

# **Constitution of General Incorporated Association The Physical Society of Japan**

Enforced on September 1, 2011.

Partially revised on March 24, 2012.

*This is an English translation of “Constitution of General Incorporated Association The Physical Society of Japan” written in Japanese, which should be regarded as the official and legally binding document.*

## **Chapter 1: General Provisions**

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

This General Incorporated Association shall be named as the Physical Society of Japan (hereafter the “Society”).

### **Article 2 (Office)**

2.1 The head office of the Society shall be located in Bunkyo-ku, Tokyo.

2.2 The Society may establish a secondary office as necessary. Rules on the secondary office shall be separately stipulated upon resolution by the Board of Directors.

## **Chapter 2: Purpose and Activities**

### **Article 3 (Purpose)**

The purpose of the Society is to promote advancement and dissemination of physics through publication of research achievement on the fundamentals and application of physics, exchange of knowledge, and cooperation among members as well as with related societies in and outside of Japan, and thus to contribute to the development of science.

### **Article 4 (Activities)**

4.1 The Society shall conduct the following activities in order to accomplish the purpose in Article 3.

(1) Holding academic meetings including Annual Meetings, Meetings, seminars, etc.

(2) Publication of bulletins, English journals, other scientific journals, and academic literature

(3) Exchange and cooperation with physical societies in and outside of Japan as well as other societies in related fields

(4) Activities including education, human resources development, and social cooperation relating to physics

(5) Other activities necessary to accomplish the purpose of the Society

4.2 The activities in the above section shall be conducted in Japan and overseas.

## **Chapter 3: Members and Employees**

### **Article 5 (Members of the General Incorporated Association)**

5.1 The Society shall be comprised of the following members.

(1) Regular members – Individuals who support the purpose of the Society and are interested in physics, with one of the following qualifications:

1) Completed physics or related courses in an undergraduate course at university

2) Are recognized as having the same level of knowledge as or higher knowledge than the above

section by the President

- (2) Student members – Individuals who support the purpose of the Society and are enrolled in physics or related courses in an undergraduate course at university
  - (3) Supporting members – Individuals or organizations that support the purpose of the Society and assist in its activities
  - (4) Honorary members – Individuals who significantly contributed to accomplishment of the purpose of the Society or members who made remarkable accomplishments in physics as approved by General Assembly
- 5.2 Employees of the Society under the Act on General Incorporated Associations and General Incorporated Foundations (hereafter the “Corporation Act”) shall be delegates who are elected in the proportion of one to 120 regular members in general.
- 5.3 Delegates shall be elected by voting of regular members. Bylaws necessary for election of delegates shall be stipulated by the Board of Directors.
- 5.4 Delegates are required to be elected from regular members. Regular members may nominate themselves to be the candidates for election of delegates in the above section.
- 5.5 In the election of delegates in Section 3, regular members shall have voting rights to elect the delegates equal to other regular members. Neither Directors nor the Board of Directors shall elect the delegates.
- 5.6 Election of delegates in Section 3 shall be conducted in December of every other year, and the term of delegates shall be until the end of election process of delegates to be conducted two years after appointment. In the case that a delegate files an appeal to revoke resolution by employees’ General Assembly, an appeal for dissolution, an appeal to pursue accountability, or an appeal to dismiss an officer (Article 266 Section 1, Article 268, Article 278, and Article 284 of the Corporation Act) (including the request to file an appeal stipulated in Article 278 Section 1 of the Corporation Act), however, the relevant delegate shall not lose the status as the employee until conclusion of the relevant action. The relevant delegate shall not have the voting rights for appointment or dismissal of an officer (Articles 63 and 70 of the Corporation Act) as well as for revision of the Constitution (Article 146 of the Corporation Act).
- 5.7 In preparation for vacancy in the delegate position or an insufficient number of delegates, substitute delegates may be elected. The term of a substitute delegate shall be until expiration of the term of the delegate who resigns prior to expiration of his/her term.
- 5.8 In the case of electing substitute delegates, the following matters must be determined at the same time.
- (1) Effect that the relevant candidate is a substitute delegate
  - (2) If the relevant candidate is elected as a substitute delegate of one or more specific delegates, such effect and names of the relevant specific delegates
  - (3) If two or more substitute delegates are elected for the same delegate (two or more relevant delegates in the case of electing substitutes of two or more delegates), priority among the relevant substitute delegates
- 5.9 Resolution relating to election of substitute delegates in Section 7 shall be effective until conclusion of the Regular General Assembly relating to the last business year ending within two years after the relevant resolution.
- 5.10 Regular members may execute the following employees’ rights to the Society stipulated in the Corporation Act in the same way as the delegates.
- (1) Right under Article 14 Section 2 of the Corporation Act (access to the Constitution etc.)
  - (2) Right under Article 32 Section 2 of the Corporation Act (access to the employee list etc.)
  - (3) Right under Article 57 Section 4 of the Corporation Act (access to minutes of employees’ General Assembly etc.)
  - (4) Right under Article 50 Section 6 of the Corporation Act (access to employees’ proxy certificates, etc.)
  - (5) Right under Article 51 Section 4 and Article 52 Section 5 of the Corporation Act (access to the record of exercise of voting rights etc.)
  - (6) Right under Article 129 Section 3 of the Corporation Act (access to financial statements, etc.)
  - (7) Right under Article 229 Section 2 of the Corporation Act (access to balance sheets, etc. of the

corporation in liquidation etc.)

(8) Right under Article 246 Section 3, Article 250 Section 3, and Article 256 Section 3 of the Corporation Act (access to merger agreements, etc.)

5.11 Members of the Board of Directors and Auditors shall be responsible for compensation for damage to the Society resulting from negligence of their duties. Regardless of the stipulation of Article 112 of the Corporation Act, this responsibility shall not be exempted without consent of all regular members.

**Article 6 (Admission)**

A person who intends to be admitted as a member of the Society must submit an application and obtain approval as stipulated by the Board of Directors.

**Article 7 (Cost sharing)**

A member shall have obligation to pay the amount separately stipulated by General Assembly as admission fees and membership dues to be appropriated for routine expenses of the business activities by the Society.

**Article 8 (Voluntary withdrawal)**

A member may voluntarily withdraw his/her membership at any time by submitting the notice of withdrawal separately stipulated by the Board of Directors.

**Article 9 (Expulsion)**

If any of the following is relevant to a member, he/she may be expelled upon resolution by more than two thirds of voting rights of all delegates at a General Assembly where more than half of all delegates are in attendance. In this case, the effect of expulsion shall be notified to the member at least one week prior to the General Assembly along with the reasons, and the opportunity for vindication must be given to the member in the General Assembly before resolution.

- (1) The Constitution or Bylaws of the Society are breached.
- (2) Honor of the Society is damaged or an action against its purpose is taken.
- (3) There are any other valid reasons of expulsion.

**Article 10 (Termination of membership)**

In addition to the above two articles, his/her membership shall be terminated if any of the following paragraphs is relevant.

- (1) Obligation to pay membership dues under Article 7 was not fulfilled for more than one year.
- (2) There is consent from all delegates.
- (3) The relevant individual member passes away, or the organizational member is dissolved.

**Article 11 (Rights and obligations resulting from termination of membership)**

- 11.1 In the case of termination of membership as stipulated in the above article, the member shall lose his/her rights as a member of the Society and be relieved of his/her obligations. However, unfulfilled obligations shall not be relieved.
- 11.2 The Society shall not return the admission fees, membership dues, or any other contributed money and goods that have already been received even if his/her membership is terminated.
- 11.3 When a regular member who is a delegate loses his/her membership qualification, his/her qualification as a delegate shall also be lost.

## **Chapter 4: General Assembly**

**Article 12 (Organization)**

- 12.1 The General Assembly shall be organized by delegates stipulated in Article 5 Section 2.
- 12.2 The General Assembly shall constitute employees' general assembly under the Corporation Act.

**Article 13 (Authority)**

The General Assembly shall resolve the following matters.

- (1) Expulsion of members
- (2) Appointment and dismissal of Directors or Auditors
- (3) Amount of remuneration, etc. of Directors or Auditors
- (4) Approval of balance sheet and income statement (statement of changes in net assets)
- (5) Revision of the Constitution
- (6) Dissolution and disposition of residual assets
- (7) Other matters stipulated by laws and ordinances or by the Constitution to be resolved by the General Assembly

**Article 14 (Holding)**

A Regular General Assembly shall be held in March of every year and an Extraordinary General Assembly shall be held as necessary.

**Article 15 (Calling)**

- 15.1 A General Assembly shall be called by the President upon resolution by the Board of Directors unless otherwise stipulated by laws and ordinances.
- 15.2 Delegates with more than one tenth of total voting rights of all delegates may request calling of a General Assembly to the President, by indicating the purpose of the General Assembly as well as reasons for calling.

**Article 16 (Chairperson)**

The President shall serve as the chairperson of a General Assembly.

**Article 17 (Voting rights)**

One delegate shall have one voting right in a General Assembly.

**Article 18 (Resolution)**

- 18.1 Resolution by a General Assembly shall be made by the majority of voting rights of relevant delegates in attendance where delegates with the majority of voting rights of all delegates are in attendance.
- 18.2 Regardless of the stipulation in the above section, resolution on the following shall be made by two thirds of voting rights of all delegates.
  - (1) Expulsion of a member
  - (2) Dismissal of an Auditor
  - (3) Revision of the Constitution
  - (4) Dissolution of the Society
  - (5) Other matters stipulated by laws and ordinances
- 18.3 Upon resolution of a bill to appoint Directors or Auditors, resolution in Section 1 must be made for each candidate. In the case that the number of total candidates for Directors or Auditors exceeds the quorum stipulated in Article 21, appointment shall be in descending order of votes until reaching the quorum out of candidates who were elected by the majority.

**Article 19 (Voting by proxy, in writing, and by electronic means)**

- 19.1 A delegate who is not able to attend a General Assembly may exercise his/her voting right in the General Assembly with another delegate as his/her representative. In this case, the relevant delegate must submit a written power of attorney in advance of each General Assembly.
- 19.2 If exercise of voting rights in writing is allowed in regards to resolution in a General Assembly, a delegate must submit the voting form with a stipulated method.
- 19.3 If exercise of voting rights by electronic means is allowed in regards to resolution in a General Assembly, a

delegate must submit the voting form by stipulated electronic means.

- 19.4 Regarding application of the stipulation of Article 19 in the above three sections, the delegate shall be considered as present, and counted in the quorum as well as the number of votes in the General Assembly .

**Article 20 (Minutes)**

- 20.1 Minutes of a General Assembly shall be prepared as stipulated by laws and ordinances.  
20.2 The Chairperson and two Directors in attendance to be elected in the General Assembly shall affix their signatures and seals on the minutes in the above section.

## **Chapter 5: Officers**

**Article 21 (Appointment of officers)**

- 21.1 Following officers shall be appointed for the Society.  
(1) Directors : 10 or more and 20 or less  
(2) Auditors: 2  
21.2 One of the Directors shall serve as the President.  
21.3 Nine or more and 19 or less of the Directors other than the President shall serve as the Executive Directors. One or two Executive Directors shall serve as the Vice President(s).  
21.4 The President in Section 2 shall serve as the representative member of the Board of Directors under the Corporation Act.

**Article 22 (Election of officers)**

- 22.1 Directors as well as Auditors shall be appointed upon resolution by the General Assembly.  
22.2 The President, Vice President(s), Executive Directors shall be elected from the Directors upon resolution by the Board of Directors.  
22.3 Upon election of the President and Vice President(s), the Board of Directors shall submit a bill to the General Assembly and refer to the results of resolution.  
22.4 In regards to each Director, the total number including the relevant Director, his/her spouse, blood relatives up to the third degree, and other people in a special relationship shall not exceed one third of the total number of Directors. This shall be applied in the case of Auditors as well.

**Article 23 (Duties and authority of Directors)**

- 23.1 Directors shall comprise the Board of Directors and execute their duties as stipulated by laws and ordinances as well as by the Constitution.  
23.2 The President shall represent the Society and execute his/her duties as stipulated by laws and ordinances as well as by the Constitution, and executive Directors shall share the duties of the Society as separately stipulated by the Board of Directors.

**Article 24 (Duties and authority of Auditors)**

- 24.1 Auditors shall audit execution of duties by Directors and prepare an audit report as stipulated by laws and ordinances.  
24.2 Auditors may request activity reports to Directors as well as to all staff of the Office of the Society at any time, and investigate the status of the business and assets of the Society.

**Article 25 (Exemption of liability, etc. on officers)**

In regards to liability of officers under Article 111 Section 1 of the Corporation Act, the Society may relieve officers of liability upon resolution by the Board of Directors, if requirements stipulated by laws and ordinances are relevant,

up to the amount subtracted by the minimum liability limits stipulated by laws and ordinances.

**Article 26 (Term of officers)**

- 26.1 The term of a Director shall be until conclusion of the Regular General Assembly relating to the final business year ending within two years after election.
- 26.2 The term of an Auditor shall be until conclusion of the regular General Assembly relating to the final business year ending within two years after election.
- 26.3 If there is a vacancy in the position of a Director or an Auditor, a General Assembly may be promptly held and the vacant position may be filled. The term of the Director or the Auditor elected to fill the vacant position shall be the remaining term of his/her predecessor.
- 26.4 If the quorum stipulated in Article 21 is not reached, the Director or the Auditor shall have the right and obligation as the Director or the Auditor even after completion of term or resignation until a person newly appointed assumes his/her post.

**Article 27 (Dismissal of an officer)**

A Director or an Auditor may be dismissed upon resolution by the General Assembly.

**Article 28 (Remunerations, etc. of an officer)**

Officers shall not be paid remuneration. In regards to full-time officers, however, remuneration etc. may be paid in the amount calculated in accordance with the pay standard on remuneration, etc. separately determined by the General Assembly within the scope of the total amount determined by the General Assembly.

## **Chapter 6: Board of Directors**

**Article 29 (Organization)**

- 29.1 The Board of Directors shall be established in the Society.
- 29.2 The Board of Directors shall be comprised of all Directors.

**Article 30 (Authority)**

The Board of Directors shall perform the following duties.

- (1) Decide on activity execution by the Society.
- (2) Supervise execution of duties by Directors.
- (3) Elect and dismiss the President, Vice President(s) and Executive Directors.
- (4) Decide on sharing of duties by executive Directors.
- (5) Decide on matters including the date, time, place and purpose of the General Assembly.
- (6) Establish, revise or abolish the Bylaws and Regulations.
- (7) Other duties delegated to the Board of Directors in the General Assembly.

**Article 31 (Calling)**

- 31.1 The Board of Directors shall be called by the President.
- 31.2 If the President is absent or unable, the Vice President shall call the Board of Directors.

**Article 32 (Chairperson)**

The President shall serve as the Chairperson of the Board of Directors.

**Article 33 (Resolution)**

- 33.1 Resolution by the Board of Directors shall be made by a majority vote in attendance of the majority of Directors except those who have special interests in the resolution. In the event of a tie, matters shall be decided by the Chairperson.

33.2 Regardless of the above section, resolutions by the Board of Directors shall be considered as made if requirements in Article 96 of the Corporation Act are met based on declaration of intent by all Directors in writing or by electronic record.

**Article 34 (Minutes)**

34.1 Minutes of the Board of Directors shall be prepared as stipulated by laws and ordinances.

34.2 The Chairperson and Auditors in attendance shall affix their signatures and seals on the minutes in the above section.

## **Chapter 7: Assets and Accounting**

**Article 35 (Business year)**

The business year of the Society shall begin on January 1 and end on December 31 of every year.

**Article 36 (Business plan and budget of revenues and expenditures)**

36.1 The business plan as well as the budget of revenues and expenditures of the Society shall be prepared by the President by the day preceding the first day of each business year and must be approved by the Board of Directors. Revisions shall be handled similarly.

36.2 Documents in the above section shall be filed in the head office until conclusion of the relevant business year.

**Article 37 (Business report and book closing)**

37.1 Regarding the business report and book closing for the Society, the President shall prepare the following documents after conclusion of each business year, which must be audited by auditors and approved by the Board of Directors.

(1) Business report

(2) Supplementary statement for the business report

(3) Balance sheet

(4) Income statement (statement of changes in net assets)

(5) Supplementary statement for the balance sheet and income statement (statement of changes in net assets)

(6) List of assets

37.2 Out of documents approved under the above section, documents under Paragraphs 1, 3, 4 and 6 must be approved by the Regular General Assembly.

37.3 In addition to documents in Section 1, the following documents shall be filed at the head office and secondary office for five years for general viewing. At the same time, the Constitution shall be filed at the head office and secondary office and the employee list shall be filed at the head office for general viewing.

(1) Audit report

(2) Financial audit report

(3) List of Directors as well as Auditors

(4) Documents describing the pay standard on remuneration, etc. for Directors as well as Auditors

(5) Documents describing the management organization, overview of the status of business activities, and important numbers relating to them

## **Chapter 8: Revision of the Constitution and Dissolution**

**Article 38 (Revision of the Constitution)**

The Constitution may be revised upon resolution by the General Assembly.

**Article 39** (Dissolution)

The Society shall be dissolved upon resolution by the General Assembly or due to any other reasons stipulated by laws and ordinances.

**Article 40** (Attribution of residual assets)

Residual assets held by the Society in the case of liquidation shall be given to a corporation or national or local government listed in Article 5 Paragraph 17 of the Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations upon resolution by employees' General Assembly.

**Article 41** (Restriction on disposition of residual assets)

The Society shall not distribute residual assets.

## **Chapter 9: Voluntary Standing Organizations**

**Article 42** (Establishment of a committee)

- 42.1 A committee may be established upon resolution by the Board of Directors if necessary to promote the activities of the Society.
- 42.2 Committee members shall be elected by the Board of Directors from members and academic experts.
- 42.3 Duties, organization, and matters necessary for operation of the committee shall be separately determined upon resolution by the Board of Directors.
- 42.4 The committee shall not determine execution of duties as it belongs to the authority of the Board of Directors .

**Article 43** (Establishment of a branch)

- 43.1 A branch may be established at an appropriate location upon resolution by the Board of Directors if necessary to promote the activities of the Society.
- 43.2 Duties, officers, and matters necessary for operation of the branch shall be separately determined upon resolution by the Board of Directors.
- 43.3 The branch shall not determine execution of duties as it belongs to the authority of the Board of Directors.

## **Chapter 10: Office of the Society**

**Article 44** (Establishment of the Office of the Society)

- 44.1 The Office of the Society shall be established to handle the clerical business of the Society.
- 44.2 The Secretary-General as well as necessary staff shall be assigned to the Office of the Society.
- 44.3 The Secretary-General as well as all staff shall be appointed and dismissed by the President upon approval of the Board of Directors.
- 44.4 Matters necessary for organization and operation of the Office of the Society shall be separately stipulated upon resolution by the Board of Directors.

## **Chapter 11: Disclosure of Information, Protection of Personal Information, and Announcement**

**Article 45** (Disclosure of information)

- 45.1 The Society shall actively disclose its activity status, operation details, financial documents, etc. to promote fair and open activities.
- 45.2 Matters necessary for disclosure of information shall be separately stipulated upon resolution by the Board

of Directors.

**Article 46** (Protection of personal information)

46.1 The Society shall make every effort to protect personal information obtained in the course of its business activities.

46.2 Matters necessary for protection of personal information shall be separately stipulated upon resolution by the Board of Directors.

**Article 47** (Method of announcement)

Announcements by the Society shall be made electronically.

## **Chapter 12: Supplement**

**Article 48** (Bylaws)

In addition to stipulations in the Constitution, matters necessary for operation of the Society shall be stipulated in the Bylaws upon resolution by the Board of Directors.

### **Supplemental Provisions**

1. The Constitution shall take effect on the date to register establishment of a general incorporated association stipulated in Article 106 Section 1 of the Act on Arrangement of Relevant Acts Incidental to Enforcement of the Act on General Incorporated Associations and General Incorporated Foundations and on the Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations (hereafter the "Arrangement Act") which is applied mutatis mutandis to Article 121 Section 1 of the same act.

2. Directors and Auditors upon incorporation of the Society shall be the following.

Directors:

Yoshio Kuramoto, Yasuhiro Iye, Hiroaki Aihara, Masatoshi Arai, Koichiro Asahi, Arisato Kawabata, Shunji Kitamoto, Mamiko Sasao, Masashi Takigawa, Junsei Chiba, Haruo Nagai, Masatoshi Namiki, Hisatomo Harima, Kazuhiko Misawa, Tohru Motobayashi (15)

Auditors:

Hiroyoshi Lang, Seiichi Kagoshima (2)

3. The first representative Director of the Society shall be Yoshio Kuramoto. The first executive Directors shall be the Directors in the above section excluding the representative Director.
4. The first delegate after enforcement of the Constitution shall be elected as the first delegate in the election of delegates held in advance with the same method as Article 5.
5. In the event of registering dissolution of a public-interest corporation subject to special exception as well as registering establishment of a general corporation stipulated in Article 106 Section 1 of the Arrangement Act which is applied mutatis mutandis to Article 121 Section 1 of the same act, the date preceding the date of registering dissolution shall be the last date of the business year, and the date to register establishment shall be the first date of the business year regardless of the stipulation of Article 35.

### **Revision history**

March 24, 2012 at the 92nd Regular General Assembly

Article 2: The location of the head office was changed from Minato-ku, Tokyo to Bunkyo-ku, Tokyo.