

Articles of Incorporation

General incorporated Association, Division of Plasma Physics, Association of Asia-Pacific Physical Societies

Chapter 1 General Provisions

(Name)

Article 1 This association is called the general incorporated association, Division of Plasma Physics, Association of Asia-Pacific Physical Societies, AAPPs-DPP Association Inc., in short and hereafter called “this society”.

(Office)

Article 2 This society places its principal office at Motoyoshida 1194-10, Mito-city, Ibaraki, Japan.

Chapter 2 Purpose and Business

(Purpose)

Article 3 This society will promote progress and dissemination of plasma physics knowledge and its application through research presentations, **exchange** of knowledge, and **cooperation** among members and with other academic societies. We thereby aim to contribute to the development of academic research.

(Business)

Article 4 This society will operate following business to achieve purposes set in Article 3.

- (1) Operation of academic meetings such as annual conference and lecture meeting
- (2) Publication of Journal and academic books.
- (3) Provision of information through homepage and mailing system.
- (4) Other business necessary to achieve purpose of this society

These businesses will be operated mainly in Asia-Pacific region.

(Notification)

Article 5 Notification on this society is electronic notice.

2. In case an electronic notification is not possible, it will be **notified** at the principal office easily accessible by the public.

Chapter 3 Members

(Member composition of society)

Article 6 This society has following types of members.

- (1) Member: Scientist recommended by a member, who has basic knowledge of plasma physics and **agrees** with the purpose of this society.
- (2) Regular member: Member who participated **in** this society’s annual conference.
- (3) Honorary member: Scientist who **has** made a contribution to this society or **has been** certified by the representative directors.
- (4) “Member” defined in the Act on General Incorporated Associations and General Incorporated Foundations (hereafter called Association Act) is “regular member”.

(Liability for Expenses)

Article 7 Regular member bears the responsibility for payment of expenses to this society.

(Withdrawal)

Article 8 Any member can withdraw from this society anytime by submitting notice of withdrawal as specified by the Board of Directors.

(Expulsion)

Article 9 Member might be excluded if the **Board of Directors** judges that the member hurts the honor of this society or there is **any other** legitimate reason and **a resolution is adopted by** the general assembly as defined in Article 49 #2 of the Association Act.

(Termination of membership)

Article 10 In addition to previous two articles, membership will be terminated **in** following cases:

- (1) Communication method (such as e-mail) becomes invalid for six months;
- (2) Agreement of all regular members;
- (3) Death or dissolution;

(Registry)

Article 11 This society shall prepare a registry of members, regular members and honorary members.

Chapter 4 General Assembly

(Constitution)

Article 12 General assembly is composed of all regular members.

2. The general assembly set in the Association Act is this general assembly.

(Convocation)

Article 13 General assembly shall be called by representative directors (Chairman and CEO) based on the resolution of the Board of Directors.

2. Regular general assembly shall be called within 5 months after the end of each business year.

(Authority)

Article 14 General assembly adopts resolutions on following matters.

- (1) Adoption of balance sheets and profit and loss statements and their detailed documents
- (2) Appointment or dismissal of director and auditor
- (3) Appointment and dismissal of director or auditor
- (4) Change of the articles of incorporation
- (5) Expulsion of members
- (6) Other matter set in Association Act or this Articles

(Chairperson and Operation report)

Article 15 Chairperson of the general assembly is the chairman of this society. CEO (Chief **Executive** Officer) will report on operation at the general assembly.

(Voting Right)

Article 16 Each regular member shall have one vote.

(Resolution)

Article 17 Resolution of the general assembly shall be made by the majority vote among participating regular members except for matters set by Association Act or by this Articles of Incorporation:

2. Resolution of matters concerning Article 49 #2 of Association Act shall be effected by at least a two-thirds majority of the votes of all regular members and with a quorum of at least one-half of the total number of regular members;
3. Regular member who do not participate **in the** general assembly can exercise voting right through electronic means.

(Exercising Voting Rights by Proxy)

Article 18 Regular members may exercise their voting rights by proxy. In such cases, the subject regular member or proxy shall submit a document certifying the authority of representation to the society.

(Minutes)

Article 19 Minutes of the general assembly shall be prepared as prescribed by the applicable Ordinance of the Ministry of Justice.

Chapter 5 Officer

(Establishment of officer)

Article 20 This society shall have following officers.

- (1) Directors: equal or larger than 3 and not more than 16
 - (2) Auditors: not more than 2.
2. Representative directors are not more than 2 among directors.

(Appointment of Officer)

Article 21 Directors and Auditors shall be appointed by the resolution of the General Assembly.

2. Representative directors shall be appointed among directors by the resolution of the Board of Directors.
3. Auditor shall not concurrently **act** as a director or an employee of this society or its subsidiary.
4. With respect to each director, the total number of concerned director and one's spouse or relatives within the third degree of kinship (including persons having special relationships specified by Cabinet Order with concerned director as those standing in a position similar to these persons) who are directors does not exceed one third of the total number of directors.

(Duty and Authority of Directors)

Article 22 Director is a member of the Board of Directors and will execute its duty according to the act and this article. **Directors shall comply with the laws and regulations, the articles of incorporation, and the resolutions of general meetings of members, and shall loyally perform their duties for the benefit of the society.**

2. Directors share following functions.
 - (1) **Chief Executive Officer (CEO)**
 - (2) **Chairman**
 - (3) **Chair-Elect**

(4) Vice chairs (equal or less than 12)

(5) Executive officer

3. Representative directors in the Association Act ~~are Chairman and is~~ CEO.

4. Executive officer is executive director in the Association Act. Executive director administers the business operations of this society.

5. Representative directors and the executive director shall report their status of execution of duties to the Board of Directors more than twice with an interval exceeding 4 months in each fiscal year.

(Duty and Authority of Chairman and CEO)

Article 23 Chairman organizes the annual conference and chairs the General Assembly and the Board of Directors as decision body of this society.

2. CEO has the responsibility for the operation of this society and reports its activity at the General Assembly and the **Board of Directors**. CEO concludes contracts and agreements as representative of this society upon decision of the **Board of Directors**. CEO shall execute one's duty at the principal office.

(Duty and Authority of Auditors)

Article 24 Auditors shall audit Directors' performance of their duties. Auditors shall prepare an audit report as prescribed by the applicable Ordinance of the Ministry of Justice.

2. Auditors may request reports on business from directors and employees, or investigate the state of business and property of this society at any time.

3. An auditor shall attend Board of Directors meetings and provide one's opinions when it is considered necessary to do so.

(Tenure of Officers)

Article 25 The tenure of a director shall be until the end of the final annual meeting of the general assembly in a business year that ends within two years after one's appointment. Reappointment shall not be precluded.

2. The tenure of an auditor shall be until the end of the final annual meeting of the general assembly in a business year that ends within two years after one's appointment. Reappointment shall not be precluded.

(Liability of the officer)

Article 26 If officer is negligent in performing one's duties, he/she is liable for compensating any damages arising therefrom with respect to the society (Article 111, paragraph 1 of Association Act).

2. The liability of officers set in previous paragraph may be forgiven through a resolution of the Board of Directors, with a maximum limitation determined by deducting the amount listed as minimum amount of liability set in Article 115, paragraph (1) of Association Act **if officers performed their duties in good faith and without gross negligence.**

(Remuneration for Officer)

Article 27 Officers shall have no remuneration.

2. Notwithstanding previous paragraph, CEO and Executive Director may be awarded remuneration upon resolution of general assembly.

(Dismissal)

Article 28 Officers may be dismissed at any time by resolution of the general assembly. Dismissal of auditor shall be effected by at least a two-thirds majority of the votes of all regular members and with a quorum of at least one-half of the total number of regular members:

Chapter 6 Board of directors

(Constitution)

Article 29 This society shall form a Board of Directors. The Board of Directors shall be composed of all directors set in Article 16.

(Authority)

Article 30 The Board of Directors shall execute following businesses in addition to business set in other Articles of incorporation.

- (1) The determination of the business;
- (2) The supervision of the duties of directors;
- (3) The selection and dismissal of the representative directors and the executive director

(Call and Chairperson)

Article 31 The Board of Directors shall be called by the Representative Directors and chairperson of the Board of Directors shall be the Chairman. Style of the Board of Directors may include electronic forms such as Web.

2. In case of lack or accident of the representative directors, the Board of Directors shall be called by other director according to the pre-decided order by the Board of Directors. In case of lack or accident of the Chairman, the Board of Directors shall be chaired by other director according to the pre-decided order by the Board of Directors.

(Resolution)

Article 32 Resolutions at a Board of Directors meeting shall be made by majority vote when the majority of directors (limited to directors who are qualified to vote on the matter) have participated.

2. If a director has made a proposal on a matter of a resolution, it is regarded as the resolution of a Board of Directors if all directors (limited to directors who are qualified to vote on the matter) expressed agreement in writing if an auditor does not stated an objection to the proposal.

(Minutes)

Article 33 The minutes shall be prepared pursuant to the provisions of the applicable Ordinance of the Ministry of Justice and be signed by representative directors present and auditors present at the Board of Directors

Chapter 7 Assets and Accounting

(Business year)

Article 34 A business year of this society starts September 1 and ends August 31 of the next year.

(Business plan and Budget)

Article 35 The representative directors shall prepare the business planning documents and income and expenditure budget documents of the Society by a day before the new business year and obtain approval at the General Assembly after the resolution of the Board of Directors. It also applies

similarly to amendment.

2. Above document shall be placed at the principal office for 5 years and shall be provided for public reading.

(Business report and settlement)

Article 36 The COE shall prepare the following documents of the society after the end of each business year, which are audited by an auditor and obtain approval of the Board of Directors.

- (1) Business report
- (2) Appendix to the business report
- (3) Balance sheet
- (4) Net asset statement
- (5) Appendixes to balance sheet and next asset

2. In addition to above documents, audit report shall be placed at the principal office for 5 years for public reading.

(Prohibition of distribution of surplus)

Article 37 The surplus of this society shall not be distributed.

(Attribution of residual assets)

Article 38 In case of liquidation of this society, residual asset shall be given to an association listed in Article 5, item 17 in the Association Act or to a Government or Local Public Entity after resolution of the general assembly.

Chapter 8 Administrative Office

(Administrative Office)

Article 39 This society may establish executive office for processing administrative matters.

2. Secretary general and administrative staffs may be employed as necessary.
3. Appointment and dismissal of secretary general and important administrative staffs shall be made by a representative director after approval at the Board of Directors.
4. Matters on organization and operation of administrative office shall be set by the resolution of the Board of Directors.

Chapter 9 Supplementary Provisions

(First Business Year)

Article 40 The first business year of this society shall be from date of foundation to August 31, 2019.

(Representative director and directors at founding)

Article 41 The representative director and the directors at the time of establishment of this society shall be as follows.

Representative director	Mitsuru Kikuchi
Director	Masaharu Shiratani
Director	Haruo Nagai
Auditor	Yoshihiko Uesugi

(Name and address of founding members)

Article 42 Name and address of members at the time of establishment are as follows.

Mitsuru Kikuchi Motoyoshida-1194-10, Mito city, Ibatagi
Masaharu Shiratani Tajima 2-13-55, Jyonanku, Fukuoka city, Fukuoka
Haruo Nagai Takamori 2-26-12, Isehara city, Kanagawa
Yoshihiko Uesugi Awanami-shukusha4-22,Awanami2-11-40,Kanazawacity, Ishikawa

(Compliance with laws and regulations)

Article 43 All matters not stipulated in this Articles of Incorporation are subject to Association Act and other regulations.

For the establishment of General incorporated association, Division of Plasma Physics, Association of Asia-Pacific Physical Societies, this Articles of Incorporation is prepared and signed by the founding members.

November 20, 2018

Founding Member	Mitsuru Kikuchi
Founding Member	Masaharu Shiratani
Founding Member	Haruo Nagai
Founding Member	Yoshihiko Uesugi

Change history:

(1) 2018.12.12

Article 20 (1) Directors: equal or larger than 3 and not more than 12

➔ Article 20 (1) Directors: equal or larger than 3 and not more than 16

Article 22 (4) Vice chairs (equal or less than 8)

➔ Article 22 (4) Vice chairs (equal or less than 12)

Certify as the Articles of Incorporation

Representative director

Mitsuru Kikuchi

