

Organization for Promotion of Responsible Tuna Fisheries

Articles of Association

Chapter 1 General Provisions

(Name)

Article 1 This corporation shall be named the Organization for Promotion of Responsible Tuna Fisheries (hereinafter “OPRT”).

(Office)

Article 2 The OPRT’s principal office shall be located at Akasaka 1-9-13, Minato-ku, Tokyo, Japan.

2 The OPRT may establish branch offices wherever necessary, subject to a resolution at a General Meeting.

(Objective)

Article 3 The OPRT’s objective shall be to contribute to the development of tuna fisheries in line with international and social responsibility, as well as promoting the sustainable use of tuna resources through measures to reinforce the conservation and management of tunas species (including skipjack; the same applies hereinafter), fostering healthy tuna markets, furthering international cooperation among fishermen, and other efforts.

(Business)

Article 4 The OPRT shall undertake the following business in order to achieve the objective set forth in the preceding article.

- (1) Managing and adjusting fishing efforts to ensure the appropriate management of tuna resources
- (2) Promoting the use of tuna caught under appropriate resource management

- (3) Studies, research and development on management of tuna resources, trade, and markets
- (4) Promoting international interchange and cooperation among fishermen regarding the appropriate management and utilization of tuna resources
- (5) Any other business necessary in order to achieve the OPRT's objective

Chapter 2 Membership

(Types of Member)

Article 5 The OPRT's members shall consist of the following two types, the first of which shall be regarded as employees of the corporation under the Civil Code.

- (1) Full members Organizations or corporations enrolling in the OPRT through agreement with its objective
- (2) Patron members Organizations, corporations, or individuals enrolling in the OPRT in order to support its objective

(Enrolment)

Article 6 Those wishing to enrol as full or patron members must apply to the President, using an enrolment application form to be determined separately subject to a resolution by the Board of Directors.

- 2 Enrolment applications shall be accepted or rejected by the Board of Directors based on criteria to be determined separately at a General Meeting, and the President shall notify the organization or individual of the result.

(Enrolment Fees and Membership Fees)

Article 7 Full members must pay enrolment fees and membership fees to be determined separately at a General Meeting.

- 2 Patron members must pay patron membership fees to be determined separately at a General Meeting.

(Forfeiture of Membership)

Article 8 A member who falls under any of the following clauses shall forfeit membership status.

- (1) When the member relinquishes membership.
- (2) When the member has been subject to a ruling of commencement of guardianship or commencement of legal curatorship.
- (3) When the member has died, or has been declared missing, or when the member organization has ceased to exist.
- (4) When the membership fees have not been paid for two years or more.
- (5) When the member has been expelled.

(Relinquishment)

Article 9 A full member or patron member may voluntarily relinquish membership after submitting to the President a notification of relinquishment, to be determined separately by the President subject to a resolution by the Board of Directors.

(Expulsion)

Article 10 A member who falls under any of the following clauses may be expelled subject to a resolution by a two-thirds majority of full members in attendance at a General Meeting. In such cases, the OPRT must notify the member to this effect in writing no less than 7 days before the said General Meeting, and must also give the member an opportunity for self-exoneration before the resolution is passed.

- (1) When the member has committed an act in violation of the OPRT's Articles of Association or a resolution passed at a General Meeting.

- (2) When the member has committed an act that obstructs the OPRT's work, brings discredit to the OPRT, or runs counter to the OPRT's objective.

(Non-Return of Monetary Donations)

Article 11 Previously paid enrolment fees, membership fees, or any other monetary donations shall not be returned.

Chapter 3 Officers

(Types and Numbers of Officers)

Article 12 The OPRT shall appoint the following officers.

Directors Between eleven and fifteen in number

Auditors Two in number

- 2 One of the Directors shall be appointed as President and one as Executive Director.

(Elections, etc.)

Article 13 The Directors and Auditors shall be elected at General Meetings.

- 2 The Directors shall elect the President and Executive Director from among their members.

- 3 The proportion of Directors who are related to each other (meaning those within three degrees of consanguinity to each other or having a special relationship to such persons) and those who are connected with specific companies must each not exceed one-third of the current number of Directors at any time.

The proportion of Directors connected with the same industry must not exceed one-half of the current number of Directors at any time.

- 4 Directors and Auditors may not occupy both of these posts concurrently.

- 5 When there has been a change of Directors, the Minister of Agriculture, Forestry and Fisheries must be notified to this effect without delay, with a copy of the register appended.
- 6 When there has been a change of Auditors, the Minister of Agriculture, Forestry and Fisheries must be notified to this effect without delay.

(Duties)

Article 14 The President shall represent the OPRT and preside over its work.

- 2 The Managing Executive Director shall assist the President, manage the Secretariat and process the OPRT's affairs, and deputize for the President whenever the latter is indisposed or otherwise absent.
- 3 The Directors shall form a Board of Directors, and shall execute the OPRT's work in line with its Articles of Association and resolutions passed at General Meetings.
- 4 The Auditors shall perform the following duties.
 - (1) Monitor the state of assets and accounts.
 - (2) Monitor the state of execution of work by the Directors.
 - (3) Report to General Meetings, the Board of Directors or the Minister of Agriculture, Forestry and Fisheries when discovering irregularities in the situation of assets or the execution of work.
 - (4) Request that a General Meeting or Board Meeting be convened when necessary in order to make a report pursuant to the provisions of the preceding clause.

(Terms of Office)

Article 15 The term of office of officers shall be 2 years. Provided, however, that re-election shall not be precluded.

- 2 The term of office of officers elected through vacancy or increased capacity shall be the remainder of the term of their predecessors or incumbent officers.

3. Officers must fulfil their duties until a successor is appointed, even after their resignation or the completion of their term of office.

(Dismissal)

Article 16 An officer who falls under any of the following clauses may be dismissed subject to a resolution by a two-thirds majority of full members in attendance at a General Meeting. In such cases, the OPRT must notify the officer to this effect in writing no less than 7 days before the convening of the said General Meeting, and must also give the officer an opportunity for self-exoneration before the resolution is passed.

- (1) When the officer is deemed unable to fulfil the requisite duties due to physical or mental disability.
- (2) When the officer is deemed to have broken an obligation of duty or committed any other act unbecoming of an officer.

(Remuneration, etc.)

Article 17 Officers shall not receive any remuneration. Provided, however, that full-time officers may be paid salaries subject to a resolution at a General Meeting.

- 2 Officers may receive reimbursement of expenses.
- 3 Necessary matters pertaining to the preceding two clauses shall be determined separately by the President subject to a resolution at a General Meeting.

Chapter 4 General Meetings

(Types)

Article 18 The OPRT's General Meetings shall consist of two types, namely the Ordinary General Meeting and the Extraordinary General Meeting.

(Composition)

Article 19 General Meetings shall consist of full members.

(Functions)

Article 20 General Meetings shall make resolutions on important matters pertinent to the running of the OPRT, besides those stipulated elsewhere in these Articles of Association.

(Frequency)

Article 21 An Ordinary General Meeting shall be held once a year.

2 An Extraordinary General Meeting shall be held when any of the following pertains.

(1) When the Board of Directors has deemed it necessary to request the convening thereof.

(2) When a request to convene the same is submitted in writing by at least one-fifth of the full members, including details of the purpose of the Meeting.

(3) When the Auditors have requested the convening thereof pursuant to the provisions of Article 14-4-(4).

(Convening)

Article 22 General Meetings shall be convened by the President.

2 The President must convene an Extraordinary General Meeting within 30 days from the date of a request submitted as set forth in the preceding Article.

3 When convening a General Meeting, notification to this effect must be made in writing, including the date, time, place, purpose, and agenda of the Meeting, no less than seven days in advance.

(Chairman)

Article 23 The chairman of a General Meeting shall be nominated from among the full members attending that Meeting.

(Quorum)

Article 24 A General Meeting cannot be held without the attendance of a majority of full members.

(Resolutions)

Article 25 The matters for discussion at a General Meeting, except where otherwise stipulated in these Articles of Association, shall be decided by a majority of the full members in attendance.

(Written Votes, etc.)

Article 26 Full members who, for unavoidable reasons, are unable to attend a General Meeting may submit written votes on matters notified in advance, or may ask other full members to vote on their behalf as proxy.

2 When applying the provisions of the preceding two Articles in the event of the preceding subparagraph, the full member in question shall be regarded as being in attendance.

(Minutes)

Article 27 Minutes of matters discussed at General Meetings must be drawn up, including the following matters.

- (1) The date, time and place of the Meeting
- (2) The current number of full members, the number in attendance, and the names of those in attendance (mentioned shall also be made of written and proxy votes)
- (3) Matters discussed and voted on
- (4) Outline and result of the discussion

- (5) Matters concerning the election of signatories to the minutes
- 2 The minutes must be signed and sealed by the chairman of the Meeting and by at least two of the full members in attendance, elected as signatories to the minutes at the Meeting.

Chapter 5 Board Meetings

(Composition)

Article 28 Board Meetings shall consist of the Directors.

(Functions)

Article 29 Board Meetings shall pass resolutions on the following matters, besides those stipulated elsewhere in these Articles of Association.

- (1) Matters to be discussed at General Meetings
- (2) Matters concerning the execution of resolutions passed at General Meetings
- (3) Other matters concerning the execution of the OPRT's work not requiring a resolution at a General Meeting

(Types and Frequency)

Article 30 Board Meetings shall consist of two types, namely the Ordinary Board Meeting and the Extraordinary Board Meeting.

- 2 An Ordinary Board Meeting shall be held once a year.
- 3 An Extraordinary Board Meeting shall be held when any of the following pertains.
 - (1) When the President deems it necessary to do so.
 - (2) When a request to convene the same is submitted in writing by at least one-third of the current Directors, including the purpose of the Meeting.
 - (3) When the Auditors have requested the convening thereof pursuant to the provisions of Article 14-4-(4).

(Convening)

Article 31 Board Meetings shall be convened by the President.

- 2 The President must convene an Extraordinary Board Meeting within 14 days from the date of a request submitted as set forth in clause (2) or (3), subparagraph 3 of the preceding Article.
- 3 When convening a Board Meeting, notification to this effect must be made in writing, including the date, time, place, purpose, and agenda of the Meeting, no less than seven days in advance.

(Chairman)

Article 32 The chairman of Board Meetings shall be the President of the OPRT.

(Quorum, etc.)

Article 33 The provisions of Articles 24 to 27 shall apply mutatis mutandis to Board Meetings. In such cases, "General Meeting" shall be read as "Board Meeting" and "full members" as "Directors".

Chapter 6 Assets and Accounts

(Composition of Assets)

Article 34 The OPRT's assets shall consist of the following.

- (1) Enrolment fees and membership fees
- (2) Monetary donations
- (3) Income arising from assets
- (4) Income arising from business
- (5) Other income

(Management of Assets)

Article 35 The OPRT's assets shall be managed by the President, using a method to be determined separately by the President subject to a resolution at a General Meeting.

(Disbursement of Expenses)

Article 36 The OPRT's expenses shall be disbursed from its assets.

(Business Plans and Budgets)

Article 37 Documents concerning the OPRT's business plans and associated budgets shall be drawn up by the President, and shall require a resolution by a majority of full members in attendance at a General Meeting before the start of each accounting year. The same shall apply when these are to be changed.

(Provisional Budget)

Article 38 When a budget cannot be approved for unavoidable reasons, irrespective of the provisions of the preceding Article, the President may, by the date for approval of the budget and subject to a resolution by the Board of Directors, compile a provisional budget on the lines of the previous year's budget, and effect revenue and expenditure therefrom.

- 2 The revenue and expenditure in the preceding subparagraph shall be regarded as revenue and expenditure from a newly approved budget.

(Business Reports and Settlement)

Article 39 At the close of each accounting year, the OPRT's business reports and accounts settlement must be drawn up by the President in the form of business reports, statements of income and expenditure, statements of change in net assets, balance sheets, and asset inventories. These shall then be audited by the Auditors, and reported to the Minister of Agriculture, Forestry and Fisheries, subject to a

resolution by a two-thirds majority of full members in attendance at a General Meeting, within 3 months after the end of the accounting year in question. When doing so, if there has been a change in the total value of assets, this shall be registered within two weeks and a copy of the register appended.

(Special Account)

Article 40 The OPRT may set up a Special Account, subject to a resolution by the Board of Directors, when it deems this necessary for the performance of its business.

- 2 Accounting for the Special Account set forth in the preceding subparagraph shall be organized separately from ordinary accounting.

(Long-Term Loans)

Article 41 The OPRT must, when wishing to borrow capital, first obtain a resolution by a two-thirds majority of full members in attendance at a General Meeting and the approval of the Minister of Agriculture, Forestry and Fisheries, except in cases of short-term loan capital to be repaid with income from the accounting year in question.

(Accounting Year)

Article 42 The OPRT's accounting year shall start on April 1st and end on March 31st every year.

Chapter 7 Changes to the Articles of Association and Dissolution

(Changes to the Articles of Association)

Article 43 These Articles of Association may not be changed without first obtaining a resolution by a three-quarters majority of all full members at a General Meeting and the approval of the Minister of Agriculture, Forestry and Fisheries.

(Dissolution)

Article 44 The OPRT may be dissolved subject to a resolution by a three-quarters majority of all full members at a General Meeting, or pursuant to the provisions of Article 68-1 (2) to (4) and Article 68-2 (2) of the Civil Code.

(Disposal of Remaining Assets)

Article 45 Any assets remaining after the dissolution of the OPRT shall be donated to a public-interest corporation possessing a similar objective, subject to a resolution by a three-quarters majority of all full members at a General Meeting.

Chapter 8 Secretariat

(Establishment, etc.)

Article 46 A secretariat shall be established to process the OPRT's work.

- 2 A Director-General and requisite personnel shall be allocated to the secretariat.
- 3 The Director-General and personnel shall be appointed by the President.
- 4 Necessary matters concerning the organization and running of the secretariat shall be determined separately by the President subject to a resolution at a General Meeting.

(Ledgers and Documents)

Article 47 The secretariat must be equipped with the following ledgers and documents.

- (1) The Articles of Association
- (2) A register of members and documents concerning changes in membership
- (3) A register of Directors, Auditors, and staff, complete with personal profiles
- (4) Permits, licences, etc., and documents concerning registration

- (5) Documents concerning resolutions by bodies stipulated in the Articles of Association
- (6) Ledgers and supporting evidence pertaining to income and expenditure
- (7) Documents showing the situation of assets, debts, and net assets
- (8) Other necessary ledgers and documents

Chapter 9 Additional Provisions

(Committees)

Article 48 The President may set up committees in order to achieve the smooth execution of business.

- 2 The committees shall study, research, or discuss the matters that are their objective.
- 3 Necessary matters concerning the organization and running of committees shall be determined separately by the President subject to a resolution by the Board of Directors.

(Power of Attorney)

Article 49 Besides those stipulated in these Articles of Association, matters necessary for the running of the OPRT shall be determined separately by the President subject to a resolution at a General Meeting.

Supplementary Provisions

- 1 These Articles of Association shall take effect from the date on which this corporation was granted its establishment licence (December 8th, 2000).
- 2 The inaugural officers of the OPRT shall be as determined at the Inaugural General Meeting, irrespective of the provisions of Article 13-1, and their terms of

office shall be until March 31st, 2002, irrespective of the provisions of Article 15-1.

3 The business plans and budget for the OPRT's inaugural year shall be as determined at the Inaugural General Meeting, irrespective of the provisions of Article 37.

4 The OPRT's initial accounting year shall be from the date the establishment licence was granted until March 31st, 2001, irrespective of the provisions of Article 42.