

# Articles of Incorporation

Okinawa Coastal Protection Alliance (OCPA)\*\*

## Chapter 1: General Provisions

### (Name) – Article 1

This corporation shall be called the “General Incorporated Association Okinawa Coastal Protection Alliance,” and shall be indicated in English as *Okinawa Coastal Protection Alliance* (abbrev.: *OCPA*).

### (Principal Office) – Article 2

The principal office of the corporation shall be located in Yomitan Village, Nakagami District, Okinawa Prefecture.

### (Purpose) – Article 3

This corporation aims to conduct the following projects:

1. Research and study on environmental issues
2. Research and study for sea turtle protection
3. Research and study for marine life conservation
4. Research and study related to coastal protection
5. Projects contributing to the achievement of SDGs through marine and coastal conservation efforts
6. Coastal beautification and conservation projects
7. Nearshore ecosystem monitoring research
8. Planning and management of lectures, training, and events related to environmental issues, sea turtle protection, and marine life conservation

9. Planning and management of educational events such as seminars, lectures, and training for young people related to environmental issues and marine life protection
10. Operation of facilities and contracting of facility management
11. Planning and sale of awareness-raising goods for marine conservation
12. Any business incidental to the preceding items

### **(Public Notices) – Article 4**

Public notices of the corporation shall be made via publication in the Official Gazette.

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## **Chapter 2: Members**

### **(Membership Categories) – Article 5**

The corporation shall have four types of members. “Regular Members” shall be regarded as “Members (Shain)” as defined by the General Incorporated Associations and Foundations Act.

1. Regular Members: Individuals or organizations that agree with the corporation’s purpose
2. General Members: Individuals or organizations mainly participating in activities
3. Supporting Members: Individuals or organizations joining to support the corporation
4. Honorary Members: Persons of merit or experts recommended by the General Assembly

### **(Admission) – Article 6**

Applicants shall submit the prescribed application form and must be approved by a majority vote of the Directors.

### **(Admission Fees and Membership Fees) – Article 7**

1. Regular Members shall pay admission and membership fees as determined by the General Assembly.
2. General Members shall pay membership fees as determined by the General Assembly.

3. Supporting Members shall pay membership fees as determined by the General Assembly.

### **(Voluntary Withdrawal) – Article 8**

Members may withdraw at any time by submitting the prescribed withdrawal form.

### **(Expulsion) – Article 9**

A member may be expelled by special resolution of the General Assembly if they:

1. Violate these Articles or other rules
2. Damage the reputation of the corporation or act against its purpose
3. Otherwise have a justifiable reason for expulsion

### **(Loss of Membership Status) – Article 10**

A member shall lose their membership if:

1. They fail to pay dues for over one year
2. All members consent to termination
3. The individual dies or the organization dissolves
4. They are expelled

### **(Rights and Obligations After Loss of Membership) – Article 11**

Members who lose their membership rights also lose all rights as members and are relieved from obligations, except for obligations already due. Fees already paid will not be refunded.

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## **Chapter 3: General Assembly**

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

The corporation shall hold both ordinary and extraordinary General Assemblies. The ordinary General Assembly shall be held within two months after the end of each business year.

### **(Location) – Article 13**

The General Assembly shall be held at the principal office or another venue designated by the Representative Director.

### **(Convocation) – Article 14**

The General Assembly shall be convened by the Representative Director based on a majority vote of the Directors. Notice must be given at least five days before the meeting.

### **(Resolutions) – Article 15**

Resolutions shall be adopted by a majority vote of attending members, provided that more than half of the members with voting rights are present.

### **(Voting Rights) – Article 16**

Each Regular Member shall have one vote.

### **(Chairperson) – Article 17**

The Representative Director shall serve as chairperson. If unable, a chairperson shall be elected during the meeting.

### **(Minutes) – Article 18**

Meeting minutes shall be prepared in accordance with laws and kept at the principal office for ten years.

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## **Chapter 4: Officers**

### **(Number of Directors) – Article 19**

The corporation shall have one or more Directors, and one of them shall serve as Representative Director.

### **(Election) – Article 20**

Directors shall be elected by the General Assembly from among the members, under conditions such as one year of volunteer experience and one-year residency in Okinawa. Exceptions may be approved by the Board.

### **(Term of Office) – Article 21**

The term of a Director shall end at the conclusion of the ordinary General Assembly for the business year ending within two years of election.

### **(Representative Director and Authority) – Article 22**

The Representative Director represents and oversees the operations of the corporation.

### **(Compensation) – Article 23**

Officer compensation shall be determined by resolution of the General Assembly.

### **(Restrictions on Transactions) – Article 24**

Directors engaging in self-interested or conflicting transactions must disclose important facts and receive approval from the General Assembly.

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## **Chapter 5: Accounting**

### **(Business Year) – Article 25**

The business year runs from May 1 to April 30.

### **(Business Plan and Budget) – Article 26**

The Representative Director shall prepare the business plan and budget before each business year begins, to be approved by the General Assembly.

### **(Prohibition of Surplus Distribution) – Article 27**

The corporation shall not distribute surplus funds.

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## **Chapter 6: Amendments and Dissolution**

## **(Amendments) – Article 28**

These Articles may be amended by special resolution of the General Assembly.

## **(Dissolution) – Article 29**

The corporation shall dissolve under the following circumstances:

1. Special resolution by the General Assembly
2. Loss of all members
3. Merger (if absorbed and dissolved)
4. Commencement of bankruptcy proceedings
5. Other statutory reasons

## **(Residual Assets) – Article 30**

Remaining assets shall be donated to a public interest incorporated association or foundation, or a certified NPO under tax law.

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# **Chapter 7: Supplementary Provisions**

## **(First Business Year) – Article 31**

The first business year shall run from the date of establishment until April 30, 2022.

## **(Establishment Representative Director) – Article 32**

Name and address of the founding Representative Director:

Bastian Carl

Address: Yomitan Village, Okinawa Prefecture

## **(Founding Members) – Article 33**

Founding members and their addresses:

- Bastian Carl

- Munetaka Machida

### **(Governing Laws) – Article 34**

Matters not provided in these Articles shall be governed by the General Incorporated Associations Act and other applicable laws.