

Statutes of the Marine Eco-Label Japan Council

Chapter 1 General Provisions

Article 1 (Name)

The name of the association shall be the Marine Eco-Label Japan Council (hereinafter “the MEL Council”), which is a general incorporated association under the Act on General Incorporated Associations and General Incorporated Foundations.

Article 2 (Office)

- 1 The MEL Council shall have its principal office at 1-9-13 Akasaka, Minato-ku, Tokyo, Japan.
- 2 The MEL Council may establish a secondary office with the approval of the Board of Directors.

Chapter 2 Objectives and Activities

Article 3 (Objectives)

The MEL Council shall promote the efforts of producers who proactively conduct sustainable management of marine resources and conservation of aquatic ecosystems, as well as the efforts of processors and distributors who proactively deal in the sustainable seafood from such producers. The MEL Council shall enhance awareness of resources management and traceability in seafood processing and distribution, aiming to contribute to consumer choice and stakeholder trust.

Article 4 (Activities)

The MEL Council shall engage in the following activities to achieve the objectives stated in the preceding article.

- (1) Development of standards and guidelines for the operation and management of the Marine Eco-Label Japan (MEL) Scheme, which certifies producers who proactively conduct sustainable management of fisheries resources and conservation of aquatic ecosystems.
- (2) Dissemination by communicating information on MEL activities both domestically and internationally, enhancing mutual recognition with other certification schemes overseas.
- (3) Research, data collection, and analysis on resource management and the Chain of Custody (CoC) to contribute to the activities stated in (1) and (2).
- (4) Other activities required to achieve the objectives of the MEL Council.

2 Activities listed in the items of the preceding clause shall be conducted in Japan and abroad.

Chapter 3 Membership

Article 5 (Types of Membership)

1 Membership of the MEL Council shall be composed of the following two types. Full Members shall be “members” as stipulated under the Act on General Incorporated Associations and General Incorporated Foundations (hereinafter “Act on General Incorporation”). The MEL Council shall ensure a well-balanced representation of stakeholders and their geographical distribution.

- (1) Full Members: Groups who join the MEL Council with endorsement of its objectives.
- (2) Supporting Members: Groups who join the MEL Council to support its activities.

2 Members must not be associated with any anti-social forces.

Article 6 (Acquisition of Membership)

1 Groups who wish to join the MEL Council must make application for membership as provided by the Board of Directors. Upon approval by the Board of Directors, Membership shall be granted.

2 Members must notify the MEL Council promptly of any changes in their Name, Address, or Representative.

Article 7 (Enrolment Fee and Membership Fee)

Members must pay an Enrolment Fee when they join, and an annual Membership Fee as stipulated separately, to cover the recurrent costs of MEL activities.

Article 8 (Voluntary Withdrawal)

1 Members may withdraw at any time by submitting a notice of withdrawal stipulated separately by the Board of Directors. However, any membership fees already paid shall not be refunded.

2 Upon withdrawal of one member, the balance of the membership stipulated in Article 5.1 must be carefully reconsidered.

Article 9 (Expulsion)

1 In case any of the following applies to a member, the MEL Council may expel such member by resolution of the General Membership Meeting.

- (1) Violation of these Statutes of the MEL Council or other regulations,
- (2) Engagement in actions causing damage to the reputation of the MEL Council, or contrary to the objectives of the MEL Council, or
- (3) Existence of legitimate reasons for revoking of membership status other than those in the preceding two items.

2 In the event of expulsion of a member stipulated in the items of the preceding clause, the member must be given an opportunity for explanation at the General Membership Meeting.

Article 10 (Loss of Membership)

In addition to the cases stipulated in Article 8 and 9, Members shall lose their membership in case of any of the following:

- (1) In case the Membership Fees stipulated in Article 7 are in arrears for two years or more in succession,
- (2) By consensus of all Full Members, or
- (3) In case the member is deceased or dissolved.

Chapter 4 General Membership Meeting

Article 11 (Composition)

- 1 The General Membership Meeting shall be composed of all Full Members.
- 2 The General Membership Meeting stipulated in the preceding clause shall be a “general assembly” as stipulated in the Act on General Incorporation.

Article 12 (Authority)

The General Membership Meeting shall make resolutions on the following matters:

- (1) Expulsion of Members
- (2) Appointment and dismissal of Directors and Audit & Supervisory Board Members
- (3) Remuneration for Directors and Audit & Supervisory Board Members
- (4) Approval of the balance sheet and the profit and loss statement (statement of changes in net assets)
- (5) Amendments to the Statutes of the MEL Council
- (6) Dissolution and disposition of residual assets
- (7) Other important issues related to management of the MEL Council
- (8) Other matters stipulated in laws and regulations or in these Statutes of the MEL Council to be resolved at the General Membership Meeting.

Article 13 (Convention)

A Regular General Membership Meeting shall be convened once a year within three months from the end of each fiscal year. An Extraordinary General Membership Meeting may be convened when necessary.

Article 14 (Convocation)

- 1 The General Membership Meeting shall be convened by the President in accordance with the resolution of the Board of Directors, unless stipulated otherwise by laws and regulations.
- 2 Full Members who have at least one-tenth of the voting rights of all the Full Members may petition the President to convene a General Membership Meeting by indicating the reason for convocation and the matters to be taken up at the General Membership Meeting.

Article 15 (Chairperson)

The President of the MEL Council shall serve as Chairperson of the General Membership Meeting.

Article 16 (Voting Rights)

- 1 Each Full Member shall have one vote in the General Membership Meeting.
- 2 A Full Member who is not able to attend the General Membership Meeting may participate in voting by a proxy or by notifying the President in writing of agreement or disagreement with the resolution matters by the end of business hours prior to the General Membership Meeting,
- 3 In case of voting by proxy, written proof of right of proxy must be submitted to the MEL Council.
- 4 A vote by proxy shall be counted as part of the vote of Full Members who attend the General Membership Meeting.

Article 17 (Resolutions)

- 1 Resolutions at the General Membership Meeting shall be adopted by a majority vote of the Full Members in attendance who have voting rights, provided that the Full Members with a majority of the voting rights are present.
- 2 Notwithstanding the stipulations of the preceding clause, resolutions at the General Membership Meeting on the following matters shall be adopted by at least a two-thirds majority of the votes of all Full Members and with a quorum of at least one-half of the total number of Full Members.
 - (1) Expulsion of Members
 - (2) Dismissal of Audit & Supervisory Board Members
 - (3) Amendments to the Statutes of the MEL Council
 - (4) Dissolution
 - (5) Matters other than those listed in the preceding items which are stipulated in laws and regulations

Article 18 (Meeting Minutes)

- 1 The proceedings of the General Membership Meeting shall be recorded in the meeting minutes drafted in accordance with laws and regulations.
- 2 The Chairperson and two or more signers of the meeting minutes elected by the General Membership Meeting shall sign and affix their seals to the meeting minutes stipulated in the preceding clause.

Chapter 5 Officers

Article 19 (Appointment of Officers)

The MEL Council shall appoint the following officers:

- (1) Directors: minimum of three and maximum of 20 directors
- (2) Audit & Supervisory Board Members: maximum of three Audit & Supervisory Board Members
- 2 One of the Directors shall be the representative director.
- 3 One or more of the Directors, other than the representative director, shall be executive director(s).

Article 20 (Election of Officers)

- 1 Directors and Audit & Supervisory Board Members shall be elected by resolution of the General

Membership Meeting.

- 2 A President, Vice President, and senior managing director shall be appointed from among the Directors by resolution of the Board of Directors.
- 3 The President stated in the preceding clause shall be “representative director” as defined in the Act on General Incorporation, and the senior managing director shall be “executive director” as defined in the Act on General Incorporation.
- 4 No more than one third of the total number of Directors shall be from the same family (relatives within three degrees of consanguinity, or with special relations determined by law), or from the same organization (except a public benefit corporation) as a director or an employee, or have any other close reciprocal relationship defined by the legislation.
- 5 The position of Director and Audit & Supervisory Board Members shall not be held simultaneously.
- 6 Employees of the MEL Council shall not be included among Audit & Supervisory Board Members.

Article 21 (Rights and Obligation of Directors)

- 1 Directors shall compose the Board of Directors and shall execute the operations of the MEL Council as stipulated by law and these Statutes of the MEL Council.
- 2 The President shall represent the MEL Council and shall execute the duties as defined by law and these Statutes of the MEL Council. Executive Directors shall share in executing duties as defined separately by the Board of Directors.
- 3 The Vice President shall assist the President. In case the President is incapacitated or otherwise absent, the Vice President shall perform the duties of the President.
- 4 The President and Executive Directors shall report on the state of their performance to the Board of Directors at least twice a year at intervals of four months or longer.

Article 22 (Rights and Obligations of Audit & Supervisory Board Members)

- 1 Audit & Supervisory Board Members shall monitor the performance of Directors and, as stipulated by laws and regulations, shall draft supervisory audit reports.
- 2 Audit & Supervisory Board Members may request Directors and employees to report at any time on their performance, and may further investigate activities and finances of the MEL Council.

Article 23 (Officer Term of Office)

- 1 The term of office of Directors shall be until the conclusion of the regular General Membership Meeting regarding the final business year that ends within two years from their appointment. Re-appointment of Directors is not precluded.
- 2 The term of office of Audit & Supervisory Board Members shall be until the conclusion of the regular General Membership Meeting regarding the final business year that ends within four years from their appointment. Re-appointment of Audit & Supervisory Board Members is not precluded.
- 3 The term of office of a Director or an Audit & Supervisory Board Members who is appointed as a substitute shall be until the expiration of the term of office of the predecessor.

4 In case where a shortage occurs in the number of officers prescribed in Article 19, officers who have retired due to the expiration of their term of office or by resignation shall continue to serve with the rights and obligations of officers until newly appointed successors assume office.

Article 24 (Dismissal of Officers)

Directors and Audit & Supervisory Board Members may be dismissed by resolution of the General Membership Meeting.

Article 25 (Remuneration)

- 1 The remuneration for Directors and Audit & Supervisory Board Members shall be gratuitous. However, full-time Directors and Audit & Supervisory Board Members may be paid remuneration based on resolution of the General Membership Meeting in line with the guidelines on remuneration stipulated by resolution of the General Membership Meeting.
- 2 Directors and Audit & Supervisory Board Members may be paid expenses associated with their obligations.

Article 26 (Partial Exemption of the Officers from Liability for Damages)

The Liability of the Officers for Compensation for Damages as set forth in Article 111, paragraph 1 of the Act on General Incorporation may be exempted up to the amount obtained by deducting the amount of minimum liability stipulated in laws and regulations by resolution of the Board of Directors, where it is recognized as meeting necessary requirements stipulated in laws and regulations.

Article 27 (Councillors)

- 1 The MEL Council may appoint Councillors.
- 2 Councillors shall be delegated by the President either from members or among intellectuals based on resolution of the Board of Directors.
- 3 Forming a Councillors Committee, Councillors may state their opinions either by participating in meetings of the Board of Directors or in response to consultation by the President.
- 4 The term of office of Councillors shall be two years.
- 5 The remuneration for Councillors shall be gratuitous.

Article 28 (Senior Advisors)

- 1 The MEL Council may have several Senior Advisors.
- 2 Senior Advisors shall be delegated by the President based on resolution of the Board of Directors.
- 3 Senior Advisors shall perform the following duties:
 - (1) Provide advice to the President
 - (2) Provide advice to the Board of Directors and in the General Membership Meeting
- 4 The term of office of Senior Advisors shall be two years.
- 5 The remuneration for Senior Advisors shall be gratuitous. However, expenses incurred shall be

compensated.

Chapter 6 Board of Directors

Article 29 (Composition)

- 1 The MEL Council shall have a Board of Directors.
- 2 The Board of Directors shall consist of all Directors.

Article 30 (Authority)

The Board of Directors shall perform the following duties:

- (1) Making resolutions concerning MEL Council management and operation
- (2) Supervising the execution of duties by Directors
- (3) Election and dismissal of the President, Vice President, or senior managing director (Executive Director)

Article 31 (Convocation)

- 1 Meetings of the Board of Directors shall be convened and chaired by the President.
- 2 In case the President is incapacitated or otherwise absent, the Executive Director shall convene the Meeting of the Board of Directors.

Article 32 (Resolutions)

- 1 Resolutions before the Board of Directors shall be adopted by a majority vote of Directors in attendance, provided that a majority of the Directors are present excluding Directors who have a direct interest in the issue.
- 2 Notwithstanding the stipulation of the preceding clause, if the requirements set forth in the Act on General Incorporation, Article 96 are fulfilled, the resolution matters proposed by Directors shall be deemed to be passed by resolution by the Board of Directors.

Article 33 (Meeting Minutes)

- 1 The proceedings of the Board of Directors shall be recorded in the meeting minutes drafted in accordance with laws and regulations.
- 2 The President and Audit & Supervisory Board Member (s) who attended shall sign and affix their seals to the meeting minutes provided in the preceding clause.

Chapter 7 Property and Accounting

Article 34 (Assets Composition)

Properties of the MEL Council consist of the following:

- (1) Membership fee

- (2) Donation
- (3) Income from activities
- (4) Income from property
- (5) Other income

Article 35 (Assets Type)

- 1 The properties of the MEL Council are divided into basic assets and ordinary assets.
- 2 Basic assets shall be those that have been resolved by the Board of Directors.
- 3 Ordinary assets shall be assets other than basic assets, and the expenses of the MEL Council shall be paid with ordinary assets.

Article 36 (Assets Management)

The properties of MEL Council are managed by the President, and the method is determined separately by the President after voting by the Board of Directors.

Article 37 (Business Year)

The business year of the MEL Council shall be from April 1 each year until March 31 of the following year.

Article 38 (Business Plans and Budget of Income and Expenditures)

The Business Plan and Budget of Income and Expenditures of the MEL Council shall be prepared by the President and shall be approved by the Board of Directors by the day before the start of each business year. The same shall apply to amendments thereof.

Article 39 (Business Reports and Settlement of Accounts)

- 1 Business and financial reports of the MEL Council, as listed below, shall be drafted by the President and inspected by the Audit & Supervisory Board Members after the end of each business year. The reports shall be approved by the Board of Directors.
 - (1) Business report
 - (2) Supplementary detailed statement accompanying the business report
 - (3) Balance sheet
 - (4) Statement of profit and loss (statement of changes in net assets)
 - (5) Supplementary detailed statements accompanying the balance sheet and statement of profit and loss (statement of changes in net assets)
- 2 Documents (1) and (2) in the preceding clause shall be reported to the regular General Membership Meeting. Documents (3), (4), and (5) in the preceding clause shall be approved at the regular General Membership Meeting.
- 3 In addition to the documents listed in the preceding clause 1, supervisory audit reports shall be kept for five years at the principal office, and for three years at a secondary office. Furthermore, the

Statutes of the MEL Council and a List of Members shall be kept at the principal office and shall be made publicly available.

Chapter 8 Amendments to the Statutes, and Dissolution

Article 40 (Amendments to Statutes of the MEL Council)

These Statutes may be amended by resolution of the General Membership Meeting.

Article 41 (Dissolution)

The MEL Council shall be dissolved by resolution of the General Membership Meeting or in accordance with other laws and regulations.

Article 42 (Ownership of Residual Assets)

- 1 Residual assets possessed by the MEL Council upon its liquidation shall be donated to corporations listed in Article 5, paragraph 17 of the Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations, or to a national or local public body by resolution of the General Membership Meeting.
- 2 The MEL Council shall not distribute surplus funds.

Chapter 9 Committees

Article 43 (Establishment of Committees)

- 1 The MEL Council may form specialised committees or expert committees by resolution of the Board of Directors to conduct operations in a smooth manner.
- 2 A Commissioner of the specialised committees or expert committees shall be delegated by the President by resolution of the Board of Directors.

Chapter 10 Secretariat

Article 44 (Secretariat)

- 1 A Secretariat shall be formed to handle the administrative affairs of the MEL Council.
- 2 The Secretariat shall retain a Chief of the Secretariat and other staff.
- 3 The Chief of the Secretariat and any other significant posts shall be appointed or dismissed by the President with approval of the Board of Directors.
- 4 Staff other than stated in the preceding clause shall be appointed or dismissed by the President.
- 5 Administrative and operational rules required for the Secretariat shall be determined separately by resolution of the Board of Directors.

Chapter 11 Information Disclosure, and Protection of Personal Information

Article 45 (Information Disclosure)

- 1 The MEL Council shall disclose information pertaining to its activities, its management, and finances to promote fair and transparent operation.
- 2 Other necessary issues regarding information disclosure shall be regulated separately by resolution of the Board of Directors.

Article 46 (Protection of Personal Information)

The MEL Council shall make any and all efforts to protect personal information that has been obtained through its operation.

Chapter 12 Method of Public Notification**Article 47 (Method of Public Notification)**

For public notification of the MEL Council, a notice shall be posted in a place easily viewable by the public at the principal office.

Supplementary Provision

These Statutes of the MEL Council shall come into effect as of December 1, 2016.

Supplementary Provision

These Statutes of the MEL Council shall come into effect as of June 26, 2017.

Supplementary Provision

These Statutes of the MEL Council shall come into effect as of June 21, 2019.