

JLA membership agreement

Chapter I. Registered office - Name - Object - Duration

Art. 1. Between the undersigned shall be established a non-profit association governed by the amended law of 21st April 1928 on non-profit associations and foundations as well as by the present articles of Association.

Art. 2. The association shall be known as "Japanese Ladies' Association of Luxembourg a.s.b.l." (thereinafter referred to as the "**Association**"), a non-profit making organisation.

Art. 3. The object of the Association shall be to foster and encourage social, educational, cultural and philanthropic activities for its members; and to assist in furthering Japanese-Luxembourg relations.

The Association has no religious, political or ideological affiliations.

Art. 4. The Association shall be of an unlimited duration.

Art. 5. The registered office of the Association shall be established at 7, rue du 31 Août 1942, L-5809 Hesperange, Grand Duchy of Luxembourg; it can be transferred in any other place in the Grand Duchy of Luxembourg upon a decision of the board of directors taken by simple majority. The Association may establish representative offices in other countries.

Chapter II. Members

Art. 6. The Association shall be composed of ordinary members that can be either natural persons or legal persons of public or private law as well as of honorary members that can be either natural persons or legal persons of public or private law. The minimum number of members cannot be less than three.

Art. 7. The status as ordinary member shall be granted upon a written application addressed to the board of directors and after acceptance of such application by the board of directors deciding by simple majority.

The title as honorary member can be conferred to persons who morally or materially support the Association. Their number is not limited. The admission of honorary members will be decided upon by the board of directors acting upon proposal of its chairman.

Art. 8. One year's subscription shall be payable on application and will be refunded in the event that the application is rejected. Thereafter payment of annual subscriptions shall be due each year on the first day of the Association's financial year (the due date) and should be paid to the treasurer by transfer to the Association's bank account. Notwithstanding the first sentence of this article, ordinary members joining during the Association's financial year pay a pro-rata temporis subscription. Decisive is the date of receipt of the application.

On or around 15th December in each year the ordinary members shall receive a notice from the Association advising them that their subscriptions are due for payment. Members failing to pay their subscriptions within two calendar months hereafter shall receive a reminder from the Association. If their subscription shall remain unpaid at the end of a further calendar month, they will receive a letter from the chairwoman of the board of directors terminating their membership.

Art. 9. The membership shall be lost in the event of death or if a resignation in writing is submitted to the board of directors.

The board of directors can expel de jure a member, including an honorary member, who prejudices the interests or the object of the Association. The expelled member who would like to present his defence arguments will have to be heard by the board of directors.

Members who have resigned or who have been expelled may not damage the interests of the Association and have no claim upon its assets or upon the subscriptions paid.

Chapter III. The general meeting

Art. 10. The general meeting is composed of the ordinary members of the Association. The honorary members can take, part in the general meeting, on a consultative basis. The following subject matters shall be reserved to the competence of the general assembly:

- a) nomination and revocation of the members of the board of directors,
- b) approval of the annual budget and accounts,
- c) amendment of the articles of association,
- d) dissolution of the Association,
- e) adoption of an internal regulations upon proposal of the board of directors, and
- f) all matters conferred upon it by law or the present articles of Association.

Art. 11. The annual general meeting of the ordinary members of the Association shall mandatorily take place once a year within seven months of the financial year end at such time and place as may be determined by the board of directors in order to approve the accounts and grant discharge to the board of directors. An extraordinary general meeting can be convened each time where the interest of the Association requires so upon the initiative of the board of directors, the chairwoman of the board of directors or upon a written and motivated request of at least one fifth of the ordinary members.

A general meeting of the honorary members can be convened on a consultative basis by the chairwoman of the board of directors.

Art. 12. The convening notices to the general meeting shall be addressed to the members by ordinary mail or by email by the chairwoman of the board of directors or its delegate at least 21 days before the meeting. The convening notices must necessarily mention the agenda. Any written proposal which has been signed by at least one twentieth of the ordinary members according the latest annual list must be included on the agenda. No decision can be taken on a matter which is not on the agenda.

Art. 13. The general meeting shall be chaired by the chairwoman of the board of directors or, in her absence, by her delegate. The general meeting can validly deliberate irrespective of the number of the ordinary members that are present and the decisions are taken at the majority of the votes unless any provision to the contrary is foreseen by law or the present articles of Association. All the ordinary members of the Association have an equal voting right.

In case of a tie, the chairwoman of the board of directors shall have the casting vote. Any ordinary member can be represented by another ordinary member by virtue of a written power of attorney.

Chapter IV. Administration and management

Art. 14. The Association shall be managed by a board of directors composed of three members at least which are elected for a period of six years by the general meeting. The outgoing members shall be eligible for reelection.

The directors shall act in their own name. They shall not be bound personally with respect to the commitments taken by the Association. Their liability is limited to the performance of their mandate and the faults committed in the context of the management.

In case of a vacancy before the expiry of the term, the board of directors shall have the right to fill temporarily the post by co-opting a member of its choice. At the first following general meeting, such choice must be confirmed. The member so elected shall fill the term of the person that he replaces.

Art. 15. The board of directors shall have the most extensive powers for the purpose of the carrying out of the activities of the Association except for the matters which are of the competence of the general meeting by virtue of the law or the present articles of Association.

The board of directors may delegate different specific tasks to one or more of its members or one or more committees which can be composed of third parties, without, however, being able to discharge itself from its liability.

The board of directors represents the Association in all legal and extra-legal matters. The board of directors shall each year submit for approval the annual accounts of the preceding year and the forecast budget for the following year to the general meeting.

Art. 16. The board of directors elects among its members a chairwoman and one or several vice-chairwomen immediately after its election at the annual general meeting. The duration of their mandate shall be six years and they shall be eligible for reelection.

The chairwoman and vice-chairwoman of the board of directors shall be Japanese speaking members of the Association.

Art. 17. The board of directors shall meet upon convening notice of its chairwoman each time where the interest of the Association requires so or if the majority of the members of the board of directors so requests. Decisions may also be taken by way of written circular resolutions.

The decisions of the board of directors are taken by simple majority of the members present or represented. In case of a tie, the chairwoman shall have the casting vote.

Art. 18. Special and limited powers may be delegated for specific matters to one or more agents by the board of directors.

The Association shall be bound towards third parties in all matters by the joint signature of two members of the board of directors or by the joint or single signatures of any persons to whom such signatory power has been validly delegated in accordance with the preceding sentence.

Art. 19. Upon proposal of the chairwoman of the board of directors, the board of directors shall designate a treasurer who shall be in charge of the collection of any proceeds, the payment of any expenses and the keeping of the accounts.

Chapter V. Miscellaneous

Art. 20. The financial year of the Association shall start on 1st January and shall end on 31st December of each year.

Except for the first year, the financial year shall start on 5th April 2012 and shall end on 31st December 2012.

Art. 21. The maximum subscription payable by any one ordinary member shall not exceed the sum of five thousand euros (€ 5,000) per year. The annual subscription shall be determined by the general meeting upon proposal of the board of directors.

Art. 22. All payments in the amount of five thousand euros (€ 5,000) or more shall be signed by the chairwoman of the board of directors or jointly by the treasurer and one other officer of the Association. Payment for lesser amount may be effected on the signature of one officer.

Art. 23 In the event of the dissolution of the Association, the general meeting shall liquidate the assets of the Association and shall transfer the surplus, if any, after the payment of the debts to the Red Cross (or a Luxembourg charity).

Art. 24. A list of ordinary and honorary members is made up every year at the end of December, indicating the changes which have taken place.

Art. 25. The assets of the Association are:

- (i) members' subscriptions;
- (ii) subsidies and grants;
- (iii) donations;
- (iv) bank accounts;
- (v) office equipment;
- (vi) such movable or immovable property as is, from time to time, considered necessary for the conduct of the Association's business.

Art. 26. For all elements not dealt with in the present articles of Association, the provisions of the amended law of 21st April 1928 on non-profit associations and foundations shall be applicable.