except as otherwise provided by these Articles, a resolution at the General Assembly shall be made by a majority of the voting rights of those full members present, and in the case of a tied vote, the decision shall be made by the president.

3. In case when the director or full member has put forward a proposal of some matter to be deliberated and when all of the full members have approved it in writing or by electromagnetic means, the said proposal is considered approved and resolved at the General Assembly.

(Voting Rights etc.)

Article 29: The voting rights of all full members shall be equal.

2. When there is an unavoidable reason for not being able to be present in the General Assembly, the full member concerned may vote in writing regarding matters notified in advance or delegate voting rights to an attending full member serving as a proxy.
3. A full member who exercised voting rights in writing pursuant to the preceding paragraph of this Article shall be deemed to have been present at the Assembly in application of Article 27, Article 28 Paragraph 2, Article 30 Paragraphs 1 and 2, and Article 51.
4. A full member who has a special interest in the resolution may not exercise voting rights regarding said resolution.

(Minutes)

Article 30: With respect to the proceedings at the General Assembly, meeting minutes must be prepared stating the following matters.

- (1) Date, time, and venue
- (2) The existing number of full members and the number of those present at the meeting (including members who vote in writing and by proxy)
- (3) Matters deliberated
- (4) Outline of the proceedings and the resolutions made
- (5) Matters concerning the election of signatories of the meeting minutes

2. Meeting minutes must be signed with the names and seals of the president and at least two (2) signatories elected from among those in attendance.

3. Regardless of the provisions of the preceding two paragraphs, when all of the full members have approved it in writing or by electromagnetic means, and the resolutions are considered approved and resolved at the General Assembly, one shall take minutes including the following matters:

- (1) Contents of the matters deemed to have been approved and resolved at the General Assembly.
- (2) The name of the person or group that proposed the preceding item.
- (3) The date of which the resolutions were considered approved and resolved.
- (4) The name of the person who took the minutes.

Chapter 6 - Board of Directors Meeting

(Constitution)

Article 31: The Board of Directors shall consist of the Directors.

(Function)

Article 32: Further to the matters stipulated separately in these Articles of Incorporation, Board of Directors Meetings deliberate and resolve on the following

matters.

- (1) Matters to be referred to the General Assembly
- (2) Matters concerning the execution of resolutions of the General Assembly
- (3) Matters concerning the execution of activities not being subject to the resolution of the General Assembly
- (4) Election and dismissal of directors and the duties and remuneration of officers.

(Convening of Board Meetings)

Article 33: The Board Meetings are to be held in the following cases

- (1) When the Chief Director considers necessary and demands that it be convened.
- (2) When more than one-third of the Board of Directors request the meeting to be convened with matters to be deliberated notified in writing.
- (3) When the Auditor Secretary found necessary to convene, pursuant to the stipulations of Article 15 Paragraph 4(5).

(Convocation of Board Meetings)

Article 34: The Board Meetings are convened by the Chief Director.

2. In cases where there is a request under the provisions of Article 33 Items 2 and 3, the Chief Director shall call the Board Meeting within 30 days from the requested day.
3. Person who is not a member of the board of directors may be invited to the Board Meeting to ask for advice when deemed necessary by the Chief Director.
4. On convening the Board Meeting, the date, time, venue, agenda and matters to be deliberated for which the Assembly is to be held, shall be notified in writing at least five days prior to such date.

(President)

Article 35: The Chief Director shall serve as the President of the Board Meeting.

(Resolutions)

Article 36: The Board Meeting may only decide the matters notified in advance pursuant to the provisions of Article 34 Paragraph 4; provided, however, that matters not notified in advance may be decided upon in the case of an emergency if the consent of the two thirds or more of the board members present is obtained.

2. A resolution at the Board Meeting shall be made by a majority of the voting rights of the total number of board of directors, and in the case of a tied vote, the decision shall be made by the president.

(Voting Rights etc.)

Article 37: The voting rights of all board of directors shall be equal.

2. When there is an unavoidable reason for not being able to be present in the Board Meeting, the board of director concerned may vote in writing regarding matters notified in advance.

3. A board of director who exercised voting rights in writing pursuant to the preceding paragraph of this Article shall be deemed to have been present at the meeting in application of Article 38 Paragraph 1(2).

4. A board of director who has a special interest in the resolution may not exercise voting rights regarding said resolution.

(Minutes)

Article 38: With respect to the proceedings at the Board Meeting, minutes must be prepared stating the following matters.

(1) Date, time, and venue

(2) The existing number of board of directors and the names and the number of those present at the meeting (note the fact when it includes directors who voted in writing)

(3) Matters deliberated

(4) Outline of the proceedings and the resolutions made

(5) Matters concerning the election of signatories of the meeting minutes

2 Meeting minutes must be signed with the names and seals of the president and at least two (2) signatories elected from among those in attendance.

Chapter 7 - Assets and Accounts

(Composition of Assets)

Article 39: The assets of the Organization shall be composed of the following items:

(1) Assets specified in the inventory of property at the time that the Organization was established

(2) Membership fees

(3) Donations

(4) Asset income

(5) Operating income

(6) Other types of income

(Categorization of Assets)

Article 40: Assets consist of the two categories of assets concerning operations related to specified Nonprofit activities and assets concerning other operations.

(Administration of Assets)

Article 41: The administration of assets is carried out by the Chief Director. The manner of asset administration is determined separately by the Chief Director through a General Assembly resolution.

(Principles of accounting)

Article 42: Accounting operations shall be performed in accordance with the principles enumerated in the Items of Article 27 of the Nonprofit Activities Promotion Law (hereinafter referred to as the Law)

(Division of accounting)

Article 43: Accounting is divided into the two sections of accounting for operations related to specified Nonprofit activities and accounting for other operations.

(Activities Plan and Budget)

Article 44: Drafts of the activities plan, and budget documents of the Organization shall be prepared by the Chief Director and be approved at the General Assembly.

(Provisional Budget)

Article 45: Notwithstanding the provision of the preceding article, if due to an unavoidable reason the budget of the Organization was unable to be established, in the interim until a budget is established, the Chief Director is permitted to dispose of income and expenditures in accordance with the budget for the previous business year with the vote of the Board of Directors.

2. Disposition of income and expenditure referred to in the previous Paragraph are deemed income and expenditure of the newly established budget.

(Setting and Usage of Reserve Fund)

Article 46: In order to apply to the overbudget and the extrabudgetary spending, a reserve fund may be set.

2. In using the reserve fund, it shall obtain the resolution of the Board Meeting. In cases of emergency and where it is extremely difficult to hold the Board Meeting, this may be carried out with the approval of the Chief Director.

(Additions and Amendments of Budget)

Article 47: Additions and amendments may be made to the budget through the resolution of the General Assembly in the case that an inevitable event has taken place after the approval of a new budget.

(Business Reports and Account Closing Reports)

Article 48: The business report, statements of financial activities, and the account closing report consisting of balance sheet and inventory of assets of the Organization shall be prepared by the Chief Director as soon as possible after the end of each business year audited by the comptrollers, approved by the board of directors, and thereupon reported to and approved by the general assembly.

2. Any surplus after the settlement of accounts shall be carried forward to the following fiscal year.

(Business year)

Article 49: The business year of the Organization begins on November 1st of each year and ends on October 31st of the following year.

(Contingency Measures)

Article 50: In addition to the budget provided, determination of borrowings, and any additional new burdens or waiver occurs, it shall be subject to the resolution of the General Assembly.

Chapter 8 - Amendments to the Articles of Incorporation and dissolution and amalgamation of the Organization

(Amendment of the Articles of Incorporation)

Article 51: Any amendment to the Articles of Incorporation shall require approval by more than three-quarters (3/4) of full members present at the General Assembly. And when matters specified in Article 25 Paragraph 3 of the Law need to be amended, authorization by the competent government authorities must be obtained.

(Dissolution)

Article 52: The Organization shall be dissolved for the following reasons:

(1) In cases where a resolution to approve such proposal at the General Assembly is made.

(2) In cases where it is deemed that the Organization cannot succeed in executing the specified Nonprofit activities which are its objective.

(3) In cases where the Organization loses all of its full members.

(4) In cases where the Organization is subject to a merger.

(5) In cases where the Organization becomes insolvent.

(6) In cases where the certification by the competent authorities is rescinded.

2. In cases where the Organization is dissolved under item (1) of the previous

paragraph, the resolution shall be made by three-quarters or more of those full members.

3. In the case where the Organization is dissolved under item (2) of Paragraph 1, the Organization shall obtain acknowledgement by the competent government authorities.

(Assignment of Residual Assets)

Article 53: Any residual assets in the case of the dissolution of the Organization (except for cases of merger and bankruptcy) shall be transferred to the one among the juridical person prescribed in Paragraph 3 of Article 11 of the Law, with the resolution of the General Assembly.

(Merger)

Article 54: The Organization may merge with consent of three-quarters or more of full members present at the General Assembly and with authorization by the competent government authorities.

Chapter 9 - Method of Public Notification

(Method of Public Notification)

Article 55: Public notices of the Organization are posted on the bulletin boards within the office and are made electronically on the Company's website.

Chapter 10 - Miscellaneous Provisions

(Detailed Regulations)

Article 56: The detailed regulations necessary for implementing these Articles shall be provided separately by the Chief Director with a resolution at the Board of Directors Meeting.

Supplementary Provisions

1. These Articles shall come into force from the date on which the Organization acquires corporate status.

2. The initial Officers of the Organization shall be as follows:

Chief Director: Yoshihide Yamamoto

Vice-Chief Director: Masahiro Kajiwara

Directors: Takashi Ogihara, Koichi Kandachi, Keiichi Kubota, Yasuhito Tabata, Koichi Nakajima, Toyoo Fukuda, Hiroshi Matsuoka

Auditor Secretary: Jun Iwata

3. Irrespective of the stipulations of Article 16 paragraph 1, the tenures of the

officers at founding commence on the founding date and continue until May 31, 2008.

4. Irrespective of the stipulations of Article 44, the business plan and the income and expenditure budget at the founding are determined at the Founding General Assembly.

5. Irrespective of the stipulations of Article 49, the business year at founding commences on the founding date and continues until March 31st, 2007.

6. Irrespective of the stipulations of Article 8, amounts of membership dues at founding are as follows.

(1) Admission fee (annual membership fee)

Full Member	5,000 JPY
Supporting Member	50,000 JPY/unit
Information Member	2,000 JPY

Supplemental Provisions

1 This amendment of Articles of Incorporation shall come into force as of the date of certification, September 1, 2010.

(Amendment of Article 24)

Supplemental Provisions

1 This amendment of Articles of Incorporation shall come into force as of the date of certification, October 17, 2012.

(Amendment of Chapter 4 Executive Office and Staff)

(Amendment in Types and Numbers of Officers)

(Amendment to Article 13 Paragraphs 2 and 3)

(Amendment to Article 14)

(Amendment to Article 15)

(Amendment to Article 18)

(Amendment to Article 19)

(Amendment to Article 20)

(Amendment to Article 23)

(Amendment to Article 28)

(Amendment to Article 30)

(Amendment to Article 32)

(Amendment to Article 48)

(Amendment to Article 51)

Supplemental Provisions

1 This amendment of Articles of Incorporation shall come into force as of the date

of certification, September 5, 2014.

(Amendment to Article 6)
(Amendment to Article 7)
(Amendment to Article 9)
(Amendment to Article 30)
(Amendment to Article 38)
(Amendment to Article 46)

Supplemental Provisions

1 This amendment of Articles of Incorporation shall come into force as of the date of certification, September 11, 2015.

(Amendment to Article 20)
(Amendment to Article 20 Paragraph 2)
(Article 20 Paragraph 3 newly established)
(Article 23 Item 10 newly established)

Supplemental Provisions

1. Notwithstanding the provisions of Article 49, the business year 2019 of this corporation will commence on April 1, 2019, and end on October 31, 2019.

2. These Articles of Incorporation shall come into effect on June 22, 2019.

(Amendments to Articles 49 and 55)

Supplemental Provisions

1. These Articles of Incorporation will come into effect on the date of certification of the amendment.

(Amendments to Articles 1 and 2)