

The Statutes of UNIJAPAN (Japan Association for International Promotion of the Moving Image)

Formally established	May 15, 1957
Ministry of Foreign Affairs	License No.12
Ministry of International Trade and Industry	32, No.1317
Consent of partial change to Act of Endowment	June 10, 1974
Ministry of Foreign Affairs	Permit No. 22
Ministry of International Trade and Industry	49, No.3838
Consent to changes of the Statutes of The Association	November 5, 1999 Consent of MOFA No.58 October 6, 1999, No.3

Chapter 1 General Rules

(Name)

Article 1 The Association is to be known in English as UNIJAPAN (Japan Association for International Promotion of the Moving Image).

(Offices)

Article 2 The Association's office is located in Chuo-ku, Tokyo, Japan.

2 Following resolution by the Board of Directors, the Association can set up branch offices where required.

(Goals)

Article 3 The Association holds international film festival, supports the discovery and nurture of future talent, and assists in the preservation of cultural assets. In addition, the Association promotes Japanese moving images overseas to develop the Japanese moving image culture, and promotes the export of Japanese moving images, in line with its goals of contributing to furthering of international friendship and cultural exchange.

Chapter 2 Operations

(Operations)

Article 4 In achieving the goals outlined in Article 3, the Association conducts the following operations:

- (1) The holding of International Film Festival, symposiums and research meetings regarding moving images.
- (2) The holding of International Contents Trade Fair.
- (3) The creation, display and distribution of material and literature deemed necessary for the widespread of Japanese moving image overseas.
- (4) Conducting studies on the situations and circumstances pertaining to the moving image in foreign countries.
- (5) Performing services related to the display or participation at international moving image events, including international film festivals and international film competitions.
- (6) Performing services pertaining to the holding of touring previews of Japanese moving image in foreign countries.
- (7) The overseas dispatch of those connected to moving images or invitation of foreign persons related to moving images, and any services pertaining thereof.
- (8) Providing facilities to any foreign persons involved in research related to Japanese moving image.
- (9) Assist international co-production of the moving image
- (10) Pursuing of international contact and communication with personnel connected to the moving image.
- (11) The submission of proposals, opinions and findings to relevant organizations.
- (12) Focusing on artistic and outstanding moving images to assist and focus on young talent.
- (13) To research, investigate and help preservation of the moving image culture and technology.
- (14) To edit and publicize journals and other publications of printed matters related to international moving image information.
- (15) Any other operation not listed above but deemed necessary to achieve the goals of the Association.

Chapter 3 Assets and Accounts

(Organization of assets)

Article 5 The Association's assets are defined as follows:

- (1) Any assets listed in the initial record of assets.
- (2) Any assets gifted to the Association after its establishment.
- (3) Any income derived from the Association's assets.
- (4) Any income derived from the Association's operations.
- (5) Membership fees.

(6) Any forms of income hitherto unmentioned.

(Classification of assets)

Article 6 The Association's assets shall include basic funds and usable funds.

2 Basic funds are defined as follows:

- (1) Those funds which were gifted as basic funds to the Association upon its establishment.
- (2) Those funds which were gifted as basic funds to the Association after its establishment.
- (3) Those funds carried over to the basic funds in line with the resolution of the Board of Directors.

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- (3) Those funds carried over to the basic funds in line with the resolution of the Board of Directors.

3 Usable funds are any assets which are not basic funds.

(Management of assets)

Article 7 The President is responsible for managing the Association's assets. The method shall be based on the resolution of the Board of Directors. This shall not apply to funds gifted with a specific application or management method.

2 Out of the Association's basic funds, actual money is to be deposited in a Japan Post account or other reliable financial institution, entrusted to a corporate fiduciary or converted into either marketable securities or government bonds.

(Disposal of basic funds)

Article 8 The basic funds must not be disposed or used for collateral. If this is deemed necessary for achieving the Association's goals, part of the basic funds may be disposed or used for collateral, following the deliberation of the Board of Trustees, the resolution of two-thirds of the members of the present Board of Directors, and with the consent of the Minister of Foreign Affairs and the Minister of Economy, Trade and Industry (henceforth referred to as "the Cabinet Ministers").

(Preparation of expenses)

Article 9 The Association's expenses are to be prepared with the usable funds.

(Fiscal year)

Article 10 The Association's fiscal year begins on April 1 and runs through to March 31 of the following year.

(Business plan and budget of income and expenditure)

Article 11 The Association's business plan and budget sheet of income and expenditure is to be drawn up by the President and in addition to its deliberation by the Board of Trustees. Before the start of each fiscal year the business plan and budget sheet of income and expenditure must also gain the consent of the Board of Directors.

2 The business plan and budget sheet of income and expenditure which has been resolved on as detailed in the preceding paragraph must be submitted to the Cabinet Ministers within 3 months after the start of the relevant fiscal year.

3 Any changes to the business plan and budget sheet of income and expenditure that has been resolved in line with paragraph 1 are to be made based on the decision of the Board of Directors, and forthwith submitted with haste to the Cabinet Ministers.

(Business report and settlement of balance)

Article 12 The Association's business report sheet, settlement of balance sheet and list of assets are to be drawn up by the President following the end of the fiscal year without delay, and upon passing the inspection of the auditors, once it has gained the resolution of the Board of Directors the results should be reported to the Board of Trustees.

2 The business report sheet, settlement of balance sheet and list of assets which have gained the approval as outlined in the preceding paragraph should be submitted to the Cabinet Ministers within 3 months of the end of the fiscal year.

(Disposal of income and expenditure discrepancy)

Article 13 Should a discrepancy of income and expenditure be found upon settling the accounts of the Association, in line with the resolution of the Board of Directors, all or part of that discrepancy can be resolved with the use of basic funds, or carried forward to the following fiscal year.

(Borrowed money)

Article 14 With the exception of funds borrowed up to the value of the fiscal year's income which

are to be repaid within one year, whenever the Association borrows funds, following the deliberation of the Board of Trustees, the resolution of two-thirds of the members of the present Board of Directors must be obtained as should the consent of the Cabinet Ministers.

Chapter 4 - Board members, trustees etc

(Types and numbers)

Article 15 In this Association, the following are to be referred to as Board Members:

- (1) Directors, who are to number more than 25 and less than 30
- (2) Auditors, of which there are to be 2 or 3

2 One member from the Board of Directors shall be elected for the Chairman of the Board of Directors (hereinafter referred to as the Chairman), and one shall be elected for the President.

3 Of the Board of Directors, two or fewer members may be elected for a Vice-President, one may be elected for an Executive Director, and two or fewer may be elected for a Standing Director.

(Election)

Article 16 The Board of Directors and Auditor are to be elected by the Trustees.

2 The Chairman, the President, the Vice-President, the Executive Director and the Standing Director are to be elected by the Board of Directors.

3 It is forbidden for an Auditor to hold the position of Board Director and vice-versa.

(Duties)

Article 17 The Chairman supervises the operations of this Association.

2 The President is the representative of this Association and the overseer of its operations.

3 The Vice-President is an assistant of the President, and based on the order predetermined by the Board of Directors, is responsive for acting as an agent of the President should any accident occur to the President or should the President be absent.

4 The Executive Director is an assistant of the President, and overseer of the operations. The Executive Director is responsible for acting as an agent of the President and Vice-President should any accident occur to the President or Vice-President, or should either director be absent.

5 The Standing Director is an assistant to the Executive Director, and one who carries out operations.

6 The Auditors perform the duties as laid out in Article 59 of the Civil Law.

(Term of office)

Article 18 The term of office of all board members is 2 years. Re-appointment is not forbidden.

2 The term of any board member elected due to the replacement or increase in number of board members elected is equal to the unexpired term of office of either the predecessor or other present board members regardless of the above regulations.

3 When a board member resigns or their term of office ends, they are still responsible for their duties up until the inauguration of their successor.

(Dismissal)

Article 19 Should any of the board members coincide with any of the following cases, based on the resolution of two-thirds of the present directors and trustees at the respective meeting of the directors and meeting of the trustees, such board members can be dismissed from the duty.

(1) Owing to injury of mind or body when a board member is acknowledged to be unable to carry out the duty.

(2) A board member is acknowledged to have breached their professional duties or displayed improper conduct.

2 In the case of a dismissal as outlined in the preceding paragraph (number 2), in addition to a board member in question who is being notified beforehand, such board member must also be awarded the opportunity of making exculpatory statements at the meeting of the directors and the meeting of trustees to resolve their dismissal.

(Remuneration)

Article 20 All board members are to receive no remuneration for their services. The exception to award remuneration is to those board members engaged in full-time employment who have received the consent of the Board of Directors.

(Trustees)

Article 21 In this Association the Trustees are to number no less than 21 and no more than 26.

2 Following the resolution of the Directors, the Trustees are delegated by the President.

3 The regulations laid out in Article 18 and Article 19 also apply to the Trustees. In such circumstances the phrase "Board Members" in Article 18 should be replaced by "Trustees," and in Article 19 the phrase "Board Members" should be replaced with "Trustees," the phrase "Meeting of the Directors and meeting of the Trustees" with "Meeting of the Directors," and

"Directors and Trustees" with "Directors."

(Prohibition of concurrent posts)

Article 22 It is forbidden for any Board Director to hold the position of Trustee and vice-versa.

(Advisor and Counselor)

Article 23 In this Association is it permissible to appoint five or fewer advisors and five or fewer counselors.

2 Advisors and counselors are to be selected from academic experts or persons who have contributed to this Association. The selected persons shall be recommended by the Board of Directors and delegated by the President.

3 The role of the Advisor is to answer the President's questions regarding the management of this Association, and to provide opinion on the President's views.

4 The role of the Counselor is to answer the President's questions regarding the operation of this Association.

5 The regulations of Article 18 paragraph 1 apply to the Advisor and Counselor.

Chapter 5 Board of Director and Trustee Meetings

Article 24 This Association shall have a Board of Directors.

2 The Board of Directors shall be constituted by board members.

3 The auditors may attend the meetings of Board of Directors and state their opinions.

(Authority of meetings of the Board of Directors)

Article 25 The function of meetings of the Board of Directors is to determine the specific conduct of the Association and to make decisions on important matters which affect the management of the Association.

(Convention and convocation of meetings of the Board of Directors)

Article 26 Meetings of the Board of Directors are to be divided into two types - regular meetings of the Board of Directors and extraordinary meetings of the Board of Directors.

2 Regular meetings of the Board of Directors are to be held twice every year.

3 Extraordinary meetings of the Board of Directors are to be held when any of the following cases apply:

(1) When the Board of Directors has acknowledged it is necessary to do so

- (2) When more than one-third of the current directors request that a meeting is to be held, and specify the reason for doing so
- (3) When all of the current auditors request that a meeting is to be held, and specify the reason for doing so
- (4) When, in addition to the above three cases, the President has acknowledged it is necessary to do so

4 The President is the convocation of the meeting of the Board of Directors.

5 The date, place and purpose of the meeting of the Board of Directors shall be notified in writing within ten days prior to the meeting. This does not apply if the agenda is urgent, and the meeting is held following the methods pre-designated by the Board of Directors.

6 When the meeting is requested based on the regulations of paragraph 3 (2) or (3), the President must hold the meeting of Board of Directors as soon as possible.

(Chairman of the Meeting of the Board of Directors)

Article 27 The President is the Chairman of the Meeting of the Board of Directors. If an extraordinary Meeting of the Board of Directors is being held following a request based on the regulations of Article 26 paragraph (3), the Chairman shall be elected by the attending Board Members.

(Meeting of the Board of Directors quorum and voting methods)

Article 28 The meeting of the Board of Directors shall be valid when more than two-thirds of the current directors are present.

2 Unless stipulated separately from these rules, the proceedings of the meetings of the Board of Directors are resolved based on the decision of the majority of those directors present at the meeting. Should the numbers for and against a decision be exactly even, the final resolution is to be made by the Chairman of the Meeting of Board of Directors.

3 The meeting of the Board of Directors can vote only on proceedings which have been notified beforehand following the regulations set forth in paragraph 5 of the preceding article. This does not apply if the proceedings are urgent, and more than two-thirds of the attending directors make a resolution.

4 Any director who has a stake in any of the proceedings, may not vote on that matter.

(Ballot papers etc.)

Article 29 If due to unavoidable circumstances a Director is rendered unable to attend a Meeting of the Board of Directors it is still possible for him/her to exercise the right to vote on matters for

which he/she have been notified prior to the meeting by the means of ballot slips or voting via a proxy.

2 The proxy described in the preceding paragraph must submit a document proving his/her right of representation to the Chairman of the Meeting of Board of Directors at every meeting.

3 When a Director exercises the right to vote in accordance with the provisions of paragraph 1, he/she will count as being present at the Meeting in terms of application of the provisions laid down in paragraph 1 and paragraph 2 of the preceding Article.

(The Minutes to be recorded at the Meeting of the Board of Directors)

Article 30 The proceedings of the Meetings of the Board of Directors are to be recorded in the minutes which should mention the following essentials:

- (1) Date and place
- (2) Current number of directors
- (3) Number and names of attending directors (including directors voting by means of ballot slips
- (4) Proceedings
- (5) Summary of passage of proceeding
- (6) Matters regarding election of directors signing the minutes

2 The minutes should be signed by or stamped with the seal of both the Chairman of the Meeting of the Board of Directors and more than two members of the Board of Directors who were present at the meeting.

(Organization of Meetings of the Trustees)

Article 31 In this Association, Meetings of the Trustees are to be held.

2 The Meeting of the Trustees is to be held by the trustees.

(Authority of meetings of the trustees)

Article 32 The function of Meetings of the Trustees is to determine the specific conduct of the Association and to respond to the President's questions by deliberating over and offering opinions on important matters which affect the management of the Association.

(Convocation of the Meetings of the Trustees etc.)

Article 33 Meetings of the Trustees are to be convened by the President.

2 The chairman of the Meeting of the Trustees is chosen by those trustees present at the meeting.

3 The regulations laid out in paragraph 5 of Article 26, paragraph 1 of Article 28, and Article 29

and Article 30 also apply to Trustees. In such circumstances the phrases "Meetings of the Board of Directors" and "Director" mentioned throughout the provisions should be replaced with the phrases "Meetings of the Trustees" and "Trustee" respectively.

Chapter 6 Supporting Members

(Supporting members)

Article 34 Those persons who are enrolled into the Association in support of the Association's goals are to be referred to as Supporting Members.

2 The supporting members may participate in the operations and activities of this Association as decided by the Board of Directors.

3 The supporting members must pay a membership fee which is to be decided by the Board of Directors.

4 Any matters regarding the Supporting Members and the support membership fees, in addition to paragraph 3 above, are to be decided by the Board of Directors.

Chapter 7 Changes to the Statutes of the Association

(Changes to the Statutes of Association)

Article 35 Changes can be made to the Statutes of Association once the matter has been deliberated in the Meeting of the Trustees, a resolution has been reached on the matter by three-quarters of the Board of Directors, and the consent of the cabinet ministers has been received.

(Dissolution)

Article 36 The Association is to be dissolved in accordance with items 2 to 4 of paragraph 1 of Article 68 of Civil Law.

2 When dissolution takes place, in line with item 2 of paragraph 1 of Article 68 of Civil Law, once the matter has been deliberated in the Meeting of the Trustees and a resolution has been reached on the matter by three-quarters of the Board of Directors, the consent of the Cabinet Ministers must then be received.

(The right of attribution of surplus assets)

Article 37 When this Association is dissolved, any surplus assets will be attributed to another foundation or organization having goals similar to this Association determined pending the resolution of three-quarters of the Board of Directors, following which the consent of the cabinet

ministers must also be received.

Chapter 8 Supplementary rules

(Provision of documents and account books)

Article 38 Those items detailed in Article 51 of Civil Law must be provided in the main office of this Association, as should the following:

- (1) The Statutes of the Association
- (2) Documents containing the names, addresses and brief curriculum vitae of the directors and auditors.
- (3) All documents necessary for conducting operations including licenses and permits from government agencies and proof of having received such documents.
- (4) Documents showing the state of the Association's assets and liabilities.
- (5) Account books and other documentary evidence relating to income and expenditure.

(Committee)

Article 39 This Association can have a Committee to ensure smooth operations.

- 2 The committee investigates, researches or deliberates the target matters.
- 3 Matters related to the organization and management of the Committee are determined by the President following the resolution of the Board of Directors.

(Executive office)

Article 40 The Association is to have an executive office for dealing with its operations.

- 2 A Managing Director and necessary staff are to be provided in the executive office.
- 3 The Managing director is delegated by the President following the approval of the Board Members. The staff is appointed by the President.

(Enforcement of these items)

Article 41 Any other matters of importance pertaining to the enforcement of these Statutes are to be specifically determined by the President following the resolution of the Board of Directors.

Additional clauses (March 28, 2005)

The changes to the regulations will be enforced from the April 1, 2005 after receiving the consent of the Cabinet Ministers.