

**Open Network for Performing Arts Management  
Constitution**

CHAPTER ONE: GENERAL PROVISIONS

Article 1: ORGANISATION NAME

The name of the Organisation shall be “Butai Geijutsu Seisakusha Open Network” and in English, “Open Network for Performing Arts.”

Article 2: OFFICES

1. The main office of the Organisation shall be located in Shibuya-ku, Tokyo.
2. The Organisation may have other offices in necessary locations by a resolution of the Board Meeting.

CHAPTER TWO: OBJECTS AND ACTIVITIES

Article 3: OBJECTS

This organisation aims to contribute to maximise the benefit of society as a whole, by making a contribution to the development of performing arts, under the recognition that it can bring energy and creativity to society as an expression of diverse values, with the individuals promoting performing arts building internationally and organically maintaining a network of active presenters, producers and managers, defining the social role of contemporary performing arts and raising its awareness and advocating on cultural policies, as well as conducting other kinds of activities and projects articulated in the Constitution.

Article 4: ACTIVITIES

In order to attain the foregoing Object, the Organisation shall conduct the following non-profit activities:

- (1) Activities to promote social education.
- (2) Activities to promote academic research, culture and arts.
- (3) Activities for international corporation.
- (4) Activities for healthy development of children.
- (5) Activities for providing information or advices to and supporting the management and activity of groups conducting foregoing activities.

Article 5: PROJECTS

In order to attain the foregoing Object, the Organisation shall conduct the following projects:

- (1) Projects for creating a network of artists and performing arts groups in and outside Japan to transmit and share information.

- (2) Projects to conduct surveys and researches on the issues of performing arts in and outside Japan and to advocate on related policies.
- (3) Projects for accumulating information related to the professionals in performing arts and for improving their skills.
- (4) Projects to promote the creation, presentation and diffusion of performing arts, and to raise and develop the values that it has.
- (5) Any and all other projects necessary for attaining the Object.

## CHAPTER THREE: MEMBERS

### Article 6: MEMBERSHIP CATEGORIES

The Organisation shall have three (3) categories of membership.

- (1) Full Member: Individuals promoting performing arts activities who have approved the Objects of the Organisation, have made their registrations through procedures set in Article 1, Chapter 7 and hold votes at the General Meeting.
- (2) Supporting Member: Individuals or groups supporting the activity of the Organisation who have approved the Objects of the Organisation and made their registrations through procedures set in Article 2, Chapter 7 and do not hold the votes at the General Meeting.
- (3) Student Member: Students who have approved the Objects of the Organisation and have made their registrations through procedures set in Article 2, Chapter 7 and do not hold votes at the General Meeting.

### Article 7: REGISTRATION

1. The individuals who wish to become Full Members shall apply to the President with the Registration Form citing the Membership Categories, and the President, unless having justifiable reasons, shall approve the Registration.
2. The individuals and groups who wish to become Supporting Members or Student Members shall apply to the President with the Registration Form citing the Membership Categories.

### Article 8: REGISTRATION FEE AND ANNUAL FEE

- (1) Members must pay annually the Annual Fee which shall be decided on a resolution of the General Meeting.
- (2) Members must pay in the year of Registration the Registration Fee which shall be decided on a resolution of the General Meeting.
- (3) The amount of the Annual Fee and the Registration Fee shall be decided by the Board Meeting.
- (4) The valid period of the membership shall start on the day of the Registration and shall end on

thirty-first (31<sup>st</sup>) of December of the same year.

- (5) The valid period of the renewed membership shall end on thirty-first (31<sup>st</sup>) of December of the said year.

#### Article 9: WITHDRAWAL

1. Members who wish to withdraw may do so after submitting a Notice of Withdrawal to the President.
2. A Member shall be regarded as having withdrawn when they fall into any of the following situations.
  - (1) When an individual has died, or a group has dissolved.
  - (2) When, without any justifiable reasons, a Member has failed to pay the Annual Fee for more than one (1) year and has not responded to the payment request for a certain period of time, and the withdrawal has been resolved by the Board Meeting.
  - (3) When a Members has been expelled.

#### Article 10: EXPULSION

When a Member falls into any of the following situations, after giving an opportunity for explanation to the said Member, the said Member may be expelled by a resolution of the Board Meeting.

- (1) When a Member has terribly injured the reputation of the Organisation or has acted against the Objects of the Organisation.
- (2) When a Member has violated the Constitution or Rules of the Organisation.

### CHAPTER FOUR: GENERAL MEETING

#### Article 11: CONSTITUENT

General Meeting shall be constituted of Full Members articulated in Article 1, Chapter 7.

#### Article 12: AUTHORITY

General Meeting shall make resolutions on the following matters:

- (1) Alteration in the Constitution.
- (2) Approval of the Annual Report, Property Inventory and Financial Statement.
- (3) Assignment and dismissal of Auditors and Directors.
- (4) Borrowings except in the case of short-term borrowings to be reimbursed by the income of the said Fiscal Year.
- (5) Dissolution and residual assets.
- (6) Any and all other matters that the Constitution demands to be decided by the resolution of the General Meeting.

#### Article 13: REGULAR MEETING AND SPECIAL MEETING

General Meeting shall be held annually within three (3) months after the end of every Fiscal Year and, if necessary, may be held specially.

#### Article 14: CALLING

1. Unless otherwise specified legally, General Meeting shall be called by the President based on a resolution of the Board Meeting.
2. General Meeting may be called when it is requested to the President in writing, stating the purpose of the Meeting, by more than one-fifth (1/5) of Full Members.
3. When the General Meeting is called, the notice must be given in writing or by electromagnetic records, stating the date, time, place, purpose and subjects of discussion, at least five (5) days prior to the day of the Meeting.

#### Article 15: CHAIRPERSON

President shall act as the Chairperson of the General Meeting. In the case of accident, other Directors should undertake the role according to the order decided in advance by the Board Meeting.

#### Article 16: QUORUM

General Meeting is effective when there is an attendance of more than one-third (1/3) of Full Members.

#### Article 17: VOTING RIGHTS

Each Full Member has one (1) vote at the General Meeting.

#### Article 18: RESOLUTION

1. Matters to be resolved at the General Meeting shall be notified according to Paragraph 3, Article 14.
2. The decisions at the General Meeting, unless otherwise stated in the Constitution, shall be made by the majority of Full Members attending the Meeting and, in the case of equally divided votes, by the Chairperson.
3. Full Members who have special interests in the matters resolved at the General Meeting cannot participate in the resolution.

#### Article 19: EXERCISE OF VOTING RIGHTS BY PROXY OR IN WRITING

1. Full Members not attending the General Meeting may vote on the subjects notified in advance in writing or by electromagnetic means, or delegate the votes to the attending Full Members acting as proxies. In any case, writings must be submitted to the President.
2. With regard to Paragraph 2, Article 18 and Item 2, Paragraph 1, Article 20, Full Members who exercised their voting rights according to the foregoing Paragraph shall be regarded as attending the

Meeting.

#### Article 20: MINUTES

1. Minutes of the General Meeting must be made siting the following matters:
  - (1) Date, time and place
  - (2) Total number of Full Members and number of attending Full Members, stating the numbers of votes submitted in writing and by proxy.
  - (3) Subjects of discussion.
  - (4) Summary of discussion and the result of votes
  - (5) Assignment of Minutes Signatory.
2. Minutes must be signed or signed and stamped by the Chairperson and by more than one (1) Full Member assigned by the Chairperson as the Minutes Signatory.

### CHAPTER FIVE: BOARD MEMBERS AND AUDITORS

#### Article 21: BOARD MEMBERS

1. The Organisation shall assign following Board Members:
  - (1) Directors of more than six (6) and less than twenty (20) persons.
  - (2) Auditors of two (2) or three (3) persons.
2. Out of the Directors, one (1) person shall become the President, less than two (2) persons as the Vice President and one (1) person as the Managing Director.

#### Article 22: ASSIGNMENT OF BOARD MEMBERS

1. Directors are assigned at the General Meeting. President, Vice President and Managing Director are elected by mutual votes of Directors.
2. Board Members must not include, for each Board Member, more than two (2) persons who are either the Member's souse or the Member's family member of the third (3rd) degree or less, and the number of the said Members, their spouses and family members of third (3rd) degree and less, who are also Board Members, must not exceed one-third (1/3) of the total number of Board Members.
3. Auditors must not hold the role of Director or work as the employee of the Organisation.

#### Article 23: DUTIES AND AUTHORITY OF BOARD MEMBERS

1. Directors constitute the Board Meeting and shall undertake their duties as specified in the Constitution.
2. President shall represent the Organisation and direct the whole operation.
3. Directors who are not the President shall not represent the Organisation.

4. Vice Presidents support the President and, in the case of accident, act as the deputy. The order of the Vice Presidents shall be decided by the President in advance.
5. Managing Director shall also work as the Secretary General and, under the instruction of the President, shall manage the Secretariat operation of the Organisation.
6. Directors constitute the Board meeting and, based on the related law, the Constitution, as well as the decisions of the General Meeting and the Board Meeting, shall fulfil their roles for the Organisation.
7. Auditors shall undertake the following duties:
  - (1) To inspect on the operation of Directors.
  - (2) To inspect the property management of the Organisation.
  - (3) To report to the General Meeting, in the case a fraud or a serious violation of the law or the Constitution has been found with regard to the operation and the property management of the Organisation, as the result of inspection articulated in foregoing Paragraphs.
  - (4) To call the General Meeting in order to make the report articulated in the foregoing Paragraph.
  - (5) To give their opinions to the Directors with regard to the operation and the property management of the Organisation, and to request the calling of the Board Meeting if necessary.

#### Article 24: TERM OF BOARD MEMBERS

1. Term of the Board Members shall be two (2) years, until the end of the Regular General Meeting for the Fiscal Year ending within two (2) years from assignment.
2. Term of the Board Members who fill in the vacant position during the term of the predecessor or who take up the added positions shall be the remaining period of the prescribed term.
3. Even in the case of resignation or expiration of term, if the number of the Board Members fall short of minimum numbers prescribed in Article 21, the said Board Members shall stay in the position until the successors are assigned.

#### Article 25: DISMISSAL OF BOARD MEMBERS

1. When a Board Member falls into any of the following situations, after giving an opportunity for explanation to the said Member, the said Member may be dismissed by the Directors with a resolution of the Board Meeting or by the Auditors with a resolution of the General Meeting.
  - (1) When it is recognised that the said Member is unable to undertake the duty due to physical or psychological disorder.
  - (2) When it is recognised that the said Member has acted against the duty or has committed a wrongdoing.

#### Article 26: REMUNERATION FOR BOARD MEMBERS

1. Board Members working full time or equivalent may receive remunerations based on the resolution of the Board Meeting.

2. Number of the Board Members receiving remunerations must not exceed one-third (1/3) of the total number of the Board Members.
3. Directors and the Auditors may receive their remunerations within the total amount set by the Board Meeting.

#### Article 27: DUTY OF LOYALTY

Directors must respect and obey the law, the Constitution and the resolutions of the General Meeting, and undertake their duties loyally for the Organisation.

#### Article 28: CONFLICT OF INTEREST

Regarding the matters where there is a conflict of interest between the Organisation and the Directors, the said Directors shall not represent the Organisation. In such cases, the government agency with jurisdiction must assign a special proxy upon requests from the interested parties or by exercising its authority.

#### Article 29: ADVISORS AND COUNCILLORS

1. The Organisation may assign a small number of Advisors and Councillors.
2. Advisors and Councillors are commissioned by the President with a recommendation of the Board Meeting.
3. Advisors and Councillors shall advice the President on important matters.

### CHAPTER SIX: BOARD MEETING

#### Article 30: CONSTITUENT

Board Meeting shall be constituted of Directors.

#### Article 31: AUTHORITY

Board Meeting shall resolve on the matters specified in the Constitution and the following items:

- (1) Matters to be submitted to the General Meeting.
- (2) Matters related to the execution of the matters resolved by the General Meeting.
- (3) Annual Activity Plan, Yearly Budget and their alterations.
- (4) Approval of Annual Report, Property Inventory and Financial Statement
- (5) Duties and remunerations of the Directors and the Auditors.
- (6) Organisation and management of the Secretariat.
- (7) Expulsion of the Members.
- (8) Any and all other matters related to the management and operation of the Organisation, which do

not require the resolutions of the general Meeting.

#### Article 32: BOARD MEETINGS

BOARD MEETINGS shall be held in any of the following situations:

- (1) When the President recognises it is necessary to hold the Meeting.
- (2) When it is requested in writing, stating the purpose of the Meeting, by more than two-third (2/3) of Board Members to call the Meeting.
- (3) When it is requested by the Auditors to call the Meeting based on Item 5, paragraph 7, Article 23.

#### Article 33: CALLING

1. The President shall call the Board Meeting.
2. When the Board Meeting is called, the notice must be given, stating the date, time, place, purpose and subjects of discussion, at least five (5) days prior to the day of the Meeting.
3. Upon receiving the requests based on Item 2 and 3, paragraph 2, Article 32, the President must call the Board Meeting within thirty (30) days from the day of request.

#### Article 34: CHAIRPERSON

President shall act as the Chairperson of the Board Meeting.

#### Article 35: RESOLUTION

1. The decisions at the Board Meeting shall be made by the majority of Directors attending the Meeting and, in the case of equally divided votes, by the Chairperson.
2. Directors who have special interests in the matters resolved at the Board Meeting cannot participate in the resolution.

#### Article 36: VOTING RIGHTS

1. Each Director has an equal voting right.
2. Directors not attending the Board Meeting may vote on the subjects notified in advance in writing or by electromagnetic means, or delegate the votes to the President or to the attending Directors acting as proxies.
3. With regard to Paragraph 1, Article 35 and Item 2, Paragraph 1, Article 37, Directors who exercised their voting rights according to the foregoing Paragraph shall be regarded as attending the Meeting.

#### Article 37: MINUTES

1. Minutes of the Board Meeting must be made citing the following matters:
  - (1) Date, time and place
  - (2) Total number of Directors, number of attending Directors and their names, stating the numbers of



votes submitted in writing and by proxy.

- (3) Subjects of discussion.
  - (4) Summary of discussion and the result of votes
  - (5) Assignment of Minutes Signatory.
2. Minutes must be signed or signed and stamped by the Chairperson and by more than one (1) Director assigned by the Chairperson as the Minutes Signatory.

#### Article 38: WORKING COMMITTEES

1. In order to attain the Object of Article 3, the Organisation shall have Working Committees constituted of Full Members.
2. Items required for the organisation and management of Working Committees shall be determined separately by a resolution of the Board Meeting.

### CHAPTER SEVEN: SECRETARIAT

#### Article 39: SECRETARIAT

1. Secretariat shall be set up to conduct administrative work of the Organisation.
2. Secretariat shall have the Secretary General and required personnel.
3. Managing Director shall take the role of Secretary General.
4. Secretariat personnel, except for the Secretary General, shall be assigned and dismissed by the president.
5. Items required for the organisation and management of the Secretariat shall be determined separately by a resolution of the Board Meeting.

#### Article 40: PRESERVATION OF ACCOUNT BOOKS AND OTHER DOCUMENTS

- (1) Constitution and other rules.
- (2) List of Members and documents on changes in the registered membership information.
- (3) List of Directors, Auditors and personnel.
- (4) Documents related to official registration, permission, approval or recognition.
- (5) Minutes of the Board Meeting and the General Meeting.
- (6) Property Inventory.
- (7) Activity Plan and Yearly Budget.
- (8) Annual Report, Financial Statement and other related documents.
- (9) Audit Report on documents in the foregoing Paragraph.
- (10) Other documents and books required by law.

## CHAPTER EIGHT: ASSETS AND ACCOUNTING

### Article 41: CONSTITUENTS OF ASSETS

Assets of the Organisation shall be constituted of the following items:

- (1) Assets stated in the Property Inventory at the time of establishment.
- (2) Registration Fee and Annual Fee.
- (3) Donations.
- (4) Business income
- (5) Assets income.
- (6) Other income

### Article 42: ASSETS MANAGEMENT

Assets of the Organisation shall be managed by the President and necessary procedures shall be determined separately by the President based on a resolution of the General Meeting.

### Article 43: DISBURSEMENT

Disbursement of the Organisation shall be made with the Assets.

### Article 44: FISCAL YEAR

The Fiscal Year of the Organisation shall commence on first (1st) of January and ends on thirty-first (31<sup>st</sup>) December. But in the year of enforcement of the Constitution, from the day of enforcement to thirty-first (31<sup>st</sup>) December

### Article 45: ACTIVITY PLAN AND YEARLY BUDGET.

1. Documents related to the Activity Plan of the Organisation and the Yearly Budget shall be made by the President and determined by a resolution of the Board Meeting.
2. Provisional Activity Plan and Budget may be executed until the day the Yearly Budget is resolved, based on the Budget of the previous Fiscal Year, and the income and expenditures of the said period shall be considered officially as the income and expenditures of the said Fiscal Year.

### Article 46: ANNUAL REPORT AND FINANCIAL STATEMENT

1. Documents related to Annual Report, Property Inventory, Balance Sheet and Financial Statement shall be made by the President after all the activity has finished and inspected by the Auditors, then submitted to and resolved at the General Meeting held after the said Fiscal Year.
2. Surplus shall be carried over to the next Fiscal Year.
3. Adding to the documents prescribed in Paragraph 1, the following documents shall be preserved in

the main office for five (5) years and shown publicly, while the Constitution shall be preserved in the main office and other offices, Member list in the main office, and all of them shown publicly.

- (1) Audit Report.
- (2) List of Directors and Auditors.
- (3) Documents stating the payment criteria of the remunerations for the Directors and the Auditors.
- (4) Summary of the management organisation and business, and the related documents stating the important numerical values and analysis.

#### Article 47: ADDITION AND ALTERATION OF BUDGET

Due to compelling reasons arising after the Budget is resolved, additions and alterations may be made to the said Budget by a resolution of the Board Meeting.

#### Article 48: EXPEDIENT

In the case of liabilities such as borrowings and renunciation, unless otherwise prescribed in the Budget, they must be approved by a resolution of the Board Meeting.

### CHAPTER NINE: ALTERATION OF THE CONSTITUTION, DISSOLUTION AND OTHER ITEMS

#### Article 49: ALTERATION OF THE CONSTITUTION

1. Articles in the Constitution may be altered by a resolution of the General Meeting.
2. The decision in the foregoing Paragraph must be made with more than a half of Full Members attending the Meeting and more than three-fourth (3/4) of the attending Full Members approve it.

#### Article 50: DISSOLUTION

1. Organisation may be dissolved by a resolution of the General meeting or by reasons determined by law.
2. The resolution in the foregoing Paragraph must be approved by more than three-fourth (3/4) of the all Full Members.

#### Article 51: ASSIGNMENT OF RESIDUAL ASSETS

Residual Assets in the dissolution of the Organisation shall be handed over to a non-profit organisation, corporation, foundation or private organisation having similar kinds of objects as the said Organisation and decided by a resolution of the General Meeting. This is not the case when the Organisation is dissolved due to a merger or bankruptcy.

## CHAPTER TEN: MEANS OF PUBLIC NOTICE AND OTHER ITEMS

### Article 52: PUBLIC NOTICE

1. Public notice of the Organisation shall be made by electronic notice.
2. In the case of accident in which it is unable to make the electronic notice, it shall be done by governmental telegram.

### Article 53: DISCLOSURE

In order to pursue a fair and publicly open activity, the Organisation shall show publicly the summary of its activity and related financial documents.

### Article 54: PROTECTION OF PERSONAL INFORMATION

Organisation shall do its best to protect personal information acquired through its business and activity.

## ADDITIONAL ARTICLE

### ADDITIONAL ARTICLE

1. Constitution is effective from the day the Organisation is established.
2. Term of the Directors shall be, regardless of Paragraph 1, Article 24, from the day the Constitution is resolved to thirty-first (31<sup>st</sup>) December 2014.
3. Activity Plan and Yearly Budget in the year of establishment shall be determined, regardless of Item 3, Paragraph 1, Article 31, at the Inaugural Meeting.
4. Registration Fee and Annual Fee, regardless of Item 3, Paragraph 1, Article 8, as follows:
  - (1) Full Member
    - Registration Fee - 3,000 YEN
    - Annual Fee - 10,000 YEN
  - (2) Supporting Member
    - Registration Fee - None
    - Annual Fee per donation – 10,000 YEN for individual member and 20,000 YEN for group member
  - (3) Student Member
    - Registration Fee - None
    - Annual Fee – 3,000 YEN