

STATUTE
(English Translation)
Non-profit Organization UMAMI INFORMATION CENTER

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CHAPTER 1 GENERAL PROVISIONS

Article 1 (Name of the organization)

The organization denominated “Tokutei hieiri katsudou houjin Umami Information Center.” In English, it shall be indicated as “NPO UMAMI Information Center.”

Article 2 (Branches)

The headquarter of the organization shall be located at 8-7-1202、 Nibancho, Chiyoda-ku, Tokyo. The branch offices are located at P.O. Box 65130 London SW1P9LZ, UK, and 180 Varick Street, Suite 512, New York, NY 10014, U.S.A. (c/o Matrix Advertising Associates, Inc.

Article 3 (Objectives)

The organization shall have objectives to engage in the following activities.
By providing accurate and beneficial information on umami to researchers, chefs, culinary students, dietitians, food journalists and all citizens including home-cooks who are the most common chefs, the organization aim to elevate people’s interest on “food and health,” deepen their understanding on umami, promote dietary education and eventually contribute to improve quality of life,.

Article 4 (Qualification of activities)

Non-profit activities that the organization works for are listed below.

- 1) Promotion of health, medical care and welfare.
- 2) Promotion of academic, cultural, artistic and sports activities
- 3) Promotion of sound upbringing of children
- 4) Promotion of science and technology
- 5) Management, liaison, advice and support of the organizations which works for

activities mentioned above.

Article 5 (Category of activity)

The organization shall engage in non-profit activities to achieve goals mentioned in Article 3.

- (1) To educate about umami
 - To organize seminar and symposia
 - To provide speakers
 - To support research
 - To gather and provide information
 - To create and run websites

CHAPTER 2 MEMBERSHIP

Article 6 (Membership category)

The membership of the organization is defined in two categories mentioned below.

Full member is acknowledged as employee as stated in Non-profit Organization Law (hereinafter referred to as "NPO Law.")

- 1) Full member: a person or an organization who joins the organization approving the organization's objectives.
- 2) Supporting member: a person or an organization that joins the organization approving the organization's objectives and support its activity.

Article 7 (Admission)

- 1. The organization shall be open to all applicants.
- 2. The person who wants to be a member shall fill out an application form authorized by the president and apply to him/her.
- 3. The president must approve application mentioned above except for legitimate reason.
- 4. In case of refusal, the president must notice applicants without delay in written form to explain the reason of refusal.

Article 8 (Membership fee)

Members shall pay membership fee as decided in the annual meeting.

Article 9 (Forfeit of membership)

Members shall forfeit membership if they are applicable below.

- (1) Upon submission of written notice of intent to withdraw
- (2) When members suffer death, adjudication of disappearance, or dissolution of the member organization
- (3) In case of falling behind in their payment of membership fee for two years straight.
- (4) In case of being expelled from the organization

Article 10 (Withdrawal from membership)

Members can withdraw from membership on submission of written notice of intent to withdraw authorized by the president.

Article 11 (Disaffiliation)

1. Upon vote in the general meeting, the organization can expel members in case that they fall on the circumstances mentioned below.

- (1) In case that they violate the statute
- (2) In case that they derogate from the name of the organization or take action against the organization's objectives.

2. Under the circumstances mentioned (1) or (2), the organization must give the member a chance to explain himself/herself before voting.

Article 12 (Non refund of fees)

The organization has no obligation to refund entrance fee, membership fee and other contributions that have already paid.

CHAPTER 3 BOARD OF DIRECTORS

Article 13 (Category and number of officers)

- 1 .The organization shall appoint the following officers below.
 - 1) Directors: the organization shall appoint 3-10 directors.
 - 2) Auditors: the organization shall appoint 1-2 auditors.
- 2 .The organization shall elect one president and two vice-presidents among directors.

Article 14 (Election of directors and auditors)

1. Directors and auditors of the organization shall be appointed in the annual meeting.
2. The president and vice presidents shall be chosen by mutual vote among directors.
3. Officers shall not be allowed to work with their spouse or with more than one relative within third degree kinship. Or an officer and his/her spouse or relatives within third degree kinship shall not be allowed to count for more than one third of all board members.
4. Anyone falls on NPO Law Article 20 shall not be allowed to be a board member of the organization.
5. An auditor shall not hold the post of a director or a secretariat of the organization.

Article 15 (Functions)

1. The president shall represent the organization and shall be responsible for the overall management.
2. The vice president shall support the president. In the event that the president has an accident or is absent, the vice president carry out the president's duties in the order as appointed by the president beforehand.
3. The directors shall constitute the board of directors. They administrate the organization upon the statute and decisions made by annual meetings and board of directors.
4. The auditor shall hold functions mentioned below.
 - (1) To audit directors' administration.
 - (2) To audit the assets of the organization.
 - (3) As a result of audit ruled by the previous clause (2), when the auditor finds any fraud on management or assets of the organization or serious fact to violate the laws or the statute, he/she has obligation to report to general meeting or the metropolitan government.
 - (4) To call for general meeting, if necessary, to report the facts mentioned in (3)
 - (5) To deliver his/her remarks to directors regarding directors' administration or the organization's assets.

Article 16 (Term of office)

1. The term of office of a director shall be two years. A director may be reappointed.
2. The term of office of an officer filling a post shall be the remaining term of the previous officer.
3. The officer shall continue to carry out duties even after resignation or expiration of his/her term of office until a successor is appointed.

Article 17 (To fill vacant positions)

When the directors or auditors lacks over one-third of their members, they must fill out the position without delay.

Article 18 (Dismissal)

1. The organization can dismiss an officer in the case that he/she falls on the situation mentioned below.
 - (1) Due to physical disabilities, an officer is considered to be unable to execute his/her responsibility.
 - (2) In the case of violation of the organization rule or action inappropriate for officers.
2. Under the circumstances mentioned in the clause 1, the organization must give the accused member a chance to explain himself/herself before voting.

Article 19 (Compensation)

1. Up to one- third officers are allowed to be paid.
2. The organization may reimburse officers for the expenses that they have paid for the organization's activities.
3. In accordance with the previous clause 1 and 2, the president shall determine amendment upon approval by general meeting.

CHAPTER 4 MEETING

Article 20 (Category of meeting)

1. There are two kinds of meeting in the organization; general meeting and board member meeting.
2. There are two kinds of general meeting; ordinary general meeting and extraordinary general meeting.

Article 21 (Constituents of general meeting)

General meeting is composed of full members.

Article 22 (Power of general meeting)

The following subjects shall be determined in general meeting.

- (1) Revision of statute
- (2) Dissolution and acquisition
- (3) Activity report and accounting report
- (4) Appointment, dismissal, duties and benefit of officers,
- (5) Entrance fee and annual membership fee
- (7) Imputation of remnant assets on dissolution
- (8) Other important matters related to management

Article 23 (Holding general meeting)

1. Ordinary general meeting shall be held once every year.
2. Extraordinary general meeting is held in the cases mentioned below.
 - (1) The board of directors deems it necessary to hold one and requests to convene the meeting.
 - (2) At least one- fifth of full members request to convene the meeting with written form of the objectives.
 - (3) When the auditor convenes in accordance with Article 15 Clause 4 (4).

Article 24 (Convocation to general meeting)

1. Except for the case ruled in Article 23 Clause 2 (3), the president must call for a general meeting.
2. The president must call for an extraordinary general meeting within 60 days in case of request upon Article 23 Clause 2 (1) and (2) .
3. The notice for a general meeting shall be delivered by the letter or E-mail including date, venue, objectives and agenda at least five days prior to the meeting.

Article 25 (Chair of general meeting)

The chair shall be elected from full members who attend the general meeting.

Article 26 (Quorum of general meeting)

The attendance of half and over of total full members is necessary to open the general meeting.

Article 27 (Resolution at general meeting)

1. Agenda of the general meeting shall be what has already been noticed beforehand mentioned in Article 24 Clause 3, however new issues can be added in case of emergency and half and over of attendants agree to.
2. The proceeding of the general meeting is set forth in the statute. Additional proceedings could be added with a majority vote of attending full members. In the case of tie vote, the chair can decide on his/her own free will.

Article 28 (Right to vote in general meeting)

1. A vote of each full member shall be treated as equal.
2. A full member who is unable to attend a general meeting under unavoidable circumstances can vote by written notification or by proxy for the items noticed beforehand.
3. The full member who voted by proxy shall be considered being present.
4. Regarding resolution at a general meeting, a full member who has a special stake is unable to join the vote.

Article 29 (Minute of general meeting)

1. The organization must take minute covering items listed.
 - (1) Date and venue
 - (2) Number of full members and attendants
(In the case of proxy voting, the number must be mentioned.)
 - (3) Agenda
 - (4) Main points of discussion and contents determined
 - (5) Matters regarding choosing the signatories
2. The minute must be signed or sealed by two signatories who are elected by the chair and general meeting.

Article 30 (Constituents of board of directors)

The board of directors is composed of directors.

Article 31 (Power of board of directors)

The board of directors has a power to decide matters noted in the statute and mentioned below.

- (1) Matters to be added in the general meeting
- (2) Matters related to execution of matters agreed in general meeting.
- (3) Matters related to execution of matters that does not require decision by general meeting.

Article 32 (Holding board of directors)

The board of directors is held in the cases mentioned below.

- (1) The president deems it necessary to hold a meeting.
- (2) Half and over of directors request to convene a meeting with written form of the objectives.

Article 33 (Convocation to board of directors)

1. The president shall call for board of directors.
2. The president must call for board of directors within 30 days dated in a request letter in the case of Article 32 (2).

Article 34 (Chairman of board of directors)

The president shall perform the chair of board directors.

Article 35 (Decision making procedure at board of directors)

1. Agenda in board of directors shall be what has been noticed beforehand mentioned in Article 33 Clause 3, however new issues can be added in case of emergency and at least two-thirds attendants agree to.
2. Decisions at board of directors shall be made by agreement of a majority of the total number of directors. In case of tie vote, the chair can decide on his/her own free will.

Article 36 (Voting in board of directors)

1. A vote of each director shall be treated as equal.
2. A director who is unable to attend in board of directors under unavoidable circumstances can vote by proxy for noticed items beforehand.
3. A director who voted by proxy shall be considered being present in applying Article 35 and Article 37 Clause 1.
4. Regarding resolution in board of directors, a director who has a special stake is unable to join the vote.

Article 37 (Minute of board of directors)

1. The organization must take minute covering points listed.
 - (1) Date and venue
 - (2) Number of directors and attendants
(In case of proxy voting, the number must be mentioned)
 - (3) Agenda
 - (4) Main points of discussion and contents determined
 - (5) Points regarding choosing the chairman
2. The minute must be signed or sealed by two or more signatories who are elected by the chair and general meeting.

CHAPTER 5 ASSETS

Article 38 (Composition)

The assets of the organization shall be composed by asset mentioned below.

- (1) Asset registered in the list of assets on the inauguration
- (2) Entrance fee and annual membership fee
- (3) Donation
- (4) Income generated by asset
- (5) Income generated by activity
- (6) Other income

Article 39 (Classification)

The assets of the organization are regarded assets generated non-profit activity.

Article 40 (Management)

The president manages the asset of the organization. The management procedure shall be decided by the president upon approval by board of directors.

CHAPTER 6 ACCOUNTING

Article 41 (General rule of accounting)

The accounting procedure shall be done in accordance with basic rules mentioned in NPO Law Article 27.

Article 42 (Accounting segment)

The accounting segment of the organization is accounting related to non-profit activity.

Article 43 (Fiscal Year)

The fiscal year of the organization shall begin on April 1st every year and concludes on March 31st of the following year.

Article 44 (Activity plan and account)

The president must draw up an activity plan and a budget for each fiscal year and obtain approval from the board of directors.

Article 45 (Tentative budget)

1. Regardless of Article 44, in the case that the budget cannot be enacted for inevitable reason, the president can use budget in accordance with the budget of the previous year until the date of enacting upon approval of board of directors.
2. The income and expense generated in the budget defined in the previous close shall be included in the newly enacted budget.

Article 46 (Contingency)

1. The organization may include contingency in the budget for overruns and unscheduled expenses.
2. Approval by board of directors shall be required to use contingency.

Article 47 (Addition or correction of budget)

Additions or corrections of enacted budget shall be allowed in the event of inevitable situation upon approval of board of directors.

Article 48 (Activity report and closing)

1. The president must promptly make annual activity report, list of assets, balance sheet and income and expenditure accounts after the end of each fiscal year, obtain approval of auditors and proceedings of a general meeting.
2. Any surplus shall be rolled over to the next fiscal year.

Article 49 (Action on improvisation)

The organization must be approved by board of directors to increase debt, to have another responsibility or to waive any right.

CHAPTER 7 REVISION OF THE STATUTE, DISSOLUTION AND MERGER

Article 50 (Revision of the Statute)

To revise this statute, except for minor items mentioned in NPO Law Article 25 Clause 3, the organization must obtain votes of at least three-quarters of total number of full members and obtain approval from the metropolitan government.

Article 51 (Dissolution)

1. The organization shall be dissolved by reasons below.
 - (1) Resolution in general meeting
 - (2) Inability to succeed in intended non-profit activity
 - (3) Shortage of full members
 - (4) Merger
 - (5) Decision of bankruptcy procedure
 - (6) Revocation of approvals for establishment
2. The organization must obtain approval of at least three-quarters of full members when it is dissolved due to the Article 51 Clause 1 (1).
3. The organization must obtain approval of the metropolitan government when it is dissolved due to Clause 1 (2).

Article 52 (Possession of remaining budget)

The assets of the organization which remain at the point of dissolution must be transferred to the person listed in NPO Law Article 11 Clause 3 and decided in general meeting. (The dissolution caused by merger or decision of bankruptcy procedure is excluded.)

Article 53 (Merger)

To merge with other organization, the organization must win at least three-quarters of votes in general meeting and obtain approval from the metropolitan government.

CHAPTER 8 METHOD OF OFFICIAL ANNOUNCEMENT

Article 54 (Method of Official announcement)

Official announcements of the organization shall be stated on its bulletin board and be noticed on official gazettes.

CHAPTER 9 SECRETARIAT

Article 55 (Placing secretariat)

1. The organization shall place a secretariat to deal with its management.
2. The secretariat shall have a chief secretariat and secretariats. .

Article 56 (Appointment and dismissal of secretary general and staffs)

The president shall appoint and dismiss a secretary general and staffs.

Article 57 (Organization and management of a secretariat)

The president shall decide the issues which are indispensable to form and manage a secretariat upon approval of board of directors.

CHAPTER 10 MISCELLANEOUS PROVISIONS

Article 58 (Byelaw)

The president shall decide byelaws indispensable to enact this statute upon approval of board of directors.

SUPPLEMENTARY PROVISIONS

1. This statute shall be effective on the date of establishment of the organization.
2. The first-generation directors of the organization are listed in appendix.
3. The term of office shall be from the date of establishment of the organization until May 31, 2008 , regardless of Article 16 Clause 1.
4. The fiscal year of the organization shall be from the date of establishment of the organization until March 31, 2008, regardless of Article 43.
5. The first action plan and income and expense budget plan shall be decided by the founders, regardless of Article 8.
6. The first-generation entrance fee and membership fee are listed below, regardless of Article 8.

(1) Entrance fee	Full member	JPY 0
	Supporting member	JPY 0
(2) Annual fee	Full member	JPY 5,000 (per unit)
	Personal Supporting Member	JPY 5,000 (per unit)
	Corporate Supporting Member	JPY50,000 (per unit)

Appendix 1

The first-generation directors

TITLE	NAME
President	Kenzo Kurihara
Vice-President	Takashi Yamamoto
“	Toshihide Nishimura
Director	Kumiko Ninomiya
Auditor	Kazuo Ito

Appendix 2

The current directors

TITLE	NAME
President	Kenzo Kurihara
Vice-President	Takashi Yamamoto
“	Toshihide Nishimura
Director	Kumiko Ninomiya
	Akira Watanabe
Auditor	Mitsuo Arakawa