

# Public Interest Incorporated Association

## Japan Society of Civil Engineers

# Constitution

(Amended on April 1, 2011)

### Chapter 1. General Rules

(Name)

**Article 1.** The name of this incorporated association shall be Public Interest Incorporated Association Japan Society of Civil Engineers (hereinafter called JSCE).

(Office)

**Article 2.** JSCE shall establish its principle office in Shinjuku-ku, Tokyo.

2. JSCE shall locate its subordinate offices as provided in the JSCE Bylaws (hereinafter called Bylaws).

### Chapter 2. Objective and Activities

(Objective)

**Article 3.** JSCE shall contribute to the advancement of scientific culture and the development of society by promoting the field of civil engineering, developing civil engineering activities, and improving civil engineering skills.

(Activities)

**Article 4.** JSCE shall carry out the following activities in order to achieve the objectives stated in

(1) Conducting research/studies related to civil engineering and

- (2) Participating in international activities that contribute to the development of civil engineering
  - (3) Making proposals regarding civil engineering and submitting reports in response to consultations
  - (4) Publishing JSCE magazines, journals, books and other printed materials related to civil engineering
  - (5) Holding research presentation meetings, lectures, seminars and study visits related to civil engineering
  - (6) Promoting and supporting of activities related to civil engineering
  - (7) Evaluating studies and technologies related to civil engineering
  - (8) Conducting educational activities, and providing professional qualifications in civil engineering
  - (9) Conducting the promotion of public relations related to civil engineering
  - (10) Collecting and storing of information, books and other materials related to civil engineering, making such information available to the general public and operating the Civil Engineering Library
  - (11) Any additional activities required for the achievement of JSCE's objectives
2. The aforesaid activities are conducted in and outside Japan.

### **Chapter 3. Membership**

(Membership Categories)

**Article 5.** JSCE may grant its Membership to a person or organization which agrees with the objectives of JSCE and supports its activities.

(1) Regular Member

1) An Individual Member who fulfills any of the following requirements:

- a. That he/she possesses academic knowledge on and experience in civil engineering.
- b. That he/she has received a specialized education in civil engineering and is engaged in business related to civil engineering.
- c. That his/her qualifications partly fulfill the requirements stated above.

2) A Corporate Member who is engaged in construction, construction consulting, and other business activities related to civil engineering, conducting business of one of the types listed in the Bylaws.

(2) Student Member

A student who is majoring in the subject of civil engineering at a university, technical junior

college, high school or other schools of a similar level.

(3) Special Member

An individual or a group who/which is not a Regular Member or Student Member

2. Of the members listed the above clauses Regular Member is defined official members with the provision of the Act on Authorization of Public Interest Incorporated Association and Public Interest Incorporated Foundations (Act No. 49 of 2006; hereinafter called the Act).

(Admission)

**Article 6.** In order to become a Regular Member, a Student Member or a Special Member, an applicant shall complete the application procedures as stipulated in the Bylaws and obtain the approval of the Board of Directors.

(Membership Fees and others)

**Article 7.** All Members shall pay the annual membership fee as stipulated in the Bylaws, to appropriate the expenses incurred to undertake the activities of JSCE.

(Resignation)

**Article 8.** Any member who wishes to resign from JSCE shall submit a notice of resignation.

(Dismissal)

**Article 9.** JSCE, through a resolution at the General Assembly, may dismiss those members who bring disgrace on JSCE, or act against the objectives of JSCE.

(Disqualification of Membership)

**Article 10.** Besides the above two articles, a member shall be disqualified by any of the following reasons.

- (1) Neglect to pay the membership fee stipulated in Article 7 for one year or more
- (2) Declaration of bankruptcy
- (3) Declaration of wards who are of age or incompetency

(4) Declaration of death or if in the case of a corporate or group member, the dissolution of the corporation or group

(5) Dismissal requested and received by unanimous consent of all Regular Members

## **Chapter 4. General Assembly**

(Composition)

**Article 11.** The General shall consist of Regular Members.

2. The General Assembly shall be of two kinds, an Ordinary General Assembly and an Extraordinary General Assembly.

3. The General Assembly of juridical persons shall be convened in the manner specified in the above clause.

(Resolution)

**Article 12.** The following matters shall be resolved at the General Assembly:

(1) Dismissal of members

(2) Election and dismissal of the members of the Board of Directors and Auditors

(3) Determination of remunerations and other benefits to be paid to the Board of Directors and Auditors

(4) Approval of the annual activity report and settlement of accounts as provided by the Article 36

(5) Amendments to the Articles of Incorporation

(6) Approval of long-term loan(s)

(7) Disposal of base assets or arrangement of security

(8) Dissolution and disposition of remaining property

(9) Other(s) which are provided by law or by this articles of incorporation

(Holding)

**Article 13.** Ordinary General Assembly shall be convened after the end of each fiscal year as stipulated in the Bylaws.

2. An Extraordinary General Assembly shall be convened on any of the following occasions:

(1) when deemed necessary by the President as provided by Article 20, Clause.2, or by the Chair of

Directors as provided by Article 21, Clause 4. (hereafter called the Directors)

(2) when requested as provided by Article 14, Clause 2. In this case, the meeting shall be convened within 6 weeks of request.

(Convening)

**Article 14.** The Directors shall call the General Assembly, based on a resolution at the Board of Directors meeting, unless otherwise provided by law.

2. The General Assembly may be convened upon the request of more than 1/10 of the total number of Regular Members; the request must contain the objectives and agenda of the meeting and submit to the Directors.

(Chairperson)

**Article 15.** The role of chairperson for the General Assembly shall be assumed by the President.

(Voting)

**Article 16.** Each Regular Member shall have the right to 1 vote.

(Resolution)

**Article 17.** Proceedings of the General Assembly shall be decided by the majority of attending Regular Members. However, if a member who will be unable to attend said meeting have notified in writing in advance as provided by Article 18, he/she shall be deemed as being in attendance.

2. Unless otherwise the above, the following items shall be decided by more than 2/3 majority of the total number of Regular Members:

(1) Dismissal of members

(2) Dismissal of auditors

(3) Amendments to the Articles of Incorporation

(4) Dissolution

(5) Other(s) provided by law

3. Resolution for selection or dismissal of the Board of Directors or Auditors shall be made by each candidate as provided by Clause 1 hereof.

(Voting by Proxy)

**Article 18.** A Regular Member can delegate another member to cast a vote. If those members who are unable to attend the said meeting must submit JSCE a written notification in advance.

2. A member who delegates another as the above item mentions must be nominated at every general assembly.

(Record of Proceedings)

**Article 19.** The chairperson shall make records of the proceedings of the General Assembly, and the chairperson and 2 or more participants appointed by the chairperson shall sign and seal on the records as provided in the Act.

## **Chapter 5. Board Members**

(Installation of Board Members)

**Article 20.** The following board members shall be installed in JSCE.

(1) Board Members shall number not less than 25 but no more than 30.

(2) Auditors shall number no more than 2.

2. From among those Board Members, 1 President shall be appointed, and the President shall represent this association.

3. Not more than 5 Vice Presidents among the Board Members except the President shall be appointed.

4. Among the Board Members except the President and Vice Presidents, 1 Executive Director shall be appointed.

5. The Board Members except the Directors shall act as Managing Directors as stipulated in the Act, Article 91, Clause 1, Item 2.

6. When Chief Managing Director is elected as by provided in the Article 21, Clause 4, Clause 2 hereof shall not be applied.

(Election of Board Members)

**Article 21.** Board of Directors and Auditors shall be elected at the General Assembly.

2. The Board of Directors shall nominate and elect the President, Vice-Presidents and Executive Director from among themselves.
3. In the event of a vacancy in the position of Director or Auditor, the position may be filled by in accordance with the rules set out in Clause 1 hereof.
4. In the event of a vacancy in the position of the Presidents, a Board of Directors' Meeting shall be convened, and elect Chief Director among themselves as provided by Article 29, Clause 2.
5. The term of office of the Chief Director elected as stipulated in the above Clause shall be the remaining term of his/ her predecessor.
6. The total number of any Director and his/ her family members or related persons shall not exceed 1/3 of the current existing number of the Directors.
7. Any Director (his/her family member and related person included) or JSCE employees must not be Auditors. Any if the Auditors must not have his/her family member or related person among themselves.

(Directors' Duties, Responsibilities and Authority)

**Article 22.** The Directors shall compose the Board of Directors and carry out the following duties and responsibilities as stipulated in the Act and this Constitution.

- (1) The Presidents shall represent JSCE and oversee the management of all business affairs of JSCE.
- (2) The Vice-Presidents shall assist the President.
- (3) The Executive Director shall assist the President and Vice-Presidents, and shall ensure smooth operation of the overall business of JSCE, as well as carrying out tasks entrusted to him/her by the Board of Directors.
- (4) Those Directors not specified in the above clauses shall assist the President and Vice-Presidents, and shall carry out the business affairs of JSCE in accordance with the resolutions passed by the Board of Directors.

(Auditors' Duties, Responsibilities and Authority)

**Article 23.** The Auditors shall oversee the performance of duties by the Directors and produce

audit report as stipulated in the Act.

2. The Auditors may request the Directors and employees to provide business reports and investigate business and asset conditions of JSCE at any time.

(Terms of Office of Board Members)

**Article 24.** A Director shall hold office until the end of the General Assembly held in the last year of an his/her two-year term of office.

2. An Auditor shall hold office until the end of the General Assembly held in the last year of his/her two-year term office.

3. The terms of office of a Director or Auditor who has been appointed to fill a vacancy shall be the remaining term of his/her predecessor.

4. Each Director or Auditor shall continue to carry out his/her duties until his/her successor has assumed office even after the term of office has expired, or he/she has resigned from the position when there are fewer Director or Auditors than the ones as provided by Article 20.

(Dismissal of Board Members)

**Article 25.** The Directors or Auditors can be dismissed through the resolution of the General Assembly.

(Payment for Directors and Auditors)

**Article 26.** The Directors and Auditors shall work on a voluntary basis. However, full-time Directors and Auditors can receive remunerations for their services within the limits of payment approved at the General Assembly, on the payment basis determined by the Board of Directors.

## **Chapter 6. Board of Directors' Meeting**

(Organization)

**Article 27.** The Board of Directors' Meeting shall be set up within JSCE.

1. The Board of Director's Meeting shall consist of all Directors.

(Authority)



**Article 28.** The Board of Directors' Meeting shall perform the following duties:

- (1) Decision on the operation of JSCE that are not within the competence of the General Assembly.
- (2) Decision on the proposals to be presented to the General Assembly
- (3) Supervision of the performance of the Board of Directors
- (4) Selection and dismissal of the President, Vice presidents, Executive Director and Managing Directors

(Convening)

**Article 29.** The Board of Directors' meeting shall be convened and chaired by the Presidents.

2. If the posts of Presidents are vacant, or the Presidents cannot call the meeting owing to some circumstances, each of the Directors shall call and chair the meeting on behalf of the Presidents.

(Holding)

**Article 30.** The Board of Directors' Meetings shall not be held unless a majority attendance of the number of Directors.

(Resolution)

**Article 31.** Resolutions of the Board of Directors shall be adopted by the majority of attending directors except those having a special interest in the resolutions.

2. When the requirements as stipulated in the Act, Article 96 are fulfilled, in spite of the above clause, any resolution shall be deemed effective.

(Record of Proceedings)

**Article 32.** The records of proceedings of the Board of Directors' Meeting shall be made as stipulated by the Act.

2. The Presidents and Auditors present at the meeting shall sign such records and affix their seals thereon.

## **Chapter 7. Assets and Accounting**

(Basic Assets)

**Article 33.** The asset listed in the Appendix attached is essential to the operation of JSCE and shall be deemed as its basic asset.

2. The basic asset as stated above shall be maintained under the supervision of a good asset manger. However, when there is a compelling reason, the basic assets may be disposed or pledged as security, upon the approval of the General Assembly following a decision by the Board of Directors.

(Fiscal Year)

**Article 34.** The fiscal year for JSCE shall begin on the 1st of April each year and end on the 31st of March of the following year.

(Business Plan and Budget)

**Article 35.** The business plan of JSCE, income and expenditure statements, fund-raising income and capital investment plans shall be prepared by the Presidents and approved by the Board of Directors by one day prior to the commencement of fiscal year. In case changing the business plan, the statements and plans, the same procedures shall be applied.

2. The documents stated above shall be kept in the principle office by the end of the fiscal year, and then be opened to public inspection.

(Business Reports and Settlement of Accounts)

**Article 36.** Documents relating to the business plan and budget of JSCE listed below shall be prepared by the Presidents, audited by the Auditors and approved by the Board of Directors after the end of the fiscal year. After approval by the Board of Directors, those documents shall be submitted to the Ordinary General Assembly: the documents (1) and (2) shall be reported, and (3) to (6) be approved by the assembly.

(1) Business report

(2) Annexed specifications

(3) Balance-sheet

(4) Profit and loss statement (Net asset increase and decrease calculation sheet)

(5) Annexed specifications (Net asset increase and decrease calculation sheet) and balance-sheet

(6) Inventory of property

2. In addition to the documents listed above, the ones below shall be kept in the principle office for five years. These documents together with the Constitution and the roster of Regular Members shall be kept in the principle office and opened to public inspection.

(1) Auditors' reports

(2) Rosters of the Board of Directors and Auditors

(3) Payment basis for the Board of Directors and Auditors

(4) Reports on business operations and management and major numbers relating to the business operations and management.

(Funding)

**Article 37.** JSCE can appoint appropriate a person who shall be responsible for fund raising activities, as provided by the Act, Article 131.

2. Financial contributions paid shall not be returned before the date of return decided between contributors and JSCE.

3. The amount of contributions to be returned to contributors shall be determined by the resolution of the Ordinary General Assembly, and the place, date methods and others necessary to make a return of the contributions shall be determined elsewhere at he Board of Director's Meeting.

## **Chapter 8. Amendment of the Constitution and Dissolution of JSCE**

(Amendment of the Constitution)

**Article 38.** Amendment to the Constitution can be made with the approval of the General Assembly.

(Dissolution)

**Article 39.** JSCE shall be dissolved for reasons provided by the Act, or by obtaining the approval of the General Assembly.

(Donation of asset due to cancellation of Public Interest Corporation Authorization)

**Article 40.** When JSCE receive a disposition of the cancellation of its Public Interest Cooperation Authorization, or cease to exist as a result of a merger (excluding a case in which a juridical person that succeeds its rights and obligations is a public interest cooperation), the amount of which is equivalent to the remaining amount of the public interest purposes acquired property, with the approval of the General Assembly, shall be donated to national or local public bodies, public interest incorporated foundations provided by Article 5, Clause 17 of the Act and Article 40, Clause 1 of Act on Special Measures Concerning Taxation.

(Disposal of remaining property)

**Article 41.** The disposal of remaining property in an event of liquidation of JSCE, with the approved of the General Assembly, shall be donated to national or local public bodies, public interest incorporated foundations provided by Article 5, Clause 17 of the Act and Article 40, Clause 1 of Act on Special Measures Concerning Taxation.

## **Chapter 9. Method of Public Notice**

(Method of Public Notice)

**Article 42.** Public notices by JSCE shall be made through electronic notice.

2. In case that public notice cannot be made through electronic notice due to accidents and other unavoidable reasons, public notices shall be made by placing them in the Official Gazetts.

## **Chapter 10. Supplementary Rules**

(Rights in Relation to Shareholdings)

**Article 43.** JSCE shall not exercise any rights in relation to shareholdings.

(Secretariat and Staff)

**Article 44.** JSCE may establish a Secretariat in order to carry out all business of JSCE and employ paid staff.

(Enforcement of Bylaws)

**Article 45.** Bylaws, rules and regulations necessary for the implementation of the Constitution shall be determined elsewhere, with the approval of the Board of Directors.

### **Supplementary Provisions**

1. This Constitution shall come into full force and effect as from the date of registration provided by Article 106, Clause 1 in the Seibi-hou, the act for promoting the implementation of the Act on Authorization of Public Interest Incorporated Association and Public Interest Incorporated Foundation

2. The President at the beginning of establishment of JSCE shall be Kenji Sakata
3. When the registration of dissolution and of foundation of a Public Interest Incorporated Association are made as provided by Article 106, Clause 1 in the Seibi-hou, the business year shall begin the date of the registration of the establishment and end one day prior to the date of the dissolution despite Article 34.

Appendix: Basic Asset (Article 33)

Land	2582.65 square meters Mubachhi, Yotsuya 1-chome, Shinjuku-ku, Tokyo
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