

## **Articles of Incorporation**

**Cybercrime Investigation Knowledge Forum**

## **Articles of Incorporation of the Cybercrime Investigation Knowledge Forum**

### **Chapter I            General Provisions**

#### **Article 1 (Name)**

The name of the Association will be Ippan Shadan Hojin (General Incorporated Association) Cyber Hanzai Sosa Chosa Knowledge Forum and expressed in English as Cybercrime Investigation Knowledge Forum, which will be abbreviated to CIKF.

#### **Article 2 (Head office location)**

The head office of the Association will be located in Minato Ward, Tokyo.

### **Chapter II            Purposes and projects**

#### **Article 3 (Purposes)**

For Members and law-enforcement agencies, this Association will work to provide an information center offering systematized information and data concerning global cybercrime investigation standards. Through providing this center, this Association will also work to protect our information and communication technology (ICT) society from cybercrime.

#### **Article 4 (Projects)**

In order to achieve the purposes stipulated in Article 3, this Association conducts the following projects:

- (1) Obtaining and providing information and data concerning cybercrime investigation
- (2) Researching and studying cybercrime investigation technologies
- (3) Education and promotion for strengthening organization abilities in systematic cybercrime investigation
- (4) Education and training concerning cybercrime investigation
- (5) Developing qualifications, and operating qualification systems, for cybercrime investigation abilities
- (6) Selling books and magazines concerning cybercrime investigation
- (7) Other projects related to the above

### **Chapter III           Membership**

#### **Article 5 (Memberships)**

The Association has the following memberships:

- (1) Regular Members: Individuals and organizations who agree with the Purposes, and implement the Projects, of the Association.
- (2) Special Members: Government agencies, universities and other such institutions which agree with the Purposes of the Association and are approved by the Board of Directors of the Association
- (3) Supporting Members: Individuals and organizations who agree with the Purposes of, and support the Projects conducted by, the Association.

#### **Article 6 (Entry)**

1. To become a Member, individuals and organizations must apply by going through procedures established by the Board of Directors.
2. The Board of Directors, based on criteria established by the Board of Directors, will approve or reject the entry, and notify the applicant of the decision.

#### **Article 7 (Membership fees)**

1. Members must pay membership fees established at the General Assembly. The membership fees are used to pay the operating costs of the Association.
2. No membership fees already paid to the Association will be refunded.

#### **Article 8 (Withdrawal)**

Members may withdraw from the Association at any time and at their own discretion by submitting a withdrawal notice prescribed by the Board of Directors.

#### **Article 9 (Expulsion)**

If any of the following applies, the Association may, with a General Assembly resolution, expel the relevant Member:

- (1) When the Member violates these Articles of Incorporation or other rules or regulations of the Association
- (2) When the Member damages the reputation of the Association or acts against the Purposes of the Association
- (3) When there are other good reasons to expel the Member

#### **Article 10 (Disqualification)**

1. In addition to the above Articles 8 and 9, if any of the following applies, the relevant Member will become disqualified from membership:
  - (1) When the Member fails to fulfill the payment obligation stipulated in Article 7 for two (2) years or longer
  - (2) When the Member who is an individual passes away or when the Member that is an organization dissolves or becomes bankrupt
2. When a Member becomes disqualified from membership, the Member will lose the rights of membership of the Association and be discharged from obligations to the Association. The Member, however, cannot be discharged from any existing obligations that have not been fulfilled yet.

### **Chapter IV      Members and the General Assembly**

#### **Article 11 (Members)**

Regular Members of the Association will be the Members stipulated in the Act on General Incorporated Associations and General Incorporated Foundations (hereinafter, referred to as the Act).

#### **Article 12 (General Assembly)**

1. The General Assembly will consist of all Members of the Association.
2. The General Assembly in the preceding clause will be the General Assembly stipulated in the Act.

#### **Article 13 (Capacity and power)**

The General Assembly has the capacity and power to resolve the following items:

- (1) Amounts of the entry and membership fees
- (2) Expulsion of Members
- (3) Election and dismissal of Directors and Auditors
- (4) Project reports and account settlement
- (5) Amending the Articles of Incorporation of the Association
- (6) Dissolution, and ownership of residual assets in case of dissolution
- (7) Other matters stipulated by law or these Articles of Incorporation to be resolved by the General Assembly

#### **Article 14 (General Assembly meetings)**

An ordinary General Assembly meeting must be held within three (3) months of the end of each fiscal year, and an extraordinary General Assembly meeting will be held whenever necessary.

#### **Article 15 (Convocation)**

1. Unless otherwise stipulated by law, the Board of Directors will resolve to convene, and the Representative Director will convene General Assembly meetings.
2. Notice for convening a General Assembly meeting will be dispatched at least two (2) weeks prior to the

date of the meeting. Such notice must be made in writing or by email, stating the time, date, location, purposes and agenda items of the meeting.

**Article 16 (Chair)**

The Representative Director will chair the General Assembly meetings. If the Representative Director is unable to do so, the Chairperson of a General Assembly meeting will be elected from among the Members who are present at the meeting.

**Article 17 (Voting rights)**

Each Member has one (1) voting right.

**Article 18 (Adopting resolutions)**

1. Unless otherwise stipulated by law or these Articles of Incorporation, adopting a resolution at a General Assembly meeting will require that Members holding a majority of the voting rights of all Members attend the meeting, and that a majority of the voting rights of the Members so present be exercised to vote for adopting the resolution.
2. Notwithstanding the preceding clause, adopting a resolution for any of the following items will require that a majority of all Members, with two-thirds or more of the voting rights of all Members being exercised, vote for adopting the resolution:
  - (1) Expulsion of Members
  - (2) Election and dismissal of Directors and Auditors
  - (3) Amending the Articles of Incorporation of the Association
  - (4) Dissolution
  - (5) Other matters stipulated by law
3. If a Member is unable to attend a General Assembly meeting, the Member may exercise the right of voting in writing, or by electromagnetic records, for agenda items notified in advance. Or, the Member may exercise the right of voting by proxy. The proxy must be another Member of the Association.

**Article 19 (Minutes)**

1. Minutes must be taken for the General Assembly meetings as stipulated by law.
2. The Chairperson and two (2) signatories elected at the meeting must sign, or affix their names and seals on, the minutes stipulated in the preceding clause.

**Chapter V                      Directors, Auditors and staff**

**Article 20 (Number of Directors and Auditors)**

1. The Association will have Directors and Auditors as follows:
  - (1) Three (3) to fifteen (15) Directors
  - (2) One (1) or two (2) Auditors
2. One (1) of the Directors must be appointed as the Representative Director of the Association. One (1) or two (2) of the Directors may be appointed as the Deputy Representative Director(s) of the Association.

**Article 21 (Elections)**

1. Directors and Auditors must be elected from among the Members by resolutions at the General Assembly of the Association.
2. The Board of Directors, by their resolution, must appoint the Representative Director and Deputy Representative Directors.
3. A person who is a director or employee of this Association, or its subsidiary, may not be an Auditor of the Association.
4. The total number of Directors, their spouses and their relatives within the third degree of kinship (including relatives having special relationships, as stipulated by government ordinance, with the Director) may not exceed one-third of the total number of all Directors. The same applies to Auditors.

**Article 22 (Duties and powers of Directors)**

1. Directors will form the Board of Directors and perform their duties in accordance with the law and these Articles of Incorporation.
2. The Representative Director will represent the Association and administer and execute the operation of the Association in accordance with the law and these Articles of Incorporation. Deputy Representative Directors will assist the Representative Director.
3. The Representative Director must report the performance of his/her duties to the Board of Directors, at least twice every year, with an interval longer than four months.

**Article 23 (Duties and powers of Auditors)**

1. Auditors must audit Director execution of the operation of the Association and prepare audit reports in accordance with the law.
2. Auditors may, at any time, request Directors and employees to report their operation and investigate the operation and finances of the Association.
3. If, as a result of the audit or investigation stipulated in the preceding two clauses, any misconduct, or possible misconduct in the future, by a Director, gross unfairness or violation of the law or these Articles of Incorporation is discovered concerning the operation or finances of the Association, Auditors must report such misconduct, unfairness or violation to the Board of Directors.

**Article 24 (Term of office)**

1. The term of office of Directors and Auditors will expire at the close of the ordinary General Assembly to be held with regard to the last of the fiscal years ending within two (2) years after their election. This, however, does not preclude reappointment.
2. The term of office of a standby Director/Auditor taking over from a former Director/Auditor who resigned before his/her term expired will expire at the end of the former Director/Auditor's term of office.
3. When the necessary number of Director/Auditor posts stipulated in Article 20 of these Articles of Incorporation need to be filled as the Directors/Auditors would like to resign or have completed their terms, new Directors/Auditors must be found to promptly fill their offices. Directors/Auditors will continue to possess rights, and assume obligations, as Directors/Auditors, until new Directors/Auditors replacing them assume their offices.

**Article 25 (Dismissal)**

Directors and Auditors may be dismissed by resolutions at the General Assembly of the Association. Adopting a resolution to dismiss a Director/Auditor will require that a majority of all Members, with two-thirds or more of the voting rights of all Members being exercised, vote for adopting the resolution.

**Article 26 (Remuneration)**

1. Directors and Auditors will receive no remuneration.
2. The Association may pay Directors and Auditors actual expenses required for performing their duties.

**Article 27 (Committees)**

1. The Association may organize Committees.
2. The Committees will research, study and discuss the matters for which they were organized.
3. The Board of Directors, by their resolutions, may appoint and dismiss Committee members.
4. The Board of Directors will decide on necessary matters required for operating the Committees.

**Article 28 (Secretariat)**

The Association may have a Secretariat Office and its staff handling the clerical work of the Association.

**Chapter VI      The Board of Directors****Article 29 (Constituent members)**

1. The Association will have a Board of Directors.

2. The Board of Directors will consist of Directors of the Association.

#### **Article 30 (Capacity and power)**

The Board of Directors has the capacity and power to resolve the following items:

- (1) Deciding on the operation of the Association
- (2) Supervising Director performance of their duties
- (3) Appointing and dismissing the Representative Director and Deputy Representative Directors.

#### **Article 31 (Board of Directors meetings)**

1. Meetings of the Board of Directors have two (2) types: Ordinary and extraordinary meetings. A Board of Directors meeting is invalid unless a majority of the Directors attend the meeting.
2. Ordinary Board of Directors meetings must be held twice annually.
3. An extraordinary Board of Directors meeting must be held when any of the following applies:
  - (1) When the Representative Director considers that such a meeting is necessary
  - (2) When a Director, other than the Representative Director, requests convocation, stating the purpose of the meeting, agenda items and reason for the convocation.

#### **Article 32 (Convocation)**

1. The Representative Director of the Association will convene the Board of Directors meetings.
2. When the Association has no Representative Director, or the Representative Director is unable to convene a Board of Directors meeting, a Deputy Representative Director will convene the meeting. If the Association has no Deputy Representative Director, one of the Directors will convene the meeting.

#### **Article 33 (Chair)**

The Representative Director of the Association will chair the Board of Directors meetings. If the Representative Director is unable to do so, one of the Deputy Representative Directors, in the predetermined order, will chair the Board of Directors meeting. If the Association has no Deputy Representative Director, the Chairperson of the Board of Directors meeting will be elected from among the Directors who are present at the meeting.

#### **Article 34 (Adopting resolutions)**

1. Adopting a resolution at a Board of Directors meeting will require that a majority of all Directors, excluding those with a special interest in an agenda item, attend the meeting, and that a majority of the Directors so present vote for adopting the resolution.
2. Notwithstanding the preceding clause, when a Director makes a proposal on an agenda item at a Board of Directors meeting, and if all Directors entitled to vote on the agenda item manifest, in writing or electromagnetic records, their agreement to such proposal, the proposal will be deemed adopted by the Board of Directors, unless the Auditor(s) expresses dissent. When a Director/Auditor notifies all Directors and Auditors of an item to be reported to the Board of Directors, the item will be deemed reported to the Board of Directors, unless such reporting is required by Article 91-2 of the Act.

#### **Article 35 (Minutes)**

1. Minutes must be taken for the Board of Directors meetings as stipulated by law.
2. The Representative Directors and Auditors who are present must sign, or affix their names and seals, on the minutes stipulated in the preceding clause.

## **Chapter VII      Accounts**

#### **Article 36 (Fiscal year)**

The fiscal year of the Association will commence on December 1 of each year and end on November 30 of the following year.

#### **Article 37 (Project plans and budgets)**

1. By the day before the commencement of each fiscal year, the Representative Director will prepare

project plans and budgets for the Association, and the project plans and budgets will be approved by the Board of Directors. The same applies when revising the project plans or budgets.

2. The documents stipulated in the preceding clause must be kept at the head office of the Association until the relevant fiscal year ends. These documents must be available for public inspection.

**Article 38 (Project report and account settlement)**

1. After each fiscal year ends, the Representative Director must prepare the documents stated below. These documents must be audited by Auditors, approved by the Board of Directors, and then, approved at the ordinary General Assembly.

- (1) Project report
- (2) Balance sheet
- (3) Income statement (Statement of changes in net assets)

2. The documents stipulated in the preceding clause and audit reports must be kept at the head office of the Association for five (5) years. These documents must be available for public inspection. These Articles of Incorporation and Member Register must also be kept at the head office.

**Article 40 (Surplus)**

This Association may not distribute surplus dividends.

**Chapter VIII Revising the Articles of Incorporation and dissolution**

**Article 41 (Revising the Articles of Incorporation)**

These Articles of Incorporation may be revised by General Assembly resolution.

**Article 42 (Dissolution)**

The Association may be dissolved due to a General Assembly resolution or other reasons stipulated by law.

**Article 43 (Ownership of residual assets)**

If the Association is dissolved, the Association's residual assets must be gifted, after General Assembly resolution, to a corporation listed in Article 5-17 of the Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations, the national government or a local government.

**Chapter IX Notification method**

**Article 44 (Notification method)**

Public notices of the Association must be provided by displaying them in a place accessible by the public at the Association's head office.

**Chapter X Miscellaneous provisions**

**Article 45 (Miscellaneous provisions)**

1. In addition to the provisions stipulated in these Articles of Incorporation, the Representative Director, with Board of Directors resolutions, will decide on any and all matters required for the operation of the Association.
2. The Act and other laws and regulations will govern any matters not stipulated in these Articles of Incorporation.

**Supplementary provisions**

1. These Articles of Incorporation will become effective on March 9, 2018.