

The Surface Science Society of Japan, Public Interest Incorporated Association

Articles of Incorporation

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Hongo Corporation Rm 402,
2-40-13 Hongo, Bunkyo-ku, Tokyo 113-0033
TEL 03-3812-0266 FAX 03-3812-2897

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Articles of Incorporation

Chapter 1: General rules

(Name)

Article 1 The organization described herein shall be named The Surface Science Society of Japan, Public Interest Incorporated Association (hereafter, the Society).

(Offices)

Article 2 The headquarter of the Society is located at Bunkyo-ku, Tokyo.

2 The Executive Board of the Society may establish branch offices at necessary locations.

(Chapters)

Article 3 The Executive Board of the Society may establish one or more Chapters in necessary locations.

Chapter 2: Objectives and undertakings

(Objectives)

Article 4 The Society provides forums for scientific and technical discussions and exchanges of knowledge on the fundamental principles and applications of surface science. It stimulates progress in surface science and dissemination of the knowledge and use for the public, thereby contributing to public and academic growth and increase in public interest in our country.

(Undertakings)

Article 5 The Society shall execute the following undertakings for attaining the objectives mentioned in the previous Article.

- (1) To organize and conduct academic meetings and symposia for scientific and technical discussions and exchanges.
 - (2) To organize and conduct short courses and seminars for education and training.
 - (3) To publish archival and scholarly periodicals, monographs, and databases in order to provide the research results to the public.
 - (4) To qualify and license technical experts.
 - (5) To carry out other undertakings for attaining the objectives of the Society.
2. The Society shall carry out the abovementioned undertakings in Japan and overseas.

Chapter 3: Membership

(Constituent Members of the Society)

Article 6 The Society shall have the following members.

- (1) **Regular Members:** Individuals who support the undertakings of the Society and have become members.
 - (2) **Student Members:** Individuals who are students in technical high schools, junior colleges, undergraduate or graduate schools of universities, and who support the undertakings of the Society and have become members.
 - (3) **Sustaining Members:** Organizations that approve the objectives of the Society and maintain the undertakings mentioned in Article 5.
 - (4) **Supporting Members:** Organizations that approve the objectives of the Society and support the undertakings mentioned in Article 5.
 - (5) **Subscription Members:** Individuals or organizations that aim to subscribe to the Society journal and have become members.
 - (6) **Honorary Members:** Individuals who have provided eminent service for progress in surface science, approved at the general meeting of the Society.
2. Of the abovementioned members, only the regular members are members of the Society under the Act Concerning General Corporations and General Foundations.

(Admission)

Article 7 Individuals or organizations that want to become members of the Society are required to apply for membership as per the separate stipulations of the Executive Board.

2. Admission is decided by the Executive Board by the criteria enacted by the general meeting, after which the applicants are informed of the result.
3. Individuals who are nominated to be honorary members do not need to undertake admission procedures; they shall become honorary members with the approval of that person.

(Membership dues, etc.)

Article 8 To support the undertakings and operating expenses in the Society, members are obliged to pay the entrance fees and membership dues, the amounts of which are stipulated by the general meeting.

2. Honorary members are exempted from the entrance fees and membership dues.
3. Entrance fees and membership dues already paid to the Society will not be returned for any reasons.

(Discretionary withdrawal)

Article 9 Members can withdraw from the Society at will anytime by submitting their resignation as per the format provided by the Executive Board.

(Expulsion)

Article 10 If a member commits any of the following acts, the said member can be expelled from the Society as decided at the general meeting of the Society.

However, before the decision at the general meeting, the member must have an opportunity to explain.

- (1) Acting against these Articles of Incorporation or other regulations.
- (2) Causing disgrace to the Society or acting against the objectives of the Society.
- (3) Acting in a way that reasonably leads to expulsion.

(Termination of the membership)

Article 11 In addition to the cases mentioned in Articles 9 and 10, membership shall be terminated in the following cases.

- (1) Non-payment of membership dues for more than one year.
- (2) Death or presumed dead as a missing person or in the case that the membership organization is dissolved.

Chapter 4: General meeting

(Makeup)

Article 12 The general meeting is composed of the regular members of the Society.

(Power)

Article 13 The general meeting shall resolve the following issues.

- (1) The criteria for admission and the amounts of entrance fees and membership dues.
- (2) Expulsion of the members.
- (3) Selection and removal of the Executive Board members and auditors.
- (4) Approval of the business report and the statement of accounts in the current business year.
- (5) Approval of the balance sheet, the statement of net assets, and their supplementary detailed statements.
- (6) Approval of amendments of the Articles of Incorporation.
- (7) Dissolution of the Society and disposal of the residual assets of the Society.
- (8) Disposal of the principal of the Society.
- (9) Other issues that are stipulated by law or these Articles of Incorporation to be resolved at the general meeting.

(Meetings)

Article 14 The regular general meeting shall be held once a year in May, and additional meetings will be held when necessary.

(Convening)

Article 15 Except for the cases specified by law, the president that is defined in Section 2 of Article 22 shall call the general meeting based on the decision by the Executive Board (regular general meeting).

2. Members who have 1/10 or more of the voting rights can request the president to call a general meeting (extraordinary general meeting).

(Notification)

Article 16 Members shall be notified of the general meeting by letter at least 14 days prior with the following information.

- (1) Day, time, and place for the meeting
 - (2) Purpose
 - (3) Other issues specified by law
2. The general meeting requested by 1/10 of all regular members or more shall be called so that the meeting is held within six weeks of the request.
 3. The president can call the general meeting by electronic methods instead of by letter.

(Chairperson)

Article 17 The chairperson at the regular general meeting shall be the president of the Society. If the president is missing or has had an accident, the vice president shall be the chairperson.

2. The chairperson at the extraordinary general meeting shall be elected by mutual vote among the attendees of each meeting.

(Right to vote)

Article 18 Each member has the right to cast a vote at the general meeting.

(Resolution)

Article 19 Except for cases specified by law or separately by these Articles of Incorporation, it is required that more than half of the attendants cast votes for the resolutions at the general meeting at which more than half of all regular members are required to attend.

2. Regardless of the regulations in Paragraph 1, the following decisions shall be conducted with a majority equivalent to at least 2/3 of general meeting voting rights.
 - (1) Expulsion of members
 - (2) Removal of auditors
 - (3) Changes to the Articles of Incorporation
 - (4) Dissolution of the Society
 - (5) Disposal of the principal of the Society
 - (6) Others specified by law
3. To elect the Executive Board members and auditors, the resolution shall be passed for each candidate according to the regulation mentioned in Paragraph 1 of this Article.

(Vote by letter or electronic methods)

Article 20 The regular members can exercise their rights to vote by letter describing the necessary items and submitting it to the Society within the period of time defined on the notice of convening of the general meeting. The number of votes received by letter shall be included in the number of votes casted by the attending regular members.

2. The regular members can exercise the rights to vote by electronically submitting the items necessary for voting by letter to the Society. The number of votes received by electronic methods shall be included in the number of votes casted by the attending regular members.

(Minutes)

Article 21 The minutes of the general meeting must be recorded as provided by law.

2. The chairperson and two or more representative attendees elected at the said meeting must sign and put their seal on the minutes.

Chapter 5: Officials

(Establishment of officials)

Article 22 The Society shall establish the following officials.

(1) Executive Board: 15–20

(2) Auditors: 2–3

2. Of the Executive Board members, one shall be the president, five or less shall be the vice presidents, and one of the vice presidents shall be the deputy president.
3. The president and the deputy president mentioned above shall be the representative executive members under Item 1 in Section 1 of Article 91 in the Law of Corporations. All members other than the representative executive members in the Executive Board shall be the managing executive members under the Law of Corporations.

(Election of officials)

Article 23 The Executive Board members and auditors shall be elected by vote at the general meeting.

2. The total number of the Executive Board members who are kinship or have other special relation with each other must not exceed 1/3 of the present number of the Executive Board members.
3. No one can hold positions of both the Executive Board member and auditor concurrently.
4. The Executive Board shall elect and remove the president, the deputy president, and the vice presidents.

(Duties and authorities of the Executive Board members)

Article 24 The Executive Board members constitutes the Executive Board Meeting, and shall perform their duties under the law and these Articles of Incorporation.

2. The representative executive members must represent the Society and perform their duties under laws and these Articles of Incorporation. The managing executive members divide and perform the undertakings of the Society by the separate provisions of Executive Board.

(Duties and authorities of the auditors)

Article 25 The auditors must inspect execution of the Executive Board members' responsibilities and prepare an audit report as provided by law.

2. The auditors can ask Executive Board members and employees for reports of their undertakings and investigate undertakings and assets of the Society at any time.

(Term of officials)

Article 26 The term of the Executive Board members and auditors is until the

conclusion of the regular general meeting held in the last business year within two years after election. Reappointment is not barred.

2. The term of the Executive Board member or the auditor elected as an alternate is until the predecessor's term expires.
3. When the number of officials is less than that defined in Article 22, the Executive Board members and auditors, even after expiration of the term of office or resignation, retain their rights and duties until those who are newly elected take office.

(Dismissal of officials)

Article 27 The Executive Board members and auditors can be dismissed by the resolution at the general meeting.

(Compensation, etc.)

Article 28 The Executive Board members and auditors are not compensated. However, when an auditor is not a member of the Society, compensation is paid based on the remuneration and retirement regulation of the officials stipulated in the general meeting of the Society.

Chapter 6: Executive Board

(Constituents)

Article 29 The Society shall establish an Executive Board.

2. The Executive Board consists of all Executive Board members.

(Authority)

Article 30 The Executive Board shall have the right to perform the following duties.

- (1) To decide the operation of undertakings of the Society.
- (2) To supervise the execution of duties for the Executive Board.
- (3) To elect and dismiss the president and vice presidents.

(Convening)

Article 31 The Executive Board is called by the president.

2. When the president is missing or has had an accident, the vice president shall convene.

(Number of meetings, chairperson)

Article 32 The Executive Board meeting is held five times or more each business year.

2. When an Executive Board member has asked the president to call the Executive Board, the Executive Board must be held.
3. The chairperson of the Executive Board is the president. If the president is missing or has had an accident, the chairperson shall be elected from among the attending Executive Board members.

(Decision)

Article 33 The resolution at the Executive Board is done by more than half of the attending members when more than half of the Executive Board members, except

those who have a special interest in the topic of resolution, are present.

2. Regardless of the previous paragraph, when the conditions mentioned in Article 96 of the Act Concerning General Corporations and General Foundations are fulfilled, it is regarded as an Executive Board decision.

(Minutes)

Article 34 Minutes for Executive Board meetings must be created as provided by law.

2. The attending representative executive members and auditors must sign and put their seal on the minutes mentioned above.

Chapter 7: Assets and accounts

(Business year)

Article 35 The business year of the Society begins every year on April 1st and ends on March 31st in the following year.

(Business plan and budget)

Article 36 The documents describing the business plan, budget, and estimates of funds and capital expenditures of the Society must be prepared by the president and approved by the Executive Board before the starting day of every business year. If they are to be changed, the same process must be followed.

2. The abovementioned documents must be kept in the headquarter office till the end of the current business year and must be provided for general perusal.

(Business report and accounts settlement)

Article 37 For reporting the business and accounts settlement of the Society, the following documents must be prepared by the president after the end of every business year, inspected by the auditors, approved by the Executive Board, and then must be approved at the general meeting.

- (1) The business report
 - (2) The supplementary detailed statements for the business report
 - (3) The balance sheet
 - (4) The profit-and-loss statement (the statement of net assets)
 - (5) The supplementary detailed statements for the balance sheet and the profit- and-loss statement (the statement of net assets)
 - (6) The inventory of assets
2. In addition to the abovementioned documents, the following documents must be kept at the headquarter office for five years and must be provided for general perusal. The Articles of Incorporation and the list of members must be also kept at the headquarter office and must be provided for general perusal.
 - (1) The audit report
 - (2) The list of names of the Executive Board members and auditors
 - (3) The outlines of the operating structure and activity status and documents describing important figures about them
 - (4) The documents describing the criteria for payment of compensation and so on to the Executive Board members and auditors

(Calculation of the remaining assets obtained for public interests)

Article 38 By following the regulations of Article 48 in the Enforcement Regulation for the Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations and others, the president must calculate the remaining property obtained for public interests on the last day of every business year and describe the result on the document mentioned in Item 3 of Paragraph 2 in the previous Article.

Chapter 8: Amendment of the Articles of Incorporation and Dissolution

(Changes to the Articles of Incorporation)

Article 39 These Articles of Incorporation can be amended by decision at the general meeting.

(Dissolution)

Article 40 The Society shall dissolve by decision at the general meeting or by other reasons defined by law.

(Donation due to cancellation of the Public Interest Certification)

Article 41 When the Society receives a disposal of cancellation of public interest incorporated association or when the Society disappears by merger and the successor to inherit the rights and duties of this Society is not a public interest incorporated association, the property corresponding to the amount of the remaining property obtained for public interests must be, as decided at the general meeting, donated to the corporate body defined in Section 17 of Article 5 in the Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations and others, or to the National Treasury or a local public body, within one month after the day of cancellation of public interest incorporated association or the day of merger.

(Jurisdiction of the residual assets)

Article 42 The residual assets that the Society has at the time of dissolution must be, by resolution at the general meeting, donated to the corporate body defined in Section 17 of Article 5 in the Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations and others, or to the National Treasury or a local public body.

Chapter 9: Methods of Public Notices

(Methods of public notices)

Article 43 The public notices from the Society shall be carried out electronically.

2. When the abovementioned electronic notices cannot be carried out because of accidents or other unavoidable circumstances, they are published in an official gazette.

Supplementary Provisions

1. These Articles of Incorporation shall come into effect from the day of registration of foundation as a Public Interest Incorporated Association defined in Section 1 of Article 106 in the Law to provide related laws for the operation of the Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations and others.
2. The first representative executive member of the Society shall be Seizo Morita.
3. When it is registered for dissolution as a special private lending corporation defined in Section 1 of Article 106 in the Law to provide related laws for the operation of the Act on Ordinary Corporations and Ordinary Foundations and the Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations and others and when it is registered for foundation as a Public Interest Incorporated Association, the day before the registration of dissolution shall be the last day of the business year and the day of registration for foundation shall be the starting day of the business year, irrespective of Article 35 of these Articles of Incorporation.