

Japan Society of Civil Engineers

CONSTITUTION

(Amended on November 1, 1999)

Chapter 1. General Rules

Article 1. Name

The name of this incorporated association shall be Japan Society of Civil Engineers (hereafter called JSCE).

Article 2. Headquarters

JSCE shall establish its headquarters at Mu-banchi, Yotsuya 1-chome, Shinjuku-ku, Tokyo.

Article 3. Chapters

JSCE shall locate its chapters in the following regions: Hokkaido, Tohoku, Kanto, Chubu, Kansai, Chugoku, Shikoku and Seibu.

Chapter 2. Mission Statement and Activities

Article 4. Mission Statement

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.

Article 5. Activities

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

- (1) Holding of research presentation meetings, lectures, seminars and study visits

related to civil engineering

(2) Publishing of JSCE magazines, journals, books and other printed materials related to civil engineering

(3) Conducting of research/studies related to civil engineering and promotion/support of such activities

(4) Evaluation of studies and technologies related to civil engineering

(5) Conducting of educational activities in general, and the promotion of public relations related to civil engineering

(6) Participation in international activities that contribute to the development of civil engineering

(7) Collecting and storing of information, books and other materials related to civil engineering, as well as making such information available to the general public

(8) Management and maintenance of the Civil Engineering Library

(9) Making of proposals regarding civil engineering and submitting reports in response to consultations

(10) Any additional activities required for the achievement of JSCE's objectives

Chapter 3. Membership

Article 6. Membership Classifications and Titles

1. There shall be three membership classifications as stated below.

(1)Regular Member

1) An individual 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) Corporations engaged in construction, construction consulting, and other business activities related to civil engineering, conducting business of one of the types listed in the Bylaws of JSCE (hereafter called 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 that supports the objectives and activities of JSCE.

2. JSCE may grant the title of Fellow Member, upon approval of the Board of Directors, to those individual Members who have performed outstandingly in a position of responsibility in the field of civil engineering.

3. JSCE may grant the title of Honorary Member, upon approval of the Board of Directors, to those individuals who have rendered distinguished services to the research and business activities in the field of civil engineering.

Article 7. Admission and Membership Fee

1. 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.

2. In the case of a Corporate Member, a representative of the corporation who has the authority to represent the corporation in its dealings with JSCE (hereafter called "Representative Member") must be appointed and the appointment must be duly conveyed to JSCE at the time of admission.

The same process must be followed in the event of the Representative Member being replaced.

3. All Members shall pay the annual membership fee as stipulated in the Bylaws.

4. Membership fees already paid will not be refunded under any circumstances.

Article 8. Disqualification of Membership

A member shall be disqualified by any of the following reasons.

(1) Resignation of membership

(2) Declaration of incompetency, quasi-incompetence or bankruptcy

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

(4) Dismissal from membership.

Article 9. Resignation

1. Any member who wishes to resign from JSCE shall submit a notice of resignation following the completion of all obligations and/or duties.
2. When a member neglects to pay the membership fee for one year or more, JSCE may regard that member as having resigned, upon the approval of the Board of Directors.

Article 10. Dismissal

JSCE, upon approval of the Board of Directors, may dismiss those members who bring disgrace on JSCE, or act against the objectives of JSCE.

Chapter 4. Directors and Auditors

Article 11. Quorum of Directors and Auditors

JSCE shall appoint the Directors and Auditors as follows.

- (1) Directors shall number not less than 25 but no more than 30. From among these Directors, 1 President, 5 Vice-Presidents and 1 Executive Director shall be appointed.
- (2) Auditors shall number no more than 2.

Article 12. Election of Board of Directors and Auditors

1. The Board of Directors and Auditors shall be elected from among the Regular Members at the General Assembly.
2. The Board of Directors shall nominate and elect 1 President, 5 Vice-Presidents and 1 Executive Director from among themselves.
3. In the event of a vacancy in the position of Director or Auditor, the position may be filled in accordance with the rules set out in Clause 1 hereof.

Article 13. Duties of Directors

1. The Directors shall assume the duties stipulated below.
 - (1) The President shall represent JSCE and oversee the management of all business affairs of JSCE.
 - (2) The Vice-Presidents shall assist the President and shall act as his/her deputy. In

the event that the President is absent due to unavoidable circumstances or in the event that the President's position becomes vacant, the Vice Presidents shall follow orders specified beforehand by the President.

(3) The Executive Director shall assist the President and the 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 items 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.

2. The Directors shall discuss and vote on the items stipulated in Article 18 at the Board of Directors' meetings.

3. A Director may not concurrently hold an Auditor's post.

Article 14. Duties of Auditors

1. The Auditors shall assume the duties stipulated in Article 59 of the Civil Code of Japan.

2. Auditors are eligible to attend the Board of Directors' meetings and to express their opinions there, but they shall not be entitled to vote.

3. An Auditor may not concurrently hold a Director's post.

Article 15. Terms of Office of Directors and Auditors

1. The terms of office of Directors and Auditors shall be 2 years; however, holders of these positions may be re-elected.

2. The terms of office of Directors and Auditors shall begin at the time of the General Assembly during which they are elected and installed.

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.

Article 16. Payment for Directors and Auditors

Directors and Auditors shall work on a voluntary basis, and therefore, no payment of shall be made to Directors and Auditors. However, Executive Director shall receive a salary.

Chapter 5. Meetings

Article 17. Organization and Convening of Meetings of the Board of Directors

1. The Board of Directors' Meeting shall consist of Directors, and the President shall act as the chairperson of the meeting.
2. The Board of Directors' Meeting shall be convened by the President not less than 6 times annually. However, extraordinary Board of Directors' Meetings shall be held when deemed necessary by the President, or when requested by not less than 1/3 of the current existing number of Directors, indicating the purpose/objective for the said meeting.

Article 18. Matters for Resolution by the Board of Directors

The Board of Directors shall decide all matters involving the operation of JSCE that are not within the competence of the General Assembly, as well as the proposals to be presented to the General Assembly.

Article 19. Quorum and Resolution of the Board of Directors' Meeting

1. Meetings of the Board of Directors shall require a majority attendance of the current existing number of Directors. However, those members who have submitted in advance their views on the items on the agenda in writing shall be deemed as being in attendance.
2. Proceedings of the meetings shall be decided by a majority vote of those in attendance, and the chairperson shall have the right to cast the deciding vote when the votes are tied.

Article 20. Composition and Convening of General Assembly

1. The General Assembly shall consist of Regular Members defined in Article 6, Clause 1, Item 1.

2. The General Assembly shall be convened by the President once a year within 2 months following the end of the fiscal year.
3. An extraordinary General Assembly shall be convened by the President or the Auditors on the following occasions:
 - (1) when deemed necessary by the President,
 - (2) when deemed necessary by the Auditors,
 - (3) when requested by not less than 1/20 of the current existing number of Regular Members, indicating the purpose/objective for the said meeting. In this case, the meeting shall be convened within 30 days of the request.
4. The role of chairperson for the General Assembly shall be assumed by the President.

Article 21. Notice of General Assembly

To convene a General Assembly, a notice including date, time, place and subjects on the agenda of the meeting shall be conveyed to the Members by mail or through publications of JSCE.

Article 22. Quorum for and Decisions Made by General Assembly

1. The General Assembly shall require the attendance of the majority of the current existing number of members. However, those members who have submitted in advance their views on the items on the agenda in writing shall be deemed as being in attendance.
2. Each regular members attending the General Assembly shall have the right to 1 vote. Unless the quorum is otherwise specified, proceedings of the General Assembly shall be decided by the majority of attending members, and the chairperson shall have the right to cast the deciding vote when the votes are tied.

Article 23. Matters for Resolution at the General Assembly

The following matters shall be resolved at the General Assembly:

- (1) Election of Directors and Auditors
- (2) Planning of business activities and the budget
- (3) Approval of the annual activity report and settlement of accounts
- (4) Amendment to the Constitution
- (5) Additions to basic assets

- (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 the Board of Directors deems necessary

Article 24. Record of Proceedings

The chairperson shall make records of the proceedings of the General Assembly and the Board of Directors' Meeting, and the chairperson shall keep these records after he/she, along with 2 or more other participants, have signed and sealed the records.

Article 25. Conveyance of Resolutions Adopted by the General Assembly

The resolutions adopted by the General Assembly shall be conveyed to all Members.

Chapter 6. Secretariat and Staff

Article 26. Secretariat and Staff

1. JSCE shall establish a Secretariat in order to carry out all businesses of JSCE and may employ paid staff.
2. The appointment and dismissal of staff shall be carried out by the President upon the approval of the Board of Directors.
3. The organization and duties of the Secretariat and other matters concerning the Secretariat shall be stipulated separately.

Chapter 7. Assets and Accounting

Article 27. Division of Assets

The assets of JSCE shall be divided into the following 2 categories:

- (1) Basic assets: Assets consisting of properties transferred upon approval of the General Assembly.
- (2) Working assets: Assets consisting of income from membership fees, profits generated from business activities, benefits derived from assets, contributions and properties other than basic assets.

Article 28. Restriction of the Use of Basic Assets

Basic assets may neither be sold, nor offered as security. However, in case there are

compelling reasons, in order to execute a project, a part of the basic assets may be sold or offered as security upon the approval of the General Assembly and the Minister of Education, Culture, Sports, Science and Technology.

Article 29. Fiscal Year

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.

Chapter 8. Amendment of the Constitution and Dissolution of JSCE

Article 30. Amendment of the Constitution

Amendment to the Constitution shall be made only upon approval of the Minister of Education, Culture, Sports, Science and Technology, after being passed by not less than three quarters of the members in attendance at the General Assembly.

Article 31. Dissolution of JSCE

The dissolution of JSCE shall be passed by not less than 3/4 of the members in attendance at the General Assembly.

Article 32. Disposal of Remaining Property

The disposal of remaining property in an event of dissolution of JSCE shall be approved by not less than three 3/4 of the attendance at the General Assembly.

Chapter 9. Supplementary Rules

Article 33. Enforcement of Constitution

Rules necessary for the enforcement of the Constitution shall be stipulated in the Bylaws upon the approval of the Board of Directors.

Note: In regards to this Constitution of Japan Society of Civil Engineers, the Japanese-language version shall prevail over the English-language translation.