

Articles of incorporation of Education A-cubed (NPO)

Chapter1. General Provisions

(Name)

Article 1. The Company shall be called Education A-cubed

(The office)

Article 2. This corporation puts its principal office in Fukuoka city.

Chapter2. Purpose and business

(Purpose)

Article3. This corporation provides education-related services to fill in gaps in children's education owing to parents' poverty and targets the elimination of intergenerational chains of poverty by conducting learning support projects that mainly utilize IT for children in lower economic tiers of society. At the same time, it aims to pursue such activities nationwide and to launch country-wide efforts to solve problems.

(Types of Specific Nonprofit Activities)

Article4. In order to achieve its purpose, this corporation carries out the following types of specified nonprofit activities.

- (1) Activities aimed at healthy development of children
- (2) Activities aiming to develop information society
- (3) Activities to promote social education
- (4) Activities to promote academic, cultural, artistic-related skills and sports
- (5) Activities to support vocational abilities development or expansion of employment opportunities
- (6) Communication, advice or assistance activities related to the management or activities of organizations conducting the activities listed in the preceding items

Article5. This corporation conducts the following business in order to achieve its purpose.

- (1) Business related to specified nonprofit activities
 - 1 Learning support business for families with economic difficulties
 - 2 Planning and management of lectures, events, seminars on children's poverty and education
 - 3 Research on children's poverty and education, research, information provision business
 - 4 Other necessary projects to achieve over-all objectives
- (2) Other business
 - ① Product Sales Business
 - ② Consulting business
 - ③ Publishing business

2 The projects listed in item 2 of the preceding paragraph shall be conducted as long as there is no problem with the projects listed in item 1 of the same paragraph, and if a profit arises, it shall be devoted to the projects listed in item 1 of said paragraph.

Chapter3. Member

(classification)

Article6. The members of this corporation shall be the following two members, with regular members as employees under the Specified Nonprofit Activities Promotion Act (hereinafter referred to as the "Law").

- (1) Regular members: Individuals and associations actively participating in management by agreeing with the purpose of this corporation
- (2) Associate Members: Individuals and organizations that support the purpose of this corporation

(Membership)

Article7. Regarding membership, we do not stipulate any particular conditions.

- 2 Those who intend to join as a member shall apply to the representative director by the application form for membership specified by the representative director separately, and the representative director shall approve admission unless there is a justified reason.
- 3 When the representative director does not approve the admission of the item set forth in the preceding paragraph, he / she shall promptly notify him / her to that effect with a written letter with a reason.

(Admission fee and membership fee)

Article8. The member shall pay the admission fee and membership fee specified separately at the General Assembly.

(Loss of membership qualification)

Article9. When a member falls under one of the following items, the individual loses the qualification.

- (1) When he / she submitted a withdrawal notification.
- (2) When the principal dies, or an organization that is a member disappears.
- (3) Continue to be unpaid for membership fee for two years or more and not to deliver even if receiving a notice.
- (4) When expelled.

(Withdrawal)

Article 10 Members may withdraw voluntarily by submitting a notice of withdrawal separately specified by the representative director to the representative director.

(Expulsion)

Article 11 When a member falls under any of the following items, it may be expelled by a resolution of the General Assembly. In this case, we must give the member the opportunity of defense before voting.

- (1) When in violation of these articles of incorporation etc.
- (2) When harming the honor of this juridical person or acting contrary to purpose.

(Non-refund of contributed money)

Article 12 Membership expenses and other contribution money will not be refunded.

Chapter 4 Officers and staff

(Type and constant)

Article 13 The following officers shall be placed in this corporation.

- (1) 3 or more directors and 10 or less
- (2) Auditor 1 or more and 2 people or less

2 Of the directors, one may serve as the representative director and, if necessary, there may be no more than two delegates.

(Election etc.)

Article 14 Directors shall be elected at the Board of Directors.

2 Auditors shall be appointed at the general meeting

3 The representative directors shall be selected by the directors.

4 Among executives, each sponsor or a relative within three (3) parents, etc. of each officer is included more than one person, or the officer and his / her spouse and relatives within three (3) parents, etc. are 3 minutes of the total number of directors It shall not be included beyond 1 of.

(5) An auditor may not serve as a director or an official of this corporation.

6 The deputy representative director shall be appointed by the representative director

(Duties)

Article 15 The Representative Director shall represent this corporation and will preside over its operations.

2 Directors other than the representative director shall not represent this corporation for the business of the corporation.

3 The Deputy Director Assistant shall assist the Representative Director and when there is an accident in the Representative Director or if the Representative Director is missing, the representative director shall act on behalf of the duties in accordance with the prescribed order in advance.

(4) The Directors shall constitute the Board of Directors and shall enforce the business of this corporation based on the provisions of these Articles of Incorporation and the votes of the Board of Directors.

(5) The auditor shall perform the following duties:.

(1) To audit the status of execution by the directors.

(2) Audit the status of the property of this corporation.

(3) In the event of an audit under the provisions of the preceding two items, if it is discovered that there is a fraudulent act or an important fact in violation of laws and regulations or the Articles of Incorporation with respect to the business or property of this corporation, it shall be sent to the General Assembly or the competent authority Reporting.

(4) If there is a necessity to make a report on the previous issue, call the General Assembly.

(5) To state opinions on the status of business execution by the director or the status of the property of this corporation, to give opinions to the directors or to call for the meeting of the Board of Directors.

(Term of office etc)

Article 16 The term of office of officers shall be two years. However, it does not prevent re-appointment.

(2) Notwithstanding the provision of the preceding paragraph, if the successor officer is

not appointed, its term of office shall be extended until the end of the first general meeting after the end of the term of office.

3 The term of office of executive officers who took office as a substitute or as a result of additional increase shall be the remaining term of the term of office of each predecessor or in-office.

(4) Even after resignation or term of office, officers shall perform their duties until successor becomes in office.

(Vacancy replenishment)

Article 17 When a person exceeding one-third of the constant of the director or auditor is missing, it shall be supplemented without delay.

(Dismissal)

Article 18 When an officer falls under any of the following items, the auditor may dismiss it by voting by the Board by voting by the general meeting. In this case, we must give officials the opportunity of defense before deciding.

(1) When it is deemed to be in a situation that can not bear fulfillment of duties.

(2) When there is an act that is not suitable as officer, in violation of duty on duties.

(Remuneration etc.)

Article 19 Officials may be paid within $\frac{1}{3}$ of the total number or less.

2 Officers may be compensated for the expenses required to execute their duties.

3 Matters necessary for the preceding two paragraphs shall be determined separately by the representative director after voting by the executive board.

(Staff)

Article 20 The Secretary General and other officials may be placed on this corporation.

2 The staff shall be appointed and dismissed by the representative director.

Chapter 5 General Meeting

(Type)

Article 21 The General Assembly of this juridical person shall be a general meeting or an extraordinary general meeting and two kinds.

(Constitution)

Article 22 The General Assembly shall consist of regular members.

(authority)

Article 23 The General Assembly shall decide the following matters.

(1) Change in the articles of incorporation

(2) Dissolution

(3) Merger

(4) Election or dismissal of auditors

(Holding)

Article 24 Ordinary General Meeting shall be held once every fiscal year.

(2) Extraordinary general meetings shall be held when falling under one of the following items.

(1) When the Board of Directors declares that it is necessary and makes a request for convocation.

(2) When there is a request for a convocation with a document or electromagnetic method

stating matters that are the purpose of the conference from more than one-third of the total number of full members.

(3) When a meeting is convened by an auditor pursuant to the provisions of Article 15, paragraph 5, item 4.

(Convocation)

Article 25 The General Assembly shall be convened by the Representative Director, except in the case of Article 24, Paragraph 2, Item 3.

(2) When a request is made pursuant to the provisions of Article 24, paragraph 2, items 1 and 2, the representative director shall convene an extraordinary general meeting within 30 days from the day.

(3) When convene the General Assembly, it shall notify at least five days before the date of the meeting, with a written or electromagnetic method describing the date and time of the meeting, place, purpose and deliberation matter.

(Chairman)

Article 26 The chairperson of the General Assembly shall be the representative director

(quorum)

Article 27 The General Assembly can not be opened without attendance of more than a half of the total number of full members.

(Vote)

Article 28 Matters to be resolved at the General Meeting shall be matters notified in advance pursuant to the provisions of Article 25, Paragraph 3.

2 In addition to what is provided for in the articles of incorporation, the proceedings of the General Assembly shall be decided by a majority of the regular members who have attended the meeting, and if the number is equal or less, the decision of the Chairman shall be made.

(3) In the case where a director or an employee suggests matters that are the purpose of the general meeting, when all employees have expressed their intention to consent by written or electromagnetic record, there was a resolution of the general meeting of employees to the effect that such proposal will be passed It is considered to be.

(Voting rights etc.)

Article 29 The voting rights of each regular member shall be equal.

2 A regular member who is unable to attend the General Meeting due to unavoidable reasons may vote on the notified matters in writing or electromagnetic means or may delegate voting by using another regular member as an agent.

3. Regular members who voted according to the provisions of the preceding paragraph shall be deemed to have attended the General Assembly regarding the application of Article 27, Article 28, Paragraph 2, Article 30 Paragraph 1, Item 2 and Article 50.

4 Regular members who have special interests with regard to the resolution of the General Assembly can not participate in the voting of the proceedings.

(Minutes)

Article 30 With regard to the proceedings of the General Assembly, the minutes shall be prepared stating the following matters.

(1) Date and time and location

(2) Total number of full members and number of attendees (If there are any voters or voting delegates by written and electromagnetic methods, add that number.)

(3) Items to be discussed

(4) Outline of the progress of the proceedings and the result of the resolution

(5) Matters concerning the election of the minutes signatory

2 The minutes shall be signed and sealed by the chairman and two or more minutes of the minutes elected at the meeting.

3 Notwithstanding the provisions of the preceding two paragraphs, in the case where all the regular members have declared the resolution of the General Assembly due to the written intention or intention to consent by electromagnetic record, if all members are deemed to have resolved, the minutes stating the following matters It must be created.

(1) Details of matters deemed to have resolved by the general meeting

(2) Name or name of the person who made the proposal of the item of the preceding item

(3) The day when the resolution of the general meeting was deemed to have taken place

(4) Name of the person who conducted the duties pertaining to the preparation of the minutes

Chapter 6 Board of Directors

(Constitution)

Article 31 The Board of Directors shall consist of Directors.

(authority)

Article 32 In addition to what is provided for in the articles of incorporation, the Board of Directors shall decide the following matters.

(1) Business plan and activity budget and change thereof

(2) Business report and settlement of accounts

(3) Appointment or dismissal of directors, duties and compensation of directors

(4) Amount of admission fee and membership fee

(5) Borrowings (excluding short-term borrowings to be redeemed with profits within the business year, the same as Article 49), other burdens of new obligations and waiver of rights

(6) Organization and operation of the secretariat

(7) Other important matters concerning operation

(8) Matters concerning the execution of matters voted by the general meeting

(9) Matters to be submitted to the general meeting

(10) Matters concerning the execution of administrative duties that do not require a resolution of the general meeting

(Holding)

Article 33 The Board of Directors shall hold in cases falling under one of the following items.

(1) When the representative director deems it necessary.

(2) When there is a request for convocation with a written or electromagnetic method stating matters that are the purpose of the conference from more than a half of the total number of directors.

(3) When an auditor requests a convocation pursuant to the provisions of Article 15, paragraph 5, item 5.

(Convocation)

Article 34 The Board of Directors shall convene the Representative Director.

(2) When a request is made pursuant to the provisions of Article 33, Items 2 and 3, the Representative Director shall convene the Board of Directors within 14 days from that date.

(3) When convene a meeting of the Board of Directors shall notify at least five days before the date of the meeting, in writing or electromagnetic means describing the date and time

of the meeting, place, purpose and deliberation matter.

(Chairman)

Article 35 The Chairman of the Board of Directors shall be the representative director.

(Vote)

Article 36 Matters to be resolved at the Board of Directors shall be matters notified in advance pursuant to the provision of Article 34, paragraph 3.

2 The agenda of the Board of Directors shall be decided by a majority of the total number of directors, and if it is equal or less, it shall be determined by the Chairperson.

(Voting rights etc.)

Article 37 The voting rights of each director shall be equal.

2 A director who is unable to attend the Board due to unavoidable reasons may vote in writing or in an electromagnetic manner on matters notified in advance.

3 The director voted according to the provisions of the preceding paragraph shall be deemed to have attended the Board of Directors with regard to the application of Article 36, Paragraph 2 and Article 38, Paragraph 1, Item 2.

4. With regard to the Board of Directors' vote, directors with special interests can not participate in the vote of the agenda.

(Minutes)

Article 38 With regard to the proceedings of the Board of Directors, the minutes shall be prepared stating the following matters.

(1) Date and time and location

(2) Total number of directors, number of attendees and names of attendees (For those who are voters by written and electromagnetic methods, please note that.)

(3) Items to be discussed

(4) Outline of the progress of the proceedings and the result of the resolution

(5) Matters concerning the election of the minutes signatory

2 The minutes shall be signed and sealed by the chairman and two or more minutes of the minutes elected at the meeting.

Chapter 7 Assets and Accounting

(Structure of Assets)

Article 39 The assets of this corporation shall consist of the items listed in the following items.

(1) Asset listed in property list at the time of establishment

(2) Admission fee and membership fee

(3) Donation money

(4) Revenues arising from property

(5) Revenue from business

(6) Other income

(Classification of assets)

Article 40 The assets of this corporation shall be divided into two types, assets related to projects related to specified nonprofit activities and assets related to other businesses.

(Management of assets)

Article 41 The assets of this corporation are managed by the representative director, and the method is decided separately by the representative director after voting by the general

meeting.

(Accounting principle)

Article 42 The accounting of this corporation shall be in accordance with the principle listed in each item of Article 27 of the law.

(Classification of accounting)

Article 43 The accounting of this corporation shall be divided into two types, accounting for business related to specified nonprofit activities and accounting for other businesses.

(Business plan and budget)

Article 44 The business plan of this corporation and the associated budget for the activities shall be prepared by the representative director and must be passed by the board of directors.

(Provisional budget)

Article 45 Notwithstanding the provisions of the preceding article, if the budget is not established due to unavoidable reasons, the representative director may take revenue expenses pursuant to the budget of the preceding fiscal year until the date of the budget establishment after the decision of the executive board it can.

2. The revenue expenses set forth in the preceding paragraph shall be deemed to be the revenue expenses of the newly established budget.

(Addition and correction of budget)

Article 46 When unavoidable reasons arise after the decision of the budget, it is possible to add or revise the default budget through the decision of the Board of Directors.

(Business Report and Settlement)

Article 47 Documents pertaining to the settlement of business reports, activity statements, balance sheets, property inventories, etc. of this corporation shall be prepared promptly by the representative director, audited by the auditor after the end of each business year, We must report to the general meeting after having passed the resolution of.

2 When surplus is generated for settlement, it shall be carried forward to next fiscal year.

(Business year)

Article 48 The business year of this corporation starts on July 1 every year and ends on June 30 the following year.

(Measures of Opportunity)

Article 49 In addition to what is stipulated by the budget, when borrowing borrowings or other burdens of obligations or wishing to give up the right, it must go through the decision of the Board of Directors.

Chapter 8 Change, dissolution and merger of the articles of incorporation

(Change of Articles of Incorporation)

Article 50 When this juridical person intends to change the articles of incorporation, he / she has passed a resolution by a majority of three-quarters or more of the full members who attended the general meeting and changed the following matters prescribed in Article 25, paragraph 3 of the law In case of doing so, you must obtain the certification of the competent authority.

(1) Purpose

- (2) Name
- (3) the type of specified nonprofit activities to be performed and the type of business pertaining to said specified nonprofit activities
- (4) Locations of the principal office and other offices (limited to those involving changes in the competent authority)
- (5) Matters concerning gaining employee qualification
- (6) Matters pertaining to officers (excluding matters concerning the constants of officers)
- (7) Matters concerning the meeting
- (8) In the case of conducting other business, its kind and other matters concerning said other business
- (9) Matters concerning dissolution pertaining to persons to whom residual assets are attributable
- (10) Matters concerning changes in the articles of incorporation

(Dissolution)

Article 51 This corporation shall be dissolved due to the following reasons.

- (1) Resolution of the General Assembly
- (2) Impossibility of successful business of the targeted specified nonprofit activities
- (3) Lack of regular members
- (4) Merger
- (5) Deciding to commence bankruptcy proceedings
- (6) Cancellation of certification of establishment by the competent authority

2 When this corporation is dissolved due to the grounds of item 1 of the preceding paragraph, he / she shall obtain consent of three quarters or more of the total number of full members.

3 In case of dissolution under the grounds of paragraph 1 item 2, it shall obtain accreditation by the competent authority.

(Attribution of residual assets)

Article 52 The property remaining when this corporation is dissolved (excluding the dissolution due to the merger or the decision to commence bankruptcy proceedings) shall be those determined by the Board of the persons listed in Article 11, paragraph 3 of the Act Shall be transferred.

(merger)

Article 53 When this corporation intends to merger, the General Assembly must obtain a three-quarter or more of the total number of full members and obtain the certification of the competent authority.

Chapter 9 Method of Public Notice

(Method of Public Notice)

Article 54 The public notice of this corporation shall be posted on the website of this corporation and posted in the Official Gazette. Provided, however, that the public notice of the balance sheet prescribed in Article 28-2 (1) of the Act shall be posted on the website of this corporation.

Chapter 10 Miscellaneous Provisions

(By-law)

Article 55 The detailed rules necessary for the enforcement of these articles of incorporation shall be determined by the representative director after resolution of the

