

**Articles of Incorporation
Of
The Overseas Coastal Area Development
Institute of Japan (OCDI)**

Chapter 1 General Provisions

Article 1 (Name)

The general incorporated foundation shall be called "The Overseas Coastal Area Development Institute of Japan+(OC DI) (hereinafter "the Center+).

Article 2 (Office)

- (i) The Center shall place its office in Chiyoda-ku, Tokyo.
- (ii) The Center may place its branch office(s) in the location needed subject to a resolution of the council.

Chapter 2 Purpose and Activities

Article 3 (Purpose)

In view of Japan's expertise, knowledge and experience in coastal area development and in consideration of recent globalization in Japan's socio-economy, the Center shall contribute to the promotion of global coastal area development and the facilitation of international logistics by conducting research and studies on overseas coastal area development and international logistics, international cooperation and international exchange. The Center shall also promote mutual understanding and economic cooperation between Japan and foreign countries by sharing Japan's expertise in coastal area development.

Article 4 (Activities)

- (i) To fulfill the purpose of the preceding article, the Center shall implement the following activities:
 - (1) Research and studies for projects
 - ①Research and studies on global coastal area development and international logistics.
 - ②Cooperative projects related to coastal development and logistics overseas.
 - (2) International cooperation support activities
 - ①Transfer of Japanese technology concerning coastal development and logistics.
 - ②Gathering and analyzing information on global coastal development and international logistics.
 - (3) International exchange and publicity
 - ① Promotion of international relations with overseas researchers and experts on coastal

development and logistics

②Organizing of study sessions and lectures and publications on global coastal development and international logistics.

③Joint research on global coastal development and international logistics with domestic and overseas institutions.

(4) Other activities necessary for fulfilling the aims of the Center.

(ii) The activities set forth in the preceding paragraph shall be implemented in Japan and in foreign countries.

Article 5 (Establishment of Administrative Organs)

The Center shall have councillors, board of councillors, directors, council, and auditor(s).

Chapter 3 Assets and Accounts

Article 6 (Business Year)

Business year of the Center shall start on April 1 and end on March 31 of the following year.

Article 7 (Basic Property)

(i) Property provided for by a resolution of the board of councillors as being essential to conducting the business that is the objective of the Center shall be the basic property of the Center.

(ii) The basic property shall be managed as determined by the board of councillors with the due care of a prudent manager in order to achieve the objectives of the Center.

When a part of the basic property is to be disposed of or eliminated, prior approval of the council and the board of councillors is required.

Article 8 (Business Plan and Budget for Revenue and Expenditure)

(i) The Center's business plan and budget for revenue and expenditure shall be prepared by the president by the day before the commencement date of each business year, and be approved by the council. The same shall be applied to the case of alteration thereof.

(ii) The statements set forth in the preceding paragraph shall be kept at the Center's principal office until the end of each business year.

Article 9 (Business Report and Financial Statements)

(i) The business report and the financial statements of the Center shall be prepared by the president after the end of each business year. After being audited by auditor(s) and approved by the council, the business report and financial statements shall be submitted to the annual board of councillors. Of the statements listed below, the president shall report statements (1) and (2) to the annual board of councillors and receive approval for statements (3) to (5).

- (1) Business report
- (2) Annexed detailed statement of the business report
- (3) Balance sheet
- (4) Profit and loss statement (Statement on changes in net assets)
- (5) Annexed detailed statements of balance sheet and profit and loss statement (Statement of changes in net assets)
- (ii) In addition to the statements set forth in the preceding paragraph, the Center shall keep the following statement in its principal office for five years. The articles of incorporation shall also be kept in its principal office.
- (1) Auditing report

Article 10 (Allocation of Surplus)

The Center may not allocate any surplus.

Chapter 4 Councillors

Article 11 (Councillors)

The Center shall have from six to twelve councillors.

Article 12 (Appointment and Dismissal of Councillors)

- (i) The board of councillors shall appoint and dismiss the councillors subject to the provisions of the Act on General Incorporated Associations and General Incorporated Foundations (hereinafter ~~the~~ *the General Incorporated Act*) articles 179 to 195.
- (ii) The councillor may not serve concurrently as director, auditor nor be an employee of the Center.

Article 13 (Tenure)

- (i) The tenure of a councillor shall be until the conclusion of the final annual meeting of the board of councillors in a business year that ends within four years after his/her appointment
- (ii) The tenure of a councillor appointed as a substitute for a councillor who was dismissed prior to the expiration of his/her tenure lasts until the date of expiration of the tenure of the councillor who was dismissed.
- (iii) Where a shortage occurs in the number of councillors prescribed in article 11, a councillor who has been dismissed due to expiration of his/her tenure or by resignation shall have the rights and obligations of a councillor until such time as a newly appointed councillor assumes the role.

Article 14 (Remuneration for Councillors)

- (i) A councillor shall receive no remuneration for the performance of duties.
- (ii) The Center may reimburse the councillors for expenses with respect to the performance of duties.

Chapter 5 Board of Councillors

Article 15 (Organization)

The board of councillors shall be composed of all of the councillors.

Article 16 (Authority)

The board of councillors shall make resolutions to;

- (1) Appoint and dismiss directors and auditors
- (2) Determine the amount of remuneration of directors and auditors
- (3) Approve the balance sheet, profit and loss statement (statement on changes in net assets) and annexed detailed statements thereof
- (4) Amend the articles of incorporation
- (5) Dispose the residual assets
- (6) Any other matter determined by acts or the articles of incorporation to be resolved by the board of councillors

Article 17 (Convening of Meeting)

An annual meeting of the board of councillors shall be held within three months after the end of each business year and at any time when it is found necessary.

Article 18 (Calling of Meeting)

- (i) A meeting of the board of councillors shall be called by the chairman under a resolution of the councils, except as specifically provided by other acts.
- (ii) Councillors may demand that the chairman call a meeting of the board of councillors by indicating a matter to be the purpose of the meeting of the board of councillors and the reasons for convocation.

Article 19 (Chairperson)

The chairperson of the meeting of the board of councillors shall be selected from among the councillors.

Article 20 (Resolutions)

- (i) Resolutions at a board of councillors meeting shall be effected by a majority vote of the councillors who do not have special vested interests in the resolution in attendance, provided that a majority of councillors who do not have special vested interests in the resolution is present.
- (ii) Notwithstanding the provisions of the preceding paragraph, resolutions at the following board of councillors meetings shall be effected by at least a two-thirds majority of the votes of all of the

councillors who do not have special vested interests in the resolution:

- (1) Dismissal of auditor
 - (2) Amendment of the articles of incorporation
 - (3) Approval of disposition or elimination of the basic property
 - (4) Any other matter determined by acts
- (iii) Resolutions to appoint a director or auditor shall be effected for each candidate in the manner of the first paragraph of this article. When the number of candidates of the director or auditor exceed the quota provided by article 24, the candidates receiving the highest number of votes, up to the number of directors or auditors to be appointed, shall be appointed provided they have received a majority of the councillors' votes.

Article 21 (Omission of a Resolution)

In cases where a director makes a proposal on a matter that is to be the purpose of a meeting of the board of councillors and where all councillors manifest their intention to agree with said proposal either in writing or by electromagnetic records, a resolution of the board of councillors that affirms the proposal shall be deemed to have been passed.

Article 22 (Omission of a Report)

In cases where a director provides notice to all councillors regarding matters to be reported to the board of councillors and all councillors have provided a manifestation of intent, either in writing or by electromagnetic records, indicating agreement that such matters need not be reported to the board of councillors, such matters are deemed to have been reported to the board of councillors.

Article 23 (Minutes)

- (i) With respect to the agenda of a meeting of the board of councillors, minutes of the meeting shall be prepared by the provisions of the acts.
- (ii) The chairperson and more than two of the attending councillors or directors whom have been appointed shall sign and seal the minutes.

Chapter 6 Officers

Article 24 (Establishment of Officers)

- (i) The Center shall have:
 - (1) From five to ten directors
 - (2) Up to two auditors
- (ii) Among the directors, one shall be the chairman , another one shall be the president, and one may be the senior executive director.
- (iii) The chairman, the president and the senior executive director set forth in the preceding paragraph

shall be the representative directors under the provision of the General Incorporated Act.

- (iv) In addition to the chairman, president and the senior executive director set forth in paragraph 2 of this article, the Center may have executive directors. The number of executive directors shall be up to two.
- (v) The executive directors set forth in the preceding paragraph shall be the directors who administer the business operations set forth in article 91 paragraph 1 item 2 of the General Incorporated Act as applied mutatis mutandis pursuant to article 197 of the same act.

Article 25 (Appointment of Officers)

- (i) Directors and auditors shall be appointed by a resolution of the board of councillors.
- (ii) Representative directors and executive directors shall be appointed from among the directors by a resolution of the council.

Article 26 (Duties and Authorities of the Directors)

- (i) The directors shall form the council and administer the business operations of the Center by the provisions of the acts and this article of incorporation.
- (ii) The representative directors shall represent the Center and administer their business operations by the provisions of the acts and this article of incorporation. The executive directors shall share and administer the business operations of the Center by the separate determination of the council.
- (iii) The representative directors and executive directors shall report to the council on the state of performance of their own duties at an interval of at least two times every four months during the business year.
- (iv) When the chairman's position becomes vacant or he/she is unable to perform his/her duties, the president shall act in his/her stead.
- (v) When the president's position becomes vacant or he/she is unable to perform his/her duties, the senior executive director shall act in his/her stead.

Article 27 (Duties and Authorities of the Auditors)

- (i) The auditor shall audit directors' performance of their duties and prepare an audit report by the provisions of the acts.
- (ii) The auditor may request a report on business from directors and employees, or investigate the state of business and property of the Center at any time.

Article 28 (Tenures of the Officers)

- (i) The tenure of a director shall be until the end of the final annual meeting of the board of councillors in a business year that ends within two years after his/her appointment. However, directors may

be re-elected.

- (ii) The tenure of an auditor shall be until the end of the final annual meeting of the board of councillors in a business year that ends within four years after his/her appointment. However, auditors may be re-elected.
- (iii) The tenure of a director or an auditor appointed as a substitute for a director or an auditor who was dismissed prior to the expiration of his/her tenure lasts until the date of expiration of the tenure of his/her predecessor.
- (iv) Where a shortage occurs in the number of directors or auditors prescribed in article 24, a director or an auditor who has been dismissed due to expiration of his/her tenure or by resignation shall have the rights and obligations of a director or an auditor until such time as a newly appointed director or auditor assumes the role.

Article 29 (Dismissals of the Officers)

Directors and auditors may be dismissed by a resolution of the board of councillors under the following circumstances:

- (1) When a director or an auditor has violated the obligations of his/her duties or has been negligent in the performance thereof;
- (2) When a director or an auditor is unable to perform his/her duties or is incapable of bearing the demands of his/her duties due to a mental or physical disorder.

Article 30 (Remuneration)

A director or an auditor shall receive no remuneration for the performance of duties. However, the Center may pay remuneration to a full-time director and auditor the amounts within the total amount separately determined by the board of councilors and also calculated following the standards separately determined by the board of councilors.

Article 31 (Restrictions on Business Transactions)

When a director contemplates engaging in the business transactions listed below, a director shall disclose any important facts with respect to the business transactions, and receive the approval of the council:

- (1) When a director contemplates engaging in a business transaction for the sake of himself/herself or for a third party that is categorized as being the business of the Center;
- (2) When a director contemplates engaging in a business transaction with the Center for the sake of himself/herself or for a third party;
- (3) When the Center 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 Center and the director.

Article 32 (Partial Exemption from Liability)

- (i) With respect to the liability of the directors and auditors for compensation for damages set forth in article 111 paragraph 1 of the General Incorporated Act as applied mutatis mutandis pursuant to article 198 of the same act, when it meets requirements of the acts, the Center may forgive some portion of the amount owed through a resolution of the council with a maximum limitation determined by deducting the "minimum amount of liability".
- (ii) When a director submits a draft resolution set forth in the preceding paragraph (only in the case of exemption from liability of directors) the director shall obtain the consent of all auditors.

Article 33 (Prohibition of Concurrence)

Officers and councillors may not serve concurrently.

Chapter 7 Council

Article 34 (Organization)

The council shall be composed of all directors.

Article 35 (Authority)

The council shall perform the duties listed below:

- (1) Determine the business of the Center;
- (2) Supervise the duties of directors;
- (3) Appoint and dismiss the representative director and executive director

Article 36 (Calling of Meeting)

- (i) Ordinary council meetings and extraordinary council meetings shall be called.
- (ii) Ordinary council meetings shall be held twice in each business year.
- (iii) Extraordinary council meetings shall be held when;
 - (1) The chairman considers it necessary
 - (2) A director other than the chairman indicates matters to be the purpose of a council meeting in writing and demands the convocation of the council.
 - (3) When no notice to convene for a council meeting is issued within five days from the request prescribed in the preceding item stipulating that a council meeting be convened within two weeks from the date the request was made, the director who made the demand may call a council meeting.
 - (4) An auditor called a council meeting subject to the provisions of article 101 paragraph 2 of the General Incorporated Act as applied mutatis mutandis pursuant to article 197 of the same act.

Article 37

Council meetings shall be called by the chairman except in cases that a director calls the meeting subject to the preceding article paragraph 3 item 3 or an auditor calls the meeting subject to the same article paragraph 4.

Article 38

The chairman shall be the chairperson of the council meeting. However, when an extraordinary council meeting is held subject to the provisions of article 36 paragraph 3 items 3 or 4, the chairperson shall be selected from among the attending directors.

Article 39 (Resolutions)

Resolutions at a council meeting shall be effected by a majority vote when a majority of the directors who do not have special vested interest to the resolution are in attendance.

Article 40 (Omission of a Resolution)

In cases where a director makes a proposal regarding a matter that is the purpose of a council meeting and where all directors (limited to directors who are qualified to vote on the matter) manifest their intention to agree with said proposal either in writing or by electromagnetic records (except when an auditor has stated an objection to the proposal), a resolution of the council meeting shall be deemed to have been passed.

Article 41 (Omission of a Report)

In cases where a director or an auditor has provided notification to all directors and auditors of the matters to be reported to the council, a report to the council on such matters is not required.

Article 42 (Minutes)

- (i) With respect to the agenda of a council meeting, minutes of the meeting shall be prepared by the provisions of the acts.
- (ii) The attending representative directors and auditors shall sign and seal the minutes of the preceding paragraph.

Chapter 8 Senior Advisors

Article 43 (Senior Advisors)

- (i) The Center may have less than six senior advisors.
- (ii) A senior advisor shall be appointed by the chairman from among persons with relevant knowledge and experience, subject to a resolution of the council.
- (iii) A senior advisor shall provide consultation for important concerns of the Center at the request of

the chairman.

- (iv) A senior advisor shall receive no remuneration for the performance of duties.
- (v) The tenure of a senior advisor shall be as is needed and within two years, and the assigned time shall be specified.

Chapter 9 Ad Hoc Committees

Article 44

- (i) To ensure smooth operation of the Center's activities, the president may establish ad hoc committees as he/she deems necessary, subject to a resolution of the council.
- (ii) The president shall separately determine the regulation concerning ad hoc committees, subject to a resolution of the council.

Chapter 10 Center for Research on International Port Policy

Article 45

- (i) The Center shall have the Center for Research on International Port Policy.
- (ii) The Center for Research on International Port Policy shall conduct the studies and research on overseas port policy, promotion of international relations with overseas researchers etc.
- (iii) Director of the Center for Research on International Port Policy shall be designated by the chairman from among the officers and employees of the Center.

Chapter 11 Center for Research on International Port Management and Operation

Article 46

- (i) The Center shall have the Center for Research on International Port Management and Operation.
- (ii) The Center for Research on International Port Management and Operation shall conduct studies and research on global port management and operation, and conduct cooperative projects which promote international port management and operation by Japanese firms.
- (iii) Director of the Center for Research on International Port Management and Operation shall be designated by the chairman from among the officers and employees of the Center.

Chapter 12 Amending the Articles of Incorporation and Dissolution

Article 47 (Amending the Articles of Incorporation)

The articles of incorporation of the Center may be amended by resolutions of the board of councillors.

Article 48 (Merge, etc.)

The Center may merge with a juridical person set forth in the General Incorporated Act or wholly or partially transfer the operations of the Center by resolution of the board of councillors effected by at

least a two-thirds majority of the votes of the councillors who may vote in attendance.

Article 49 (Dissolution)

The Center shall dissolve by reason such as inability to succeed in the business which is the purpose of the Center due to a loss of the basic property, or by reasons attributable to the provisions of the acts.

Article 50 (Disposal of Residual Assets)

When the Center goes into liquidation, the Center shall donate the residual assets to juridical persons listed in the Act on Authorization of Public Interest Incorporated Association and Public Interest Incorporated Foundation article 5 item 17 or the national government or local governments by resolution of the board of councillors.

Chapter 13 Methods of Public Notice

Article 51 (Methods of Public Notice)

- (i) The Center shall give public notice by way of electronic public notice.
- (ii) When electronic public notice of the preceding paragraph is not available due to accident or other unavoidable grounds, public notice shall be given in an official gazette.

Chapter 14 Secretariat

Article 52 (Secretariat)

- (i) To deal with the office work, the Center shall have a secretariat.
- (ii) The secretariat shall have necessary staffs.
- (iii) The president shall appoint and dismiss the staff of the secretariat.
- (iv) The president shall separately determine the organization and necessary matters for operation concerning the secretariat, subject to a resolution of the council.

Article 53 (Documents and Books to be Kept)

- (i) The Center shall keep the documents listed below in its principal office. The listed documents and books must be kept according to the provisions of the acts.
 - (1) articles of incorporation
 - (2) documents on the list of assets
 - (3) list of councillors and officers
 - (4) officers remuneration regulations
 - (5) business plan document and budget for revenue and expenditure document
 - (6) business report, balance sheet, profit and loss statement and annexed detailed statements
 - (7) audit report
 - (8) documents regarding agenda of board of councillors meeting and council meeting

- (9) other books and documents determined by acts
- (ii) The Center shall disclose information on inspection of the documents and books set forth in the preceding paragraph, in accordance with the provisions of the acts.

Chapter 15 Auxiliary Provisions

Article 54 (Detailed Administrative Rules)

The president shall separately determine the necessary matters for enactment of the articles of incorporation, subject to a resolution of the council.

Supplementary Provisions

Article 1

This article of incorporation shall enter into force from the date of registration of incorporation of the general foundation set forth in the provision of the Revision Act.

Article 2

Notwithstanding the provision of Chapter 3 article 6 (Business Year), when registration of dissolution of a special case juridical person under the Civil Code and registration of incorporation of the general foundation are made by the provisions of the Revision Act, the day before the date of dissolution registration shall be the last day of the business year, and the date of the incorporation registration shall be the beginning date of the business year.

Article 3

Directors and auditors at the time of incorporation of the Center are the persons listed below;
Directors: Koreshige Anami, Mitsuhiko Okada, Toshio Azuma, Toshio Oda, Shin Kisugi, Hiroshi Maeda, Hisayoshi Morisugi
Auditors: Masaaki Yajima, Yoshiharu Yoshida

Article 4

Representative directors at the time of incorporation of the Center are Koreshige Anami and Mitsuhiko Okada; executive director is Toshio Azuma.

Article 5

Councillors at the time of incorporation of the Center are the persons listed below:
Tatsuhiko Ikeda, Yukinobu Ootani, Masahiko Katagiri, Yasuhiro Kawashima, Osamu Kusakabe, Yukio Suzuki, Kazuhiro Tamaki, Kenji Hokazono, Kazuhisa Matsuoka.