

Japan Accreditation Board for Nursing Education

Statutes

Enacted: October 5, 2018

Amended: June 26, 2020

Amended: June 25, 2021

Chapter 1: General Provisions

(Name)

Article 1: This organization shall be called the Japan Accreditation Board for Nursing Education, abbreviated as JABNE.

(Office)

Article 2: The principal office of this organization shall be in Chiyoda-ku, Tokyo, Japan.

2-2. Secondary offices may be established in other necessary locations by resolution of the Board of Directors. The same procedure shall apply to any changes or abolishment of such offices.

Chapter 2: Objectives and Activities

(Objectives)

Article 3: The purpose of this organization is to ensure the quality of nursing education at Japanese universities by conducting fair and appropriate evaluations of nursing education programs. Through this work, the organization aims to enhance educational and research activities and contribute to public health, medical care, and welfare.

(Activities)

Article 4: To achieve the objectives outlined in the preceding article, the organization shall carry out the following activities:

- (1) Evaluation of nursing education programs
- (2) Development and revision of evaluation standards for nursing education programs
- (3) Support activities for the enhancement and improvement of nursing education programs
- (4) Research and studies related to the enhancement and improvement of nursing education programs
- (5) Public relations activities related to nursing education evaluation

(6) Collaboration with related organizations

(7) Other activities necessary to achieve the organization's objectives

4-2. These activities shall be conducted nationwide in Japan.

Chapter 3: Assets and Accounting

(Contribution of Assets)

Article 5: The assets contributed by the founding entity upon the establishment of this organization are as follows:

- Founding Entity: Japan Association of Nursing Programs Universities (JANPU)
- Assets: Cash
- Amount: 30 million yen

(Types of Assets)

Article 6: The assets of this organization shall be classified into two categories: basic assets and other assets.

6-2. Basic assets are those deemed essential for achieving the organization's objectives and shall be designated by the Board of Directors.

6-3. Other assets refer to all assets that are not classified as basic assets.

(Maintenance and Disposal of Basic Assets)

Article 7: The organization shall strive to properly maintain and manage its basic assets.

7-2. Disposal or pledging of any basic assets shall require approval from both the Board of Directors and the Council of Representatives.

(Management and Operation of Assets)

Article 8: The President shall be responsible for the management and operation of the organization's assets. Specific methods for managing and operating these assets shall be determined separately by resolution of the Board of Directors.

(Fiscal Year)

Article 9: The fiscal year of this organization shall begin on April 1 each year and end on March 31 of the following year.

(Business Plan and Budget)

Article 10: The President shall prepare the business plan and budget for each fiscal year before the start of the fiscal year. These documents must be approved by the Board of Directors and reported to the Council of Representatives. The same procedure shall apply to any modifications.

(Business Report and Financial Statements)

Article 11: After the end of each fiscal year, the President shall prepare the following documents, which must undergo audit by the Auditor, be approved by the Board of Directors, and be submitted to the Annual Council of Representatives' Meeting. The contents of documents (1) and (2) shall be reported, while documents (3) to (6) must receive formal approval:

- (1) Business Report
- (2) Detailed Statement of the Business Report
- (3) Balance Sheet
- (4) Income Statement (Statement of Changes in Net Assets)
- (5) Detailed Statement of the Balance Sheet and Income Statement
(Statement of Changes in Net Assets)
- (6) Inventory of Assets

(Long-Term Loans and Disposal or Acquisition of Important Assets)

Article 12: If this organization intends to borrow funds, excluding short-term loans that can be repaid within the fiscal year's revenue, approval must be obtained from at least two-thirds of the total number of directors eligible to vote in the Board of Directors.

12-2. If this organization intends to dispose of or acquire important assets, the same two-thirds majority approval from the Board of Directors shall be required.

Chapter 4: Council of Representatives

(Number of Representatives)

Article 13: This corporation shall have no fewer than six (6) and no more than nine (9) Council of Representatives.

(Appointment and Dismissal of Representatives)

Article 14: A Council Representative shall be appointed or dismissed by resolution of the Council of Representatives.

14-2. A Council Representative may not concurrently serve as a director, Auditor, or employee of this corporation or its subsidiaries.

(Authority)

Article 15: Council Representatives shall constitute the Council of Representatives and participate in resolutions concerning the matters stipulated in Article 18, Paragraph 2.

(Term of Office)

Article 16: The term of office of a Council Representative shall expire at the Conclusion of the regular Council of Representatives meeting held for the final fiscal year ending within four (4) years of appointment. Reappointment is permitted; however, continuous reappointment shall not exceed two consecutive terms.

16-2. The term of office of a Council Representative appointed as a substitute for one who resigned before the expiration of their term shall be the remainder of the predecessor's term.

16-3. Even after resignation or expiration of term, if the number of Council Representatives fall below the minimum specified in Article 13, the outgoing Representatives shall retain their rights and obligations until a successor is appointed.

(Compensation)

Article 17: Council Representatives shall serve without compensation. However, reimbursement may be provided for expenses incurred in the performance of their duties.

Chapter 5: Council of Representatives Meetings

(Composition and Authority)

Article 18: The Council of Representatives shall consist of all Council Representatives.

18-2. The Council of Representatives shall resolve the following matters:

- (1) Appointment and dismissal of Council Representatives
- (2) Appointment and dismissal of Directors and Auditors
- (3) Determination of remuneration for Directors and Auditors
- (4) Amendments to the Articles of Incorporation
- (5) Approval of financial statements and related documents for each fiscal Year
- (6) Disposal of residual assets
- (7) Approval of disposal or exclusion of basic assets
- (8) Mergers or transfer of all or part of the business
- (9) Other matters stipulated by the Act on General Incorporated Associations and General Foundations (hereinafter referred to as the "General Corporation Act") and these Articles of Incorporation

Article 19: Council of Representatives meetings shall consist of Regular and Extraordinary Meetings.

19-2. Regular Meetings shall be held within three (3) months after the end of each (Types and Timing of Meetings) fiscal year.

19-3. Extraordinary Meetings may be held at any time when necessary.

(Convocation)

Article 20: Unless otherwise provided by law, meetings of the Council of Representatives shall be convened by the President based on a resolution of the Board of Directors.

20-2. Council Representatives may request the Directors to convene a meeting by specifying the purpose and reason for the request.

20-3. Upon such request, the President shall convene the meeting without delay.

20-4. In the following cases, the requested Council Representatives may convene the meeting with the permission of the court:

- (1) If the meeting is not convened promptly after the request
- (2) If no notice of convocation is issued within six (6) weeks from the date of the request

(Convocation)

Article 20: Unless otherwise provided by law, meetings of the Council of Representatives shall be convened by the President based on a resolution of the Board of Directors.

20-2. Council Representatives may request the Directors to convene a meeting by specifying the purpose and reason for the request.

20-3. Upon such request, the President shall convene the meeting without delay.

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- (1) If the meeting is not convened promptly after the request
- (2) If no notice of convocation is issued within six (6) weeks from the date of the request

(Notice of Convocation)

Article 21: The President shall issue a written notice of convocation to all Council Representatives at least one (1) week prior to the meeting date, specifying the date, time, location, and agenda.

21-2. If all Council Representatives Consent, the meeting may be held without formal convocation procedures.

(Chairperson)

Article 22: The chairperson of the Council of Representatives meeting shall be elected among the attending Council Representatives.

(Quorum)

Article 23: Council of Representatives meetings may not be held unless a majority of the Council Representatives are present.

(Resolutions)

Article 24: Resolutions of the Council of Representatives shall be adopted by a majority of the Council Representatives eligible to vote who are present.

24-2. The following resolutions require a supermajority of at least two-thirds of the Council Representatives eligible to vote:

- (1) Dismissal of Auditors
- (2) Amendments to the Articles of Incorporation
- (3) Disposal of residual assets
- (4) Mergers or transfer of all or significant part of the business
- (5) Approval of disposal or exclusion of basic assets
- (6) Other matters stipulated by law or these Articles of Incorporation

(Omission of Resolution)

Article 25: If a Director proposes a resolution on a matter that is the purpose of the Council of Representatives meeting, and all Council Representatives eligible to vote express their consent in writing or by electronic means, the proposal shall be deemed approved by resolution of the Council of Representatives.

(Omission of Reporting)

Article 26: If a director notifies all Council Representatives of a matter to be reported at the Council of Representatives meeting, and all Council Representatives express their consent in writing or by electronic means to omit the report, the matter shall be deemed to have been reported.

(Minutes)

Article 27: Minutes of the Council of Representatives meeting shall be prepared in accordance with applicable laws and shall be signed and sealed by the chairperson and one attending Director.

(Operation of the Council of Representatives)

Article 28: Matters necessary for the operation of the Council of Representatives, other than those stipulated by law or these Articles of Incorporation shall be separately determined by the Council of Representatives.

Chapter 6: Officers

(Types and Number of Officers)

Article 29: This corporation shall have the following officers:

- (1) Directors: not fewer than nine (9) and not more than fifteen (15)
- (2) Auditors: not fewer than two (2) and not more than three (3)

29-2. One of the Directors shall serve as the Representative Director under the General Corporation Act and shall be designated as the President.

29-3. The corporation may appoint up to two (2) Executive Directors. The number of Executive Directors shall be determined by resolution of the Board of Directors, and they shall be designated as Executive Directors under Article 91, Paragraph 1, Item 2 of the General Corporation Act, as applied mutatis mutandis by Article 197.

29-4. Up to three (3) Directors other than the Representative Director and Executive Directors may also be designated as Executive Directors under the same provision.

(Appointment, etc.)

Article 30: Directors and Auditors shall be appointed by resolution of the Council of Representatives.

30-2. The Representative Director, Executive Directors, and other Executive Directors shall be selected from among the Directors by resolution of the Board of Directors.

30-3. The Director selected as Representative Director shall serve as the President.

30-4. Auditors may not concurrently serve as Directors or employees of this corporation or its subsidiaries.

30-5. The total number of Directors who are spouses or relatives within the third degree of kinship of any other Director shall not exceed one-third of the total number of Directors. The same applies to Auditors.

30-6. The total number of Directors who are officers or employees of another organization (excluding public interest corporations or similar entities as defined by government ordinance), or who are otherwise deemed to have a close mutual relationship under applicable laws, shall not exceed one-third of the total number of Directors. The same applies to Auditors.

(Duties and Authority of Directors)

Article 31: Directors shall constitute the Board of Directors and participate in decisions regarding the execution of the corporation's operations as stipulated in these Articles of Incorporation.

31-2: The President shall represent the corporation and execute its operations. Executive Directors shall share operational responsibilities as separately determined by the Board of Directors.

31-3. The President and Executive Directors shall report the status of their duties to the Board of Directors at least twice per fiscal year, at intervals not exceeding four (4) months.

(Duties and Authority of Auditors)

Article 32: Auditors shall perform the following duties:

- (1) Audit the execution of duties by Directors and prepare audit reports in accordance with applicable laws
- (2) Investigate the status of the corporation's operations and assets, and audit financial statements and business reports for each fiscal year
- (3) Attend Board of Directors meetings and express opinions when deemed necessary
- (4) Report to the Council of Representatives and the Board of Directors if a Director engages in or is likely to engage in misconduct, or if there is a violation of laws or the Articles of Incorporation, or any significantly improper act
- (5) Request the President to convene a Board of Directors meeting when necessary for reporting under the preceding item; if no notice of convocation is issued within five (5) days of the request for a meeting to be held within two (2) weeks, the Auditor may convene the meeting directly
- (6) Investigate proposals, documents, and other items to be submitted by Directors to the Council of Representatives, and report any violations of laws or the Articles of Incorporation, or significantly improper matters
- (7) Request a Director to cease any act that is outside the scope of the corporation's purpose or violates laws or the Articles of Incorporation, if such act is likely to cause significant harm to the corporation
- (8) Exercise other legal powers granted to Auditors

(Term of Office)

Article 33: The term of office of Directors shall expire at the conclusion of the regular Council of Representatives meeting held for the final fiscal year ending within two (2) years of appointment. Reappointment is permitted; however, continuous reappointment shall not exceed three (3) consecutive terms.

33-2. The term of office of Auditors shall be the same as that of Directors.

33-3. The term of office of a Director or Auditor appointed as a substitute shall be the remainder of the predecessor' s term.

33-4. The term of office of a Director appointed due to an increase in the number of Directors shall be the same as the remaining term of the other incumbent Directors.

33-5. Directors and Auditors shall retain their rights and obligations even after resignation or expiration of term, until successors are appointed, if the number of officers falls below the minimum specified in Article 29, Paragraph 1.

(Dismissal)

Article 34: Directors or Auditors may be dismissed by resolution of the Council of Representatives if they fall under any of the following:

- (1) Violation of duties or neglect of responsibilities
- (2) Mental or physical incapacity that significantly interferes with the performance of duties However, dismissal of an Auditor requires a supermajority of at least two-thirds of the Council Representatives eligible to vote.

(Compensation)

Article 35: Directors and Auditors shall serve without compensation. However, compensation may be paid as consideration for their duties, within the total amount separately determined by the Council of Representatives, and calculated based on compensation standards also separately determined by the Council of Representatives.

35-2. Expenses necessary for the performance of duties may be reimbursed to Directors and Auditors.

(Restrictions on Transactions)

Article 36: Directors intending to engage in any of the following transactions must disclose material facts and obtain approval from the Board of Directors:

- (1) Transactions involving the corporation' s business conducted for the benefit of the Director or a third party
- (2) Transactions between the Director and the corporation conducted for the benefit of the Director or a third party
- (3) Transactions in which the corporation guarantees the Director' s obligations or otherwise engages in a conflict-of-interest transaction with a third party

36-2. Directors who engage in such transactions must report material facts to the Board of Directors without delay.

(Exemption or Limitation of Liability)

Article 37: The corporation may, by resolution of the Board of Directors and subject to the conditions prescribed by law, exempt Directors, Auditors, and Council Representatives from liability for damages under Article 111, Paragraph 1 of the General Corporation Act, as applied mutatis mutandis by Article 198, up to the amount obtained by deducting the statutory minimum liability amount.

37-2. The corporation may also enter into agreements with Non-Executive Directors and others to limit liability for damages under the same provision, subject to legal requirements. The limit of liability under such agreements shall be the statutory minimum amount.

Chapter 7: Board of Directors

(Establishment)

Article 38: This corporation shall establish a Board of Directors.

38-2. The Board of Directors shall be composed of all Directors.

(Authority)

Article 39: In addition to matters separately stipulated in these Articles of Incorporation, the Board of Directors shall perform the following duties:

- (1) Determination of the date, location, and agenda of the Council of Representatives meetings
- (2) Enactment, amendment, and repeal of internal regulations
- (3) Decisions regarding the execution of the corporation' s operations, other than those specified above
- (4) Supervision of the execution of duties by Directors
- (5) Appointment and dismissal of the Representative Director and Executive Directors

39-2. The Board of Directors shall not delegate decisions on the following matters or other important operational matters to any Director:

- (1) Disposal or acquisition of significant assets
- (2) Large-scale borrowing
- (3) Appointment and dismissal of key employees
- (4) Establishment, amendment, or abolition of branch offices or other important organizational structures
- (5) Exemption from liability under Article 37, Paragraph 1, and conclusion of liability limitation agreements under Paragraph 2 of the same Article

(Types and Convening of Meetings)

Article 40: Board of Directors meetings shall be classified into Regular and Extraordinary Meetings.

40-2. Regular Board Meetings shall be held at least once every three (3) months during each fiscal year.

40-3. Extraordinary Board Meetings shall be convened in any of the following cases:

- (1) When deemed necessary by the President
- (2) When a Director other than the President submits a written request specifying the agenda
- (3) When no notice of convocation is issued within five (5) days of the request for a meeting to be held within two (2) weeks, and the requesting Director convenes the meeting
- (4) When a request is made by an Auditor under Article 32, Paragraph 1, Item 5, or when the Auditor convenes the meeting

(Convocation)

Article 41: Board of Directors meetings shall be convened by the President, except in cases specified in Article 40, Paragraph 3, Items 3 and 4.

41-2. In the cases described above, the meeting shall be convened by the requesting Director or Auditor.

41-3. In cases falling under Article 40, Paragraph 3, Items 2 or 4, the President shall convene an Extraordinary Board Meeting within five (5) days of the request, to be held within two (2) weeks of the request date.

41-4. When convening a Board Meeting, written or electronic notice specifying the date, time, location, and agenda must be sent to all Directors and Auditors at least five (5) days prior to the meeting.

41-5. Notwithstanding the preceding paragraph, if all Directors and Auditors consent, the meeting may be held without formal convocation procedures.

(Chairperson)

Article 42: The President shall serve as the chairperson of the Board of Directors meetings.

(Quorum)

Article 43: Board of Directors meetings may not be held unless a majority of the Directors are present.

(Resolutions)

Article 44: Unless otherwise stipulated in these Articles of Incorporation, resolutions of the Board of Directors shall be adopted by a majority of the Directors eligible to vote who are present.

(Omission of Resolution)

Article 45: If a Director proposes a resolution on a matter that is the purpose of the Board Meeting, and all Directors eligible to vote express their consent in writing or by electronic means, the proposal shall be deemed to have been approved by resolution of the Board of Directors. However, this shall not apply if an Auditor raises an objection.

(Omission of Reporting)

Article 46: If a Director or Auditor notifies all Directors and Auditors of a matter to be reported at the Board Meeting, such reporting may be omitted.

46-2. The preceding paragraph shall not apply to reports required under Article 31, Paragraph 3.

(Minutes)

Article 47: Minutes of the Board of Directors meetings shall be prepared in accordance with applicable laws, and shall be signed and sealed by the attending Representative Director and one attending Auditor.

(Operation of the Board of Directors)

Article 48: Matters necessary for the operation of the Board of Directors, other than those stipulated by law or these Articles of Incorporation, shall be separately determined by the Board of Directors.

Chapter 8: Amendments to the Articles of Incorporation, Merger, and Dissolution

(Amendments to the Articles of Incorporation)

Article 49: These Articles of Incorporation may be amended by a resolution of at least two-thirds of the Council Representatives eligible to vote at the Council of Representatives meeting. This provision also applies to amendments concerning the purpose stipulated in Article 3, the business activities stipulated in Article 4, Paragraph 1, and the method of appointment and dismissal of Council Representatives stipulated in Article 14.

(Merger, etc.)

Article 50: This corporation may merge with another corporation under the General Corporation Act or transfer all or part of its business by a resolution of at least two-thirds of the Council Representatives eligible to vote at the Council of Representatives meeting.

(Dissolution)

Article 51: This corporation shall be dissolved upon the occurrence of any event stipulated in Article 202 of the General Corporation Act or other events prescribed by law.

(Disposition of Residual Assets)

Article 52: Any residual assets remaining upon liquidation due to dissolution shall be donated, by resolution of the Council of Representatives, to a corporation listed under Article 5, Item 17 of the Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations, or to the national or local government.

(Non-distribution of Surplus)

Article 53: This corporation shall not distribute any surplus funds.

Chapter 9: Secretariat

(Establishment, etc.)

Article 54: To handle the administrative affairs of this corporation, a Secretariat shall be established.

54-2. The Secretariat shall consist of a Secretary-General and the necessary staff.

54-3. The Secretary-General and key staff members shall be appointed and dismissed by the President with the approval of the Board of Directors.

54-4. Matters necessary for the organization and operation of the Secretariat shall be separately determined by the President based on resolutions of the Board of Directors.

(Books and Documents to Be Maintained)

Article 55: The office shall maintain the following books and documents at all times, in accordance with applicable laws and regulations:

- (1) Articles of Incorporation
- (2) Business Report
- (3) Supplementary Schedules to the Business Report
- (4) Balance Sheet
- (5) Statement of Income and Expenditure (Statement of Changes in Net Assets)
- (6) Supplementary Schedules to the Balance Sheet and Statement of Income and Expenditure (Statement of Changes in Net Assets)
- (7) Inventory of Assets
- (8) Business Plan and Budget Documents
- (9) Audit Report
- (10) Documents related to certification, approval, authorization, and Registration
- (11) Register of Directors, Auditors, and Council Representatives
- (12) Documents describing the standards for remuneration of Directors and Auditors
- (13) Documents related to the proceedings of the Council of Representatives and Board of Directors meetings
- (14) Other books and documents required by law

55-2. In addition to legal provisions, matters concerning the inspection of the books and documents listed above shall be separately determined by resolution of the Board of Directors.

Chapter 10: Membership

(Members)

Article 56: Individuals or organizations that support the purpose of this corporation may become members.

56-2. Matters related to membership shall be governed by separate “Membership Regulations,” determined by resolution of the Board of Directors.

Chapter 11: Information Disclosure and Protection of Personal Information

(Information Disclosure)

Article 57: The corporation shall actively disclose information regarding its activities, operations, and financial data to promote fair and transparent activities.

57-2. Details of information disclosure shall be separately determined by resolution of the Board of Directors.

(Protection of Personal Information)

Article 58: This corporation shall take all necessary measures to protect personal information obtained during operations.

58-2. Details shall be separately determined by resolution of the Board of Directors.

(Public Notices)

Article 59: Public notices shall be made electronically. If electronic publication is not possible (e.g., system failure), notices shall be published in the official gazette.

Chapter 12: Supplementary Provisions

(Compliance with Laws and Regulations)

Article 60: Matters not stipulated in these Articles of Incorporation shall be governed by the General Corporation Act and other applicable laws and regulations.

Chapter 13: Supplementary Provisions

(Founding Council Representatives)

Article 61: Notwithstanding the provisions of Article 14, Paragraph 1, the founding Council Representatives of this corporation are:

- Yuko Minami
- Harue Masaki
- Rieko Kawamoto
- Noriko Katada
- Kazuko Kamiizumi
- Yumiko Oshima
- Shigeko Horiuchi

(Founding Officers)

Article 62: Notwithstanding the provisions of Article 30, Paragraphs 1 and 2, the founding Directors, Representative Director, and Auditors of this corporation are:

- Founding Directors:
- Sanae Takada
- Michiko Hishinuma
- Noriko Akimoto
- Tomoko Inoue
- Mariko Kitagawa
- Toshiaki Takeda
- Yukiko Ogata,
- Terumi Ohinata,
- Sachiko Hara
- Sachi Kishida

Representative Director: Sanae Takada

Auditors: Kazuko Ishigaki, Shizue Suzuki

(Initial Business Plan and Budget)

Article 63: Notwithstanding the provisions of Article 10, the initial business plan and budget for the first fiscal year shall be determined by the founder.

(First Fiscal Year)

Article 64: The first fiscal year begins on the date of establishment and ends on March 31, 2019.

(Name and Address of the Founder)

Article 65: The name and address of the founder of this corporation are as follows:

Address: 6th Floor, Osawa Building, 2-11-5 Uchikanda, Chiyoda-ku, Tokyo

Founder: Japan Association of Nursing Programs in Universities (JANPU)

Supplementary Provisions

1. These Articles of Incorporation shall take effect on October 9, 2018.
2. Amendments to these Articles shall take effect on June 26, 2020.
3. Amendments to these Articles shall take effect on June 25, 2021.

