

Chapter 1 General Provisions

(Name of this corporation)

Article 1.

The name of this corporation shall be the Ippan Shadanhojin Kokusai Kochingu Renmei Nihon-Shibu in Japanese and shall be written in English as ICF Japan Chapter.

(Location of the office)

Article 2.

1. The principal office of the ICF Japan Chapter shall be located in Chiyoda-Ku, Tokyo.
2. The corporation may establish secondary offices at any necessary locations by resolution of the board of directors.

Chapter 2 Purpose and scope of activities

(Purpose)

Article 3.

The purpose of this corporation is to create an environment, for coaches who act in Japan, where coaching can be conducted on a more global level, to increase the recognition of and contribution from coaching in Japanese society, and to contribute to the development of the corporation and society, as the Japan Chapter of the International Coaching Federation (hereinafter referred to as "ICF"), which is committed to various activities that contribute to the growth of the coaching industry as a whole on a global scale.

(Scope of activities)

Article 4.

In order to achieve the purpose stated in the preceding article, this corporation shall conduct the following activities:

1. To disseminate and raise awareness of coaching by global standards in Japanese society;
2. Exchange of information with the ICF and translation of such information;
3. Support for community activities;
4. Seminars and events;
5. Research and study on coaching and introduction of coaches;
6. Publication and issuance of teaching materials;

7. Other activities necessary to achieve the purpose of the corporation.

Chapter 3 Affiliates

(Types of affiliates and rights and obligations of affiliates)

Article 5.

1. The corporation shall have the following two types of affiliates:
 - (1) Chapter Members; Individuals who are affiliates of the ICF and have chosen the Japan Chapter as their affiliated Chapter and eligible member representatives of ICF Coaching in Organizations that have chosen the Japan Chapter as their affiliated Chapter;
 - (2) Chapter Associates; Individuals or corporations who join the ICF Japan Chapter to support the activities of the ICF Japan Chapter.
2. Chapter Members may nominate a director of the corporation in accordance with Article 26, Section 2.
3. Membership in this corporation shall be personal to each affiliate and is both non-assignable and non-transferable to another person or entity. No affiliate of the corporation shall have any ownership or other legal rights in the corporation or its respective properties, funds, or assets.

(How to become an affiliate)

Article 6.

A person who hopes to become an affiliate shall apply for affiliate registries in accordance with application procedures prescribed separately by the board of directors.

(Admission fee and affiliate dues)

Article 7.

Affiliates must pay an admission fee and affiliate dues, etc. as separately prescribed in the rules of the affiliate, to cover the necessary expenses for the activities of the corporation.

(Being disqualified as an affiliate)

Article 8.

1. A Chapter Member shall be disqualified as an affiliate in any of the following cases:
 - (1) When the Chapter Member withdraws from the ICF;

- (2) When the Chapter Member changes the affiliated Chapter from the ICF Japan Chapter to another Chapter;
 - (3) When expelled in accordance with Article 10.
2. A Chapter Associates shall be disqualified as an affiliate in any of the following cases:
 - (1) When the Chapter Associates fails to pay the affiliate dues for a period longer than that separately determined by the board of directors;
 - (2) When he/she deceases, a judicial decision of declaration of disappearance has been made regarding him/her, or the organization which is a Chapter Associates is dissolved;
 - (3) When expelled in accordance with Article 10.

(Withdrawal)

Article 9.

1. A Chapter Associates may voluntarily withdraw from the ICF Japan Chapter by submitting a notice of withdrawal as separately determined by the board of directors.
2. Withdrawal from the ICF Japan Chapter shall be approved or disapproved in accordance with the criteria prescribed in the rules for Chapter Associates determined by the board of directors, and the said person shall be notified of the decision.

(Expulsion)

Article 10

1. An affiliate may be expelled by resolution of the general assembly meeting as prescribed in Article 20, Paragraph 3 in any of the following cases. In such a case, the affiliate shall be notified of the expulsion with reasons at least one week prior to the general assembly meeting, and shall be provided with an opportunity to explain prior to the resolution at the general assembly meeting:
 - (1) When the affiliate has violated the articles of incorporation or rules of this corporation;
 - (2) When the affiliate has damaged the honor of the corporation or acted contrary to its purpose;
 - (3) When there are other justifiable reasons.
2. When the expulsion of the affiliate is decided in accordance with the preceding paragraph, the affiliate shall be notified.

(Rights and obligations upon being disqualified as an affiliate)

Article 11.

1. When an affiliate is disqualified as an affiliate in accordance with Article 8, the affiliate shall lose the rights and be discharged from the obligations as an affiliate of the corporation. However, any unfulfilled obligations shall not be discharged.
2. The corporation shall not return the admission fee, affiliate dues, and other contributions already paid by the affiliate, even if the affiliate is disqualified as an affiliate.

Chapter 4 General Assembly Meeting members and general assembly meeting

(Composition)

Article 12

1. The general assembly meeting shall consist of the General Assembly Meeting members.
2. Each General Assembly Meeting member has one vote at a general assembly meeting.

(General Assembly Meeting member qualification)

Article 13.

1. A person who hopes to become a General Assembly Meeting member of the corporation must be a Chapter Member and apply as separately determined by the board of directors and obtain the approval of the representative director.
2. A General Assembly Meeting member of the corporation is required to serve as a director of the corporation or a participant of the steering committee appointed by the board of directors.
3. If a General Assembly Meeting member of the corporation resigns as a director of the corporation or a participant of the steering committee prescribed in the preceding paragraph, he/she shall lose his/her position as a General Assembly Meeting member of the corporation.

(Being disqualified as a General Assembly Meeting member of the corporation)

Article 14.

A General Assembly Meeting member of the corporation shall be disqualified as a General Assembly Meeting member of the corporation in any of the following cases:

- (1) When he/she leaves the corporation;
- (2) When he/she becomes a ward as an adult or person under curatorship;

- (3) When he/she deceases or a judicial decision of declaration of disappearance has been made regarding him/her;
- (4) When he/she becomes disqualified as an affiliate;
- (5) When expelled;
- (6) With the agreement of all General Assembly Meeting members;
- (7) When the requirements of Paragraph 2 of the preceding article are not met at the time of the general assembly meeting as prescribed in Article 16, Paragraph 1.

(What the general assembly meeting may decide)

Article 15.

The general assembly meeting shall resolve the following matters:

- (1) Expulsion of General Assembly Meeting members;
- (2) Appointment or removal of directors and auditors;
- (3) Approval of the balance sheet and income statement (statement of increase or decrease in net assets) and their supplementary schedules;
- (4) Amendment of the articles of incorporation;
- (5) Dissolution and disposition of residual assets;
- (6) A long-term loan payable and disposition or acceptance of important assets;
- (7) Merger, transfer of all or part of its business;
- (8) In addition to the preceding items, matters prescribed in the Act on General Incorporated Associations and General Incorporated Foundations and matters prescribed in the articles of incorporation.

(Types and holding the general assembly meeting)

Article 16.

1. The general assembly meeting of the corporation shall be held in two types; an annual general assembly meeting and an extraordinary general assembly meeting.
2. An annual general assembly meeting shall be held once a year within two months after the end of each fiscal year.
3. An extraordinary general assembly meeting shall be held in any of the following cases:
 - (1) When the board of directors resolves to hold the meeting;
 - (2) When the General Assembly Meeting members who have at least one-tenth of the voting rights of all General Assembly Meeting members request the director to call a general assembly meeting by indicating matters to function as the purpose of the

general assembly and the reasons for convocation in writing or by electromagnetic means.

4. A General Assembly Meeting member who has made the request prescribed in item of the preceding paragraph may call a general assembly meeting with the permission of the court in the following cases:
 - (1) If procedures for the convocation of a general assembly meeting were not carried out without delay after a request was made;
 - (2) if no notice to convene for a general assembly was issued, stating a date within six weeks of the request as the date of a general assembly meeting.

(Convocation of general assembly meeting)

Article 17.

1. A general assembly meeting shall be called by a representative director by resolution of the board of directors. However, a general assembly meeting may be held without procedures for convocation, provided that the consent of all General Assembly Meeting members is obtained.
2. Upon receiving a request in accordance with the provisions of Paragraph 3, Item 2 of the preceding article, the representative director must issue a notice of convocation of an extraordinary general assembly meeting, stating a date within six weeks of the request as the date of a general assembly meeting.
3. When calling a general assembly meeting, the representative director must issue a notice of that meeting to the General Assembly Meeting members in writing or by electromagnetic means stating the date, time, place, and the matters that function as the purpose of the meeting at least one week before the date of the general assembly meeting.

(Chairperson)

Article 18.

A general assembly meeting of the corporation shall be chaired by the representative director. When the representative director is unable to chair a meeting, the chairperson of such a meeting shall be elected at the meeting from among the General Assembly Meeting members present.

(Quorum)

Article 19.

A general assembly meeting shall not be held unless more than 50% of all General Assembly Meeting members are present.

(Resolutions)

Article 20.

1. Except as otherwise prescribed in Article 49, Paragraph 2 of the Act on General Incorporated Associations and General Incorporated Foundations and specifically prescribed in the articles of incorporation, resolutions of the general assembly meeting shall be effected by more than 50% of attendances, provided that more than 50% of all General Assembly Meeting members are present.
2. In the case of the preceding paragraph, the chairperson may not participate in the resolution as a General Assembly Meeting member.
3. Notwithstanding the provisions of Paragraph 1, resolutions at the following meetings of the general assembly must be effected by at least 50% of the total number of General Assembly Meeting members and by at least a two-thirds majority of the votes of all General Assembly Meeting members:
 - (1) Expulsion of a General Assembly Meeting member;
 - (2) Dismissal of auditors;
 - (3) Amendment of the articles of incorporation;
 - (4) Dissolution;
 - (5) Other matters prescribed by laws and regulations.
4. When adopting a resolution to appoint directors or auditors, the resolution prescribed in Paragraph 1 shall be adopted for each candidate. If the total number of candidates for director or auditor exceeds the quota prescribed in Article 25, the candidates receiving more than 50% of votes shall be appointed in the order of the number of votes obtained until the quota is reached.

(Voting by proxy)

Article 21.

1. A General Assembly Meeting member who is unable to attend a general assembly meeting due to unavoidable circumstances may delegate another General Assembly Meeting member to exercise his/her voting rights by proxy for the matters notified in

advance.

2. Regarding the application of the provisions of the preceding two articles (Articles 19 and 20) in the case of the preceding paragraph, such a General Assembly Meeting member shall be deemed to have attended the meeting.
3. The granting of the authority of representation under Paragraph 1 must be made for each general assembly meeting.

(Omission of the resolution)

Article 22.

If a General Assembly Meeting member proposes a matter that functions as the purpose of a general assembly meeting and where all General Assembly Meeting members manifest their intentions to agree with the proposal either in writing or by electromagnetic means, a resolution of the general assembly meeting that affirms the proposal is deemed to have passed.

(Omission of the report)

Article 23.

If a director provides notice for all General Assembly Meeting members regarding matters to be reported to the general assembly and all General Assembly Meeting members have manifested their intentions, either in writing or by electromagnetic means, to agree that the matters need not be reported to the general assembly, the matters are deemed to have been reported to the general assembly.

(Minutes)

Article 24.

Concerning the proceedings of a general assembly meeting, the minutes of the meeting must be prepared as prescribed by the applicable laws and regulations.

Chapter 5 Officers and board of directors

Section 1 Officers, etc.

(Types and quota)

Article 25.

1. The corporation shall have the following officers:

- (1) At least 3 but no more than 10 directors;
- (2) At least one but no more than two auditors.
2. One of the directors shall be the representative director.
3. Other than the representative director, one of the directors shall be Treasurer and another director shall be Secretary; provided, however, that the offices of Treasurer and Secretary may be held by the same director.
4. Other than the representative director, Treasurer, and Secretary, one or more but not more than five directors may be the vice chairpersons.

(Appointment, etc.)

Article 26.

1. Directors and auditors shall be appointed by a resolution of the general assembly meeting respectively.
2. Directors must be General Assembly Meeting members of the corporation and nominated by a Chapter Member.
3. A representative director, vice chairpersons, Treasurer, and Secretary shall be appointed by the resolution of the board of directors.
4. An auditor may not serve concurrently as a director and an employee of the corporation or its subsidiary.
5. The total number of directors who have a special relationship with one of the directors, such as his/her spouse, relatives within the third degree of consanguinity, or any other relationship prescribed by laws and regulations, shall not exceed one-third of the total number of directors. The same shall apply to the auditors.
6. The total number of directors who are directors or employees of another corporation of the same type, or other persons specified by laws and regulations as having a mutually close relationship as equivalent thereto, shall not exceed one-third of the total number of directors. The same shall apply to the auditors.
7. The method of receiving nominations from Chapter Members as described in Paragraph 2 shall be as determined by the board of directors.

(Duties and authority of directors)

Article 27.

1. The directors shall constitute the board of directors and shall participate in decisions on the conduct of the activities of the corporation as provided by laws and regulations as well

as the articles of incorporation. Any director shall not be absent from 3 consecutive regular board of directors' meetings.

2. The representative director shall represent the corporation and conduct its activities.
3. The vice chairperson(s), Treasurer, and Secretary shall assist the representative director, and if the representative director is unable to perform his/her duties, or the representative director is absent, the vice chairperson shall act for the representative director in the order previously designated by the representative director.

(Duties and authority of the auditors)

Article 28.

The auditors shall perform the following duties:

- (1) To audit directors' performance of their duties and to prepare an audit report as prescribed by the applicable laws and regulations;
- (2) To audit the activities and financial conditions of the corporation, and to audit the financial statements and business reports for each fiscal year;
- (3) To attend general assembly meetings and the board of directors' meetings, and to state his/her opinions when deemed necessary;
- (4) To report to the general assembly meeting and the board of directors without delay when it is recognized that a director has committed or is likely to commit a wrongful act, or when it is recognized that there is a fact in violation of laws and regulations or the articles of incorporation, or a fact that is extremely unjust;
- (5) To request the representative director to call the board of directors' meeting when it is necessary to report as described in the preceding item; To call the board of directors' meeting directly if a notice of convocation is not issued within 5 days of the request which sets a date within 2 weeks of the request as the date of the board of directors' meeting;
- (6) To investigate proposals, documents, and other items prescribed by laws and regulations which the directors intend to submit to the general assembly meeting, and to report the results of the investigation to the general assembly meeting if they find any violation of laws and regulations or the articles of incorporation or any extremely unjustifiable matter;
- (7) To demand that the director cease an act when the director has committed or is likely to commit the act that is outside the scope of the purposes of the corporation or otherwise in violation of laws and regulations or the articles of incorporation, and the action is likely to cause significant damage to the corporation;
- (8) To exercise any other statutory powers granted to the auditors.

(Tenure)

Article 29.

1. The tenure of a director is to be until the end of the final annual general assembly meeting in a business year that ends within two (2) years after that director's appointment and no director may serve more than two (2) consecutive terms.
2. The tenure of an auditor is to be until the end of the final annual general assembly meeting in a business year that ends within two (2) years after their appointment, and their reappointment shall not be precluded.
3. The tenure of a director or an auditor who was appointed in advance in accordance with Article 63, Paragraph 2 of the Act on General Incorporated Associations and General Incorporated Foundations as a substitute for a director or an auditor who was terminated before the expiration of that director or auditor's tenure shall be until the time as the expiration of the director or auditor who was terminated.
4. If the fixed number of officers prescribed in Article 25, Paragraph 1 is no longer available due to resignation or expiration of the tenure of officers, an officer who has been terminated has the rights and obligations to serve as an officer until a newly appointed officer assumes the role.

(Dismissal)

Article 30.

A director and an auditor may be dismissed at any time by resolution of the general assembly meeting. However, in the case of the dismissal of an auditor, a resolution of the general assembly meeting as prescribed in Article 20, Paragraph 3 shall be required.

(Remuneration, etc.)

Article 31.

1. There shall be no remuneration or retirement benefits for directors and auditors.
2. The directors and auditors may be reimbursed for expenses incurred in performing their duties.
3. Matters necessary regarding the preceding paragraph shall be in accordance with rules separately established by resolution of the general assembly meeting.

(Restriction on business transactions)

Article 32.

1. When a director intends to engage in any of the following transactions, the director must disclose any important facts concerning the business transactions, and receive the approval of the board of directors:
 - (1) If the director considers engaging in a business transaction for himself/herself or for a third party that is categorized as being the business of the corporation;
 - (2) If the director considers engaging in a business transaction with the corporation for himself/herself or a third party;
 - (3) If the corporation intends to guarantee debts of a director or otherwise to carry out transactions with a person other than the director that results in a conflict of interest between the corporation and the director.
2. A director who has engaged in a transaction set forth in the preceding paragraph shall report the important facts of the transaction to the board of directors without delay.
3. The handling of the preceding two paragraphs shall be in accordance with the operation rules of the board of directors prescribed in Article 46.

(Exemption from liability or limitation of liability)

Article 33.

1. The liability of the officers under Article 111, Paragraph 1 of the Act on General Incorporated Associations and General Incorporated Foundations, may be forgiven through a resolution of the board of directors, if the requirements prescribed by laws and regulations are met, with a maximum limitation determined by deducting the minimum amount prescribed in laws and regulations from the amount of liability.
2. The corporation may, through a resolution of the board of directors, in accordance with Article 115, Paragraph 1 of the Act on General Incorporated Associations and General Incorporated Foundations, enter into an agreement with an external officer to limit his/her liability for compensation regarding the compensation liability prescribed in the preceding paragraph. However, the minimum amount of compensation liability based on such agreements shall be the amount prescribed by laws and regulations.

(Advisor)

Article 34.

1. The corporation may have more than one advisor.

2. The board of directors shall appoint and dismiss the advisors.
3. The advisors shall receive no remuneration. However, the expenses required for the performance of their duties may be paid.

(Duties of the advisors)

Article 35.

The Advisors may give their opinions to the corporation.

Section 2 board of directors

(Composition)

Article 36.

1. The corporation shall have a board of directors.
2. The board of directors is to be composed of all directors.

(Authority of the board of directors)

Article 37.

1. The board of directors shall perform the following duties in addition to what is separately prescribed in the articles of incorporation:
 - (1) To decide on the date, time, and place of a general assembly meeting and on matters that function as the purpose of the general assembly;
 - (2) To establish, amend, and abolish rules and regulations;
 - (3) To establish and revise business plans and income and expenditure budgets for each fiscal year;
 - (4) To decide on the execution of the activities of the corporation in addition to the preceding items;
 - (5) To supervise the execution of the duties of the directors;
 - (6) To appoint and dismiss the representative director, vice chairmen, and directors with special titles;
 - (7) To decide the criteria for admission to the corporation as an affiliate and the number of affiliate dues.
2. The board of directors may not delegate to the directors on the following matters and other execution of important activities:
 - (1) Disposition and acceptance of important assets;

- (2) To take out substantial loans;
- (3) Appointment and removal of important employees;
- (4) Establishment, amendment, and the abolition of branch offices and other important components;
- (5) Exemption from liability under Article 33, Paragraph 1, and execution and cancellation of the liability limitation agreement under Paragraph 2 of the same article;
- (6) Remuneration of staff.

(Types and holding board of directors)

Article 38.

1. The board of directors shall consist of two types of meetings; regular board of directors' meetings or extraordinary board of directors' meetings.
2. Regular board of directors' meetings shall be held at least four (4) times a year.
3. Extraordinary board of directors' meetings shall be held in any of the following cases:
 - (1) When the representative director deems it necessary;
 - (2) When a director other than a representative director requests the representative director to call a meeting in writing or by electromagnetic means, stating the matters that function as the purpose of the meeting;
 - (3) When a director who made the following request calls a board of directors meeting if, within five days from the request prescribed in the preceding item, no notice to convene for the board of directors meeting was issued stating a date within two weeks from the date of the request as the date of the board of directors meeting;
 - (4) When an auditor requests the representative director to call a meeting or when an auditor calls a meeting in accordance with Article 28, Paragraph 1, Item 5.

(Convocation)

Article 39.

1. Board of directors' meetings shall be called by the representative director other than the following cases: the board of directors' meetings may be called by the director in accordance with the provision of Paragraph 3, Item 3 of the preceding article; or by the auditors in accordance with the provision of Paragraph 3, Item 4 of the preceding article.
2. Board of directors' meetings shall be called by a director in accordance with the provision of Paragraph 3, Item 3 of the preceding article, or by an auditor in accordance with Paragraph 3, Item 4 of the preceding article.

3. In the cases falling under Item 2 or Item 4 of Paragraph 3 of the preceding article, within five days from the request, the representative director shall call the extraordinary board of directors' meeting which is set within two weeks from the date of the request as the date of the board of directors meeting.
4. When a board of directors' meeting is called, notice must be given to each director and each auditor at least one week prior to the date of the meeting, in writing or by electromagnetic means, stating the date, time, place, and matters that function as the purpose of the meeting.
5. Notwithstanding the provisions of the preceding paragraph, a board of directors' meeting may be held without going through the convocation procedures when all directors and auditors have agreed thereto.

(Chairperson)

Article 40.

The role of chairperson of the board of directors' meeting shall be played by the representative director.

(Quorum)

Article 41.

1. A board of directors' meeting may not be held unless more than 50% of the directors are present.
2. A quorum of a board of directors' meeting shall be present throughout the entire discussion and voting at the meeting.

(Resolutions)

Article 42.

Except as otherwise provided in the articles of incorporation, a resolution at a board of directors shall be adopted by more than 50% vote of the attendances with the presence of more than 50% of all directors who are qualified to participate in resolutions.

(Omission of the resolution)

Article 43.

If a director has proposed a matter which functions as a purpose of a board of directors' meeting, and all the directors who are eligible to participate in the voting on the proposal have provided

a manifestation of intentions of the agreement either in writing or in electromagnetic means, the proposal shall be deemed to have been approved by resolution of the board of directors' meeting. However, this shall not apply if an auditor objects to the proposal.

(Omission of the report)

Article 44.

1. If a director or an auditor provides notice to all the directors and auditors of matters to be reported to the board of directors, the matters need not be reported to the board of directors.
2. The provisions of the preceding paragraph shall not apply to reports in accordance with Article 28, Item 4.

(Minutes)

Article 45.

Concerning proceedings of the board of directors' meetings, the minutes must be prepared in accordance with applicable laws and regulations, and the representative director and auditors present at the meeting must sign them or affix their names and seals thereto.

(The operation rules on the board of directors)

Article 46.

Necessary matters concerning the operation of the board of directors shall be governed by the operation rules on the board of directors established by the board of directors, in addition to what is provided by laws and regulations or the articles of incorporation.

Chapter 6 Fund

(Contribution to the funds)

Article 47.

The corporation may request contributions to the funds from Chapter Associates or third parties as prescribed in Article 131 of the Act on General Incorporated Associations and General Incorporated Foundations.

(Handling the funds)

Article 48.

Procedures for conducting solicitation, allocation, transfer, etc., management of the funds, and returning the funds, etc. shall be in accordance with the regulations for handling the funds separately established by the resolution of the board of directors.

(Rights of contributors to the funds)

Article 49.

1. The corporation shall not return the funds to the contributors until the time of dissolution in accordance with Article 58.
2. Notwithstanding the provisions of the preceding paragraph, the funds may be returned to its contributors in accordance with the procedures for returning the funds set forth in the following article.
3. The rights of contributors to the funds may not be transferred, pledged or placed in trust.

(Procedures for returning the funds)

Article 50.

1. The funds shall be returned within the maximum amount prescribed in Article 141 of the Act on General Incorporated Associations and General Incorporated Foundations by a resolution of the annual general assembly meeting.
2. The procedure for returning the funds under the preceding paragraph shall be determined by the resolution of the board of directors.

(Setting aside as a substitutional fund)

Article 51.

When the fund is returned, an amount equivalent to the returned fund shall be set aside as a substitutional fund, which shall not be spent down.

Chapter 7 Calculation

(Fiscal year)

Article 52.

The fiscal year of the corporation shall begin on August 1 of each year and end on July 31 of the following year.

(A business plan and income and expenditure budget)

Article 53.

1. The representative director shall prepare the business plans and income and expenditure budget, etc. of the corporation by the day before the start of each fiscal year and shall report them to the most recent general assembly meeting after being resolved by the board of directors. The same shall apply in the case of modification thereof.
2. Notwithstanding the provisions of the preceding paragraph, if the budget is not passed due to unavoidable reasons, the representative director may, by resolution of the board of directors, make income and outlay money in accordance with the budget of the previous fiscal year until the day of passage of the budget.
3. The income and expenditures set forth in the preceding paragraph shall be deemed to be income and expenditures of the newly established budget.

(A business report and settlement of accounts)

Article 54.

1. Regarding the business report and settlement of accounts of the corporation, the representative director shall prepare a business report, financial statements, and their supplementary schedules (hereinafter referred to as "financial statements, etc.") after the end of each fiscal year, which shall be audited by the auditors, approved by the board of directors, and the representative director shall obtain the approval of the annual general assembly meeting.
2. Without delay after the conclusion of the annual general assembly meeting set forth in the preceding paragraph, the corporation shall make a public notice of its balance sheet as required by laws and regulations.

(A long-term loan payable and disposition and acceptance of important assets)

Article 55.

1. When the corporation intends to take out a loan, except for short-term loans to be reimbursed from the income of the current fiscal year, a resolution of the general assembly meeting as prescribed in Article 20, Paragraph 3 shall be required.
2. When the corporation intends to dispose of or accept important assets, the same resolution as in the preceding paragraph must be passed.

(Accounting Principles)

Article 56.

The accounting of the corporation shall be in accordance with prescriptive accounting practices of general corporations accepted as fair and reasonable generally.

Chapter 8 Amendments to articles of incorporation, merger, dissolution, etc.

(Amendment of the articles of incorporation)

Article 57.

The articles of incorporation may be amended by resolution of the general assembly meeting as provided in Article 20, Paragraph 3.

(Merger, etc.)

Article 58.

The corporation may merge with another legal entity under Act on General Incorporated Associations and General Incorporated Foundations and transfer all or part of its business to another legal entity under Act on General Incorporated Associations and General Incorporated Foundations by resolution of the general assembly meeting as prescribed in Article 20, Paragraph 3.

(Dissolution)

Article 59.

The corporation may be dissolved in accordance with the provisions of Article 148, Items 1 through 2, and Items 4 through 7 of the Act on General Incorporated Associations and General Incorporated Foundations. In addition to those, the corporation may be dissolved by resolution of the general assembly meeting prescribed in Article 20, Paragraph 3.

(Disposition of residual assets)

Article 60.

1. Residual asset in the event of liquidation due to dissolution, etc. of the corporation, shall be donated to a juridical person listed in Article 5, Item 17 of the Act on Accreditation, etc. of Public Interest Incorporated Associations and Public Interest Incorporated Foundations, or to the national or local government by resolution of the general assembly meeting.
2. The residual assets shall not be distributed to any parties such as directors, employees, participants of the committee, advisors, and General Assembly Meeting members of the

corporation.

Chapter 9 Committees

(Committees)

Article 61.

1. The board of directors may establish committees when necessary to promote the activities of the corporation by resolution of the board of directors.
2. The board of directors shall appoint the participants of the committees from among the Chapter Members.
3. Matters necessary for the duties, composition, and operation of the committee shall be determined separately by the resolution of the board of directors.

Chapter 10 Secretariat

(Establishment, etc.)

Article 62.

1. The secretariat shall be established to handle the official work of the corporation.
2. The secretariat shall have the necessary office staff.
3. The representative director shall appoint and dismiss the important office staff with the approval of the board of directors.
4. Important matters concerning the body and operation of the secretariat (including remuneration) shall be determined separately by the representative director through a resolution of the board of directors.

(Books and documents to be kept)

Article 63.

1. The following books and documents shall be kept at the office at all times:
 - (1) Articles of incorporation;
 - (2) List of affiliates and documents concerning changes in affiliates;
 - (3) List of directors and auditors;
 - (4) Documents related to permissions, etc., and registrations;
 - (5) Documents related to the proceedings of the bodies in the corporation as prescribed in the articles of incorporation;

- (6) Documents of business plans and documents of income and expenditure budgets;
 - (7) Business reports and financial documents such as income and expenditure statements;
 - (8) Audit reports;
 - (9) Other books and documents prescribed by laws and regulations.
 - (10) ICF Chapter and Chartered Chapter Agreement
2. Inspection of the books and documents, etc., as prescribed in the preceding item of the preceding paragraph shall be in accordance with the provisions of laws and regulations, as well as the information disclosure rules prescribed in Article 64, Paragraph 2.

Chapter 11 Information disclosure and protection of personal information

(Information disclosure)

Article 64.

1. In order to promote fair and open activities, the corporation shall actively disclose information on its activities, operations, financial data, etc.
2. Matters necessary for information disclosure shall be in accordance with the rules on information disclosure, which shall be separately established by the resolution of the board of directors.

(Protection of personal information)

Article 65.

1. The corporation shall take all possible measures to protect personal information obtained in the course of its activities.
2. Matters necessary for the protection of personal information shall be determined separately by the resolution of the board of directors.

(Method of public notice)

Article 66.

Public notices of the corporation shall be made by electronic public notice. In the event of an accident or other unavoidable circumstances that preclude electronic public notice, however, public notices shall be published in the Official Gazette.

Chapter 12 Auxiliary provisions

(Delegation)

Article 67.

In addition to what is prescribed in the articles of incorporation, matters necessary for the operation of this corporation shall be determined separately by the resolution of the board of directors.

Revised on September 26, 2018

Revised on January 20, 2020

Revised on September 30, 2022

Revised on April 1, 2023

Revised on September 26, 2024

The above is truly and sincerely the current articles of incorporation of the corporation.

5th fl. Resona Kudan bldg.,
1-5-6 Kudan Minami, Chiyoda-ku, Tokyo
International Coaching Federation Japan Chapter
Yuki Okuno, Representative Director

Footnotes

Chapter Members: Individuals who are affiliates of the ICF and have chosen the Japan Chapter as their affiliated Chapter and eligible member representatives of ICF Coaching in Organizations that have chosen the Japan Chapter as their affiliated Chapter.

Chapter Associates: Individuals or corporations who join the ICF Japan Chapter to support the activities of the ICF Japan Chapter.

The General Assembly Meeting members constitute the general assembly meeting. These three positions have different concepts.

[Remarks]

The translation of this document was created on September 17, 2022. This serves as a translation of the Article of Incorporation, and if there is any difference in writing in between the original Japanese document and this English translation, the Japanese original document has its priority.