

THE ARTICLES OF ENDOWMENT
OF
THE INTERNATIONAL HOUSE OF JAPAN, INC.
(Zaidan-Hojin Kokusai Bunka Kaikan)

CHAPTER I
NAME AND LOCATION

Article 1. The name of the Foundation shall be the Zaidan Hojin Kokusai Bunka Kaikan, which shall be rendered in English as the International House of Japan, Inc.

Article 2. The principal offices of the Foundation shall be located at 11-16, Roppongi 5-chome, Minato-ku, Tokyo, with such branches or liaison representative at other locations as may be determined by the Board of Trustees.

CHAPTER II
OBJECTIVE AND Activities

Article 3. The objective of the Foundation shall be to promote cultural interchange and intellectual cooperation between the people of Japan and the peoples of the United States and other countries, thereby contributing to the cultivation of international friendship and understanding.

Article 4. In pursuit of said objective the Foundation shall engage in the following activities:

1. Promotion and sponsorship of international cooperation and interchange of intellectual leaders, creative artists and other suitable individuals;

2. Assistance to and cooperation with organizations active in the promotion of international cultural exchange, intellectual cooperation, friendly relations and understanding;
3. Conduct and sponsorship of lectures, study groups, conferences, discussions, seminars, and language and other educational courses;
4. Development and maintenance of a small library of works related principally to intercultural relations, intellectual cooperation, international affairs, the nature of democratic processes, and related topics;
5. Conduct of research into and collection, editing, and publication of information on significant cultural activities and intellectual developments in Japan, the United States, and other countries;
6. Establishment and maintenance of a building to be called the International House of Japan;
7. Such other activities as may be necessary to the achievement of Foundation objectives.

CHAPTER III ASSETS AND ACCOUNTING

Article 5. The following shall comprise Foundation assets:

1. Assets listed in the Inventory of Assets;
2. Yield from assets;
3. Income from activities
4. Donations in cash or goods;
5. Other income

Article 6. Assets of the Foundation shall be in two forms, Capital Assets and Current Assets. Capital Assets shall consist of those so listed in the Inventory of Assets and such others as may be added thereto by action of the Board of Trustees.

Current Assets shall consist of all assets other than Capital Assets, provided, however, that any donation shall be disposed in accord with the wishes of the donor.

Article 7. Cash Capital Assets shall, pursuant to action by the Board of Trustees, be invested in sound securities, or shall be placed with trust companies or in

time deposits.

Article 8. Capital Assets shall not be depleted, alienated, exchanged, encumbered, or transferred to Current Assets, provided, however, that subject to action by two-thirds of the current Board of Trustees and validation by the Minister of Foreign Affairs, some portion of said Assets may be so disposed if such disposition is deemed essential to the conduct of Foundation activities.

Article 9. Expenses for activities shall be met from yield from assets, income from activities, donations, grants, and other Current Assets.

Article 9-2 Program planning and related budget of the Foundation shall be compiled by the Chairman, approved by a vote of two-thirds of the current Board of Trustees, and presented to the Minister of Foreign Affairs prior to the beginning of each fiscal year. The same procedure shall apply to program or budget amendments.

Article 9-3. Financial reports of the Foundation are to be prepared by the Chairman and shall, along with an Inventory of Assets, Annual Report, and Statement of Changes in Assets, plus comments by Auditors, and after approval by two-thirds of the current Board of Trustees, be reported to the Minister of Foreign Affairs within three months of the close of each fiscal year.

Article 9-4. Except for short-term loans to be repaid within the fiscal year, any loan to be undertaken by the Foundation must, after action by two-thirds of the current Board of Trustees, have the approval of the Minister of Foreign Affairs.

Article 9-5. Except as specified in the provisos of Article 8 and in the foregoing clause, or as provided in the budget, assumption of new obligations or waiver of any important rights must be approved by two-thirds of the current Board of Trustees.

Article 10. The fiscal year of the Foundation shall begin on April 1 and end on March 31 of the following year.

Article 11. At the close of each accounting year, pursuant to action by the Board of Trustees, any surplus shall be added to Capital Assets, or carried forward to the following fiscal year.

CHAPTER IV
OFFICERS AND DIRECTORS

Article 12. The Foundation shall have the following officers:

Chairman

Senior Executive Director

Not fewer than fifteen nor more than twenty Trustees (including the
Chairman and Senior Executive Director)

Two or three Auditors

As necessary, one or two Vice Chairmen and one or more Executive
Directors may be designated.

Article 13. Trustees and Auditors shall be elected by the Council; the
Chairman and Senior Executive Director shall be elected by the Trustees from among
themselves.

Any Vice Chairmen and Executive Directors shall be elected by the
Trustees from among themselves as necessary.

The total of relatives or persons with unusually close connection with any
single Trustee shall not exceed one-third of the current membership of the Board.

No Auditors shall be a Trustee, relative of a Trustee, or have any unusually
close connection with a Trustee, or be an employee of the Foundation. Moreover, no
Auditor may be related to or have any unusually close connection with any other
Auditor.

Article 14. The Chairman shall represent the Foundation and preside over
Foundation business.

A Vice Chairman shall assist the Chairman in his duties and act on his
behalf in his absence or incapacity.

The Senior Executive Director shall assist the Chairman and any Vice
Chairmen in their duties, shall administer the affairs of the Foundation, and act on
behalf of the Chairman or Vice Chairmen in their absence or incapacity.

An Executive Director shall assist the Chairman, Vice Chairmen and Senior
Executive Director and shall act on their behalf in turn should all be absent or
incapacitated.

Article 15. Trustees shall constitute the Board of Trustees and perform the

duties specified in the Articles of Endowment.

Article 16. Auditors shall perform the following duties.

1. To audit the state of the assets of the Foundation:
2. To supervise the manner in which its affairs are administrated by the Trustees:
3. To report to the Board of Trustees, the Council or to the Ministry of Foreign Affairs, if they discover any irregularities in the state of the assets or the administration of affairs:
4. To convene a Board or Council meeting or require to do so, despite the provisions of Chapter V, if it is necessary for making the report mentioned in the preceding item.

Article 17. The Trustees and Auditors shall serve for terms of two years provided, however, that nothing is to preclude reelection.

An officer named to fill any vacancy shall serve for the remaining term.

Officers are at all events to continue in the performance of their duties until replaced.

Article 17-2. No officer is to receive remuneration solely by virtue of position, provided, however, that full-time Trustees may be paid as determined by the Board of Trustees.

Article 18. The Foundation shall have not fewer than twenty-five nor more than thirty-five Councilors.

Councilors shall be elected by the Board of Trustees for terms of two years, subject to reelection.

The total of relatives or persons with unusually close connection with any officer shall not exceed one-third of the current Council.

Article 19. Councilors shall constitute the Council and perform the duties specified in the Articles of Endowment.

Article 20. The Foundation shall have a paid staff adequate to conduct its work, to be appointed by the Chairman.

Article 21. The Chairman, subject to action by the Board of Trustees, may designate one or more Associates (Sanyo).

CHAPTER V MEETINGS

Article 22. The Chairman shall convene the Board of Trustees as necessary, provided, however, that the Chairman must convene the Board of Trustees within ten days of any request by more than one-third of the current membership of the Board with specification of the purpose of such extraordinary meeting.

The Chairman shall preside over meetings of the Board of Trustees.

Article 23. No meeting of the Board of Trustees shall be called to order unless at least two-thirds of the current membership of the Board is in attendance, provided, however, that Trustees who shall have previously deposited written proxies indicating action intended shall be deemed to be present

Action by the Board of Trustees shall proceed from any majority vote by the current membership of the Board.

Article 24. Aside from matters specified elsewhere in the Articles of Endowment, the following shall be subject to deliberation and action by the Board of Trustees.

1. Policy, program, and all matters that must be referred to the Council;
2. Acceptance of donations, additions to Capital Assets, and matters related to management of assets;
3. Purchase or disposal of real property;
4. Adoption and alteration of necessary regulations;
5. Such other matters as deemed necessary to the conduct of Foundation work and referred to it by the Chairman.

Article 25. The following shall be referred to the Council;

1. Approval of policy and program;
2. Approval of budget and financial reports;
3. Approval of disposition of Capital Assets, loans, undertaking of obligations, or waiver of rights;

4. Action to amend the Articles of Endowment;
5. Action to dissolve the Foundation;
6. Such other matters as referred to it by the Chairman.

Paragraph 1 of Article 23 shall with necessary changes apply also to the Council.

A Chairman shall be elected from among Councilors present at each meeting of the Council.

CHAPTER VI AMENDMENT OF ARTICLES OF ENDOWMENT AND DISSOLUTION

Article 26. Subject to validation by the Minister of Foreign Affairs, the Articles of Endowment may be amended only by assent of two-thirds of the Board of Trustees and of the Council.

Article 27. Subject to validation by the Minister of Foreign Affairs, the Foundation may be dissolved only by assent of two-thirds of the Board of Trustees and of the Council.

Article 28. Subject to approval by the Board of Trustees and validation by the Minister of Foreign Affairs, residual assets of the Foundation at the time of dissolution shall revert to one or more nonprofit-making organizations with comparable purposes.

CHAPTER VII
SUPPLEMENTARY REGULATIONS

Article 29. Bylaws necessary to execution of the Articles of Endowment shall be set by action of the Board of Trustees.

Article 30. The following shall be Trustees of the Foundation at the time of incorporation:

Gordon T. Bowles
Sterling W. Fisher
E. J. Griffith
Hisato Ichimada
Ichiro Ishikawa
Tano Jodai
Aisuke Kabayama
Naoto Kameyama
Shinzo Koizumi
Tamon Maeda
Yoshisaburo Matsukata
Shigeharu Matsumoto
Shigeru Nambara
Keizo Shibusawa
Yasaka Takagi

The following shall be Auditors of the Foundation at the time of incorporation:

J. P. Duddy
Aiichiro Fujjyama
Hisaakira Kano

Article 31. Provisions of Article 17 to the contrary notwithstanding, Trustees designated in the preceding Article shall be divided by lot into three groups, the term of the first five to be three years, of the second five two years, and of the third five one year.