



2012, September 27 Board of Councilors Minutes

CAJ Board of Councilors Meeting
September 27, 2012, 11:00 a.m.
Matsukawa Place, Higashi Kurume, Tokyo

Contents

- 1 Attendance
 - 1.1 Present
 - 1.2 Proxies
 - 1.3 Absent
 - 1.4 Ex-Officio
- 2 SY 12-13:1 Call to Order
- 3 Opening Prayer
- 4 SY 12-13:2 Approval of the Agenda
- 5 SY 12-13:3 Signers of the Minutes
- 6 Board of Directors Report
- 7 SY 12-13:4 Accept Board of Directors Report
- 8 SY 12-13:5 Revision of Act of Endowment, Article 39, Paragraph 1
- 9 SY 12-13:6 Revision of Act of Endowment, Article 39, Paragraph 2
- 10 SY 12-13:7 Addition of Act of Endowment, Article 39.2
- 11 SY 12-13:8 Addition of Supplementary Provisions to Act of Endowment, Article 39
- 12 SY 12-13:9 Gakko Hojin Assets
- 13 SY 12-13:10 Reconfirmation of Start-up Committee Members
- 14 SY 12-13:11 Start-Up Committee Chair Authorization
- 15 SY 12-13:12 Update of Act of Endowment, English Version
- 16 Act of Endowment, Article 40
- 17 Headmaster's Report
- 18 SY 12-13:13 Accept Headmaster's Report
- 19 Other Business
- 20 Dates of Next Meeting
- 21 Review of the September 27, 2012 Minutes
- 22 SY 12-13:14 Approval of the September 27, 2012
- 23 Closing Prayer
- 24 SY 12-13:15 Adjournment
- 25 Signatures: September 27, 2012 Christian Academy in Japan Board of Councilors Minutes Approved

Attendance

Present

1. Melinda Balona (Member at Large)
2. Michael Essenburg (Member at Large)
3. Jay Haworth (ECC)
4. Andrea Johnson (ECC)
5. Jonathan Reasoner (SEND)
6. Don Regier (TEAM)
7. Daniel Sexton (OMS)
8. Lawrence Spalink (CRJM)
9. Gregory Swenson (WorldVenture)

Proxies

1. Lawrence Mutenda (Member at Large) gave his proxy to Jonathan Reasoner (SEND)

Absent

1. Stephen Kunnecke (SEND)
2. Paul Shew (Member at Large)

Ex-Officio

1. Pauline Carlson, Board of Directors Chair
2. Brian Vander Haak, CAJ Headmaster

[back to top](#)

SY 12-13:1 Call to Order

The meeting was called to order at 11:00 a.m. with ten of the twelve (10/12) Councilors present (1 by proxy). Eight members (2/3) are necessary to establish a quorum.

[back to top](#)

Opening Prayer

Jonathan Reasoner opened in prayer.

[back to top](#)

SY 12-13:2 Approval of the Agenda

MSC to approve the agenda of the September 27, 2012 Board of Councilors meeting.

[back to top](#)

SY 12-13:3 Signers of the Minutes

MSC to designate Daniel Sexton and Andrea Johnson, in addition to Board of Councilors Chair Jonathan Reasoner, as signers for the minutes of the September 27, 2012 Board of Councilors meeting.

[back to top](#)

Board of Directors Report

Pauline Carlson, chair of the Board of Directors, gave updates on the school's change in legal status and the Start-up Committee.

[back to top](#)

SY 12-13:4 Accept Board of Directors Report

MSC to accept the Board of Directors report with appreciation.

[back to top](#)

SY 12-13:5 Revision of Act of Endowment, Article 39, Paragraph 1

Moved by Lawrence Spalink and seconded by Daniel Sexton to approve the following change to the Act of Endowment, Article 39, paragraph 1:

- *Current reading:* この法人は、民法(明治29年法律 第89号)第68条第1項第2号から第4号までの規定によるほか、理事会及び評議員会において、それぞれ理事現在数及び評議員現在数の4分の3以上の議決を経、かつ、東京都知事の許可を得て解散する。(English: This Corporate Body can be dissolved, other than by the provisions of Civil Law (Meiji 29, the 89th Law) Article 68, Point 1, Item 2 to 4, by resolution of more than three-fourths of the current Directors at the Board of Directors and three-fourths of the current Councilors at the Board of Councilors, respectively, and with the approval of the Governor of Tokyo.)
- *Proposed reading:* この法人は、一般社団法人及び一般財団法人に関する法律第202条に規定する事由により、解散する。(English: This Corporate Body can be dissolved according to Article 202 of the Laws of Ippan Shadan Hojin and Ippan Zaidan Hojin.)

The vote was unanimous.

[back to top](#)

SY 12-13:6 Revision of Act of Endowment, Article 39, Paragraph 2

Moved by Jay Haworth and seconded by Andrea Johnson to approve the following change in the Act of Endowment, Article 39, paragraph 2:

- *Current reading:* 解散後の残余財産は、理事会の議決を経、かつ、東京都知事の許可を得て、この法人と類似の目的を有する公益法人又は地方公共団体に寄附する。(English: The property remaining at the dissolution of this Corporate Body shall be donated to an existing public benefit juridical person of similar purpose to that of this Juridical Person or some other public organization by the resolution of the Board of Directors and with the approval of the Governor of Tokyo.)
- *Proposed reading:* 解散後の残余財産は、理事会及び評議員会において、それぞれ理事現在数及び評議員現在数の4分の3以上の議決を経、かつ、東京都知事の許可を得て、私立学校法第3条に規定する学校法人又はこの法人と類似の目的を有する公益法人又は地方公共団体に寄附する。(English: The property remaining at the dissolution of this Corporate Body shall be donated to a gakko hojin provided for in Article 3 of the Private School Law, an existing public benefit juridical person of similar purpose to this Juridical Person, or some other public organization, by the vote of more than three-fourths of the current Board of Directors and Board of Councilors, respectively, and with the approval of the Governor of Tokyo.)

The vote was unanimous.

[back to top](#)

SY 12-13:7 Addition of Act of Endowment, Article 39.2

Moved by Daniel Sexton and seconded by Don Regier to approve the following addition to the Act of Endowment, Article 39: 第39条の2 この法人の存続期間は、平成25年3月31日までとする。(English: This Corporate Body shall be retained until March 31, 2013.)

The vote was unanimous.

[back to top](#)

SY 12-13:8 Addition of Supplementary Provisions to Act of Endowment, Article 39

Moved by Gregory Swenson and seconded by Melinda Balona to approve the following addition of Supplementary Provisions to the Act of Endowment, Article 39: 附則 この寄附行為は、東京都知事の認可のあった日(平成 年 月 日)から施行する。(English: Supplementary Provisions This Act of Endowment shall come into effect from the day of approval by the Governor of Tokyo.)

The vote was unanimous.

[back to top](#)

SY 12-13:9 Gakko Hojin Assets

Moved by Don Regier and seconded by Lawrence Spalink to approve that at such time as gakko hojin Christian Academy in Japan comes into existence, to donate the assets of zaidan hojin Christian Academy in Japan to gakko hojin Christian Academy in Japan.

The vote was unanimous.

[back to top](#)

SY 12-13:10 Reconfirmation of Start-up Committee Members

Moved by Jay Haworth and seconded by Daniel Sexton to reconfirm the following slate for the Start-up Committee:

1. Gaius Berg (for WorldVenture)
2. Pauline Carlson (ECC)
3. Eline de Wilde (Member at Large)
4. Misook Gho (CRJM)
5. Louis Lau (for OMS)
6. Gerald May (TEAM)
7. Kenichi Shinagawa (Member at Large)
8. Steven Tarter (SEND International)
9. Brian Vander Haak (Headmaster)

The vote was unanimous.

[back to top](#)

SY 12-13:11 Start-Up Committee Chair Authorization

Moved by Lawrence Spalink and seconded by Gregory Swenson to approve that if the Tokyo Metropolitan Government requires minor changes that do not change the meaning or intent of the Gakko Hojin Act of Endowment or the Zaidan Act of Endowment after submitting them for preview, the Start-up Committee Chair will be authorized to make these changes without having to consult with the boards; the Start-up Committee Chair will report any such changes to both boards.

The vote was unanimous.

[back to top](#)

SY 12-13:12 Update of Act of Endowment, English Version

Moved by Daniel Sexton and seconded by Melinda Balona to update the English version of the Act of Endowment so that it is aligned with the approved Japanese version.

The vote was unanimous.

[back to top](#)

Act of Endowment, Article 40

The headmaster was asked to investigate the deletion of Article 40.

[back to top](#)

Headmaster's Report

The headmaster explained what his future reports will be like when the boards merge, gave updates on student enrollment and new staff, and said that he is going on a staff recruitment trip.

[back to top](#)

SY 12-13:13 Accept Headmaster's Report

MSC to accept the headmaster's report with appreciation.

[back to top](#)

Other Business

Board members signed up to help with making cinnamon rolls at the October 19 Thrift Shop.

[back to top](#)

Dates of Next Meeting

The next meetings of the Christian Academy in Japan Board of Councilors are scheduled for March 19 and May 28, 2013, at Matsukawa Place, Higashi Kurume, Tokyo.

[back to top](#)

Review of the September 27, 2012 Minutes

The board reviewed the September 27, 2012 minutes.

[back to top](#)

SY 12-13:14 Approval of the September 27, 2012

Moved by Lawrence Spalink and seconded by Jay Haworth to approve the September 27, 2012 minutes, pending closing prayer and a minute for meeting adjournment.

The vote was unanimous.

[back to top](#)

Closing Prayer

Don Regier closed in prayer.

[back to top](#)

SY 12-13:15 Adjournment

MSC to adjourn the meeting at 12:11 p.m.

[back to top](#)

Respectfully submitted,

Michael Essenburg
Board of Councilors Secretary

[back to top](#)

Signatures: September 27, 2012 Christian Academy in Japan Board of Councilors Minutes Approved

Jonathan Reasoner (seal)
Board of Councilors Chair

Daniel Sexton (seal)
Board of Councilors Member

Andrea Johnson (seal)
Board of Councilors Member

[back to top](#)

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