

## **Articles of Incorporation of Japan Oil Chemists' Society**

### **Chapter 1 General Rules**

(Name)

**Article 1** The Society is called Japan Oil Chemists' Society (abbreviated as "JOCS").

(Office)

**Article 2** The Society has its main office in Chuo-ku, Tokyo.

2. The Society may set up a branch in the required place.
3. Regulations regarding the branch shall be determined separately after a resolution of the board of directors.

### **Chapter 2 Purpose and Business**

(Purpose)

**Article 3** The Society strives to advance science and technology related to fats and oils, lipids, surfactants and their related substances, and contribute to the development of industries and improvement of people's life and health.

(Business)

**Article 4** The Society shall carry out the following projects in order to achieve the purpose of the preceding article.

- (1) Public business of research results
  - (2) Human resources education, research incentives, and research achievement commendation projects
  - (3) Standardization and dissemination of evaluation / test methods
  - (4) Regional academic promotion and dissemination projects
  - (5) Revitalization of academic fields
  - (6) In addition to the preceding items, projects necessary to achieve the purpose of the Society
2. The business set forth in the preceding paragraph shall be conducted in Japan and abroad.

### **Chapter 3 Members**

(Members)

**Article 5** The following members shall be assigned to the Society.

- (1) Regular members: Individuals, corporations or groups who join the Society in agreement with its purpose. (Regular members of corporations or groups are referred to as "corporate members" hereinafter.)
- (2) Student members: Students who are enrolled in a university or a similar school and join the Society in agreement with its purpose.
- (3) Asian Overseas Members: Individuals who are not Japanese nationals and join the Society in support of its purpose (excluding residents of Japan).
- (4) Asian Overseas Student Members: Students who are not Japanese nationals and join the Society in support of its purpose (excluding residents of Japan).

2. The representatives to be elected by regular-member elections shall be deemed as the members of the Society under the Act on General Incorporated Associations and General Incorporated Foundations (hereinafter referred to as the "Corporation Law").

3. The number of representatives shall be 110 or more and 120 or less, and shall be determined by the board of directors.
4. In order to elect representatives, a representative election shall be held by regular members. The rules necessary for holding a representative election shall be set by the board of directors.
5. Representatives are required to be elected from regular members. Regular members may run for the representative election set forth in the preceding paragraph.
6. In the representative election set forth in Paragraph 4, regular members have the same right to elect representatives as other regular members. Neither directors nor the board of directors are authorized to elect representatives.
7. The representative election set forth in Paragraph 4 shall be held once every two years in November, and the term of office of the representatives shall be until the end of the representative election to be held two years after the election.  
However, in the case a representative has filed an action to cancel the resolution of the general meeting, an action to dissolve, an action to pursue liability, or an action to dismiss officers (Corporate Law Article 266, Paragraph 1, Article 268, Article 278, Article 284) (including the case where a request for an action prescribed in Article 278, Paragraph 1 of the Corporation Law is made), the representative does not lose his / her position as a member until the proceedings are concluded (the representative shall have no voting rights on appointment or dismissal of officers (Articles 63 and 70 of the Corporation Law) and amendment of the articles of incorporation (Article 146 of the Corporation Law)).
8. A substitute representative may be elected in the case of a lack of representatives or in the case the number of representatives is insufficient. The term of office of the substitute representative shall be until the expiration of the term of office of a member who retired before the expiration of the term of office.
9. When electing a substitute representative, the following matters must also be decided.
  - (1) That the candidate is a substitute representative
  - (2) When the candidate is appointed as a substitute for one or more specific representatives, that fact and the names of the specific representatives
  - (3) When appointing two or more substitute representatives for the same representative (in the case of being appointed as a substitute for two or more representatives, the two or more representatives), the priority of the substitute representatives
10. The period for which the resolution pertaining to the appointment of a substitute representative in Paragraph 8 is effective shall be until the expiration of the term of office of the substitute representative in Paragraph 7.
11. Regular members may exercise the following member rights stipulated in the Corporation Law against the Society in the same way as members.
  - (1) Rights set forth in Article 14, Paragraph 2 of the Corporation Law (inspection of articles of incorporation, etc.)
  - (2) Right of Article 32, Paragraph 2 of the Corporation Law (viewing member list, etc.)
  - (3) Rights set forth in Article 57, Paragraph 4 of the Corporation Law (viewing minutes of general meetings, etc.)
  - (4) Rights set forth in Article 50, Paragraph 6 of the Corporation Law (viewing of member proxy rights certificate, etc.)
  - (5) Rights set forth in Article 52, Paragraph 5 of the Corporation Law (viewing of voting rights exercise records, etc. by electromagnetic means)
  - (6) Rights in Article 129, Paragraph 3 of the Corporation Law (viewing financial statements, etc.)
  - (7) Rights set forth in Article 229, Paragraph 2 of the Corporation Law (viewing the balance sheet, etc. of a clearing corporation)
  - (8) Rights of Article 246, Paragraph 3, Article 250, Paragraph 3 and Article 256, Paragraph 3 of the Corporation Law (viewing merger contracts, etc.)

**Article 6** A person who intends to become a member of the Society must submit a separate admission notice specified by the board of directors and obtain its approval.

2. In the case of a corporate member, one person who exercises the right to the Society as a representative of the member (hereinafter referred to as "member representative") must be determined and notified to the chairperson.

3. Those who intend to become student members or Asian overseas student members must write in the admission notice in Paragraph 1 above that they have been recommended by the schools they are enrolled in.

(Cost burden)

**Article 7** Members must pay the membership fee specified separately at the general meeting.

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

(Withdrawal)

**Article 8** When a member intends to withdraw from the Society, he / she can unsubscribe at any time by voluntarily submitting a withdrawal notice separately specified by the board of directors.

(Expulsion)

**Article 9** When a member falls under any of the following, the member may be expelled by a resolution of the general meeting.

(1) When the articles of incorporation of the Society or other rules are violated.

(2) When the honor of the Society is damaged or an act contrary to the purpose is performed.

(3) When there are other legitimate reasons for expulsion.

2. If a member is to be expelled pursuant to the provisions of the preceding paragraph, the member shall be notified in writing at least 20 days before the general meeting is held.

At the same time, the member must be given an opportunity to make a defense at the general meeting that resolves the expulsion.

(3) When a resolution for expulsion is made, the president shall notify the member concerned to that effect.

(Loss of membership)

**Article 10** If a member falls under any of the following items, he / she shall be deemed to have lost his / her qualification and their membership shall be withdrawn.

(1) When the membership fee is not paid and the membership fee is not paid for 2 years or more after the reminder.

(2) When the member dies or is declared missing.

(3) When the member is expelled.

(4) When a corporation or group is dissolved or goes bankrupt.

2. If a member loses his / her qualification according to the preceding paragraph, he / she loses his / her Society rights and is exempted from obligation. However, if there remain unfulfilled obligations, they are not exempted.

(Notification)

**Article 11** When regular members, student members, Asian overseas members, and Asian overseas student members have changed their names, addresses, places of employment, and places of commuting to school, they must notify the Society promptly.

2. When a corporate member changes his / her name, address, or member representative, he / she must promptly submit a notification of change specified separately to the president.

(Honorary members, etc.)

**Article 12** The Society may recommend regular members who have made particular contributions to the Society as honorary members based on a resolution of the board of directors.

- 2 The Society may recommend members (excluding corporate members) who have made particular contributions to the development of science and technology in the field of oil chemistry as a fellow, based on a resolution of the board of directors.
3. The Society may treat regular members who have been with the Society for 50 years or more as long-time members.
4. Notwithstanding the provisions of Article 7, Paragraph 1, membership fees for honorary members may be exempted.
5. Notwithstanding the provisions of Article 7, Paragraph 1, half of the membership fee for long-time members may be exempted.
6. Details regarding this article shall be determined separately after a resolution of the board of directors.

#### **Chapter 4 General Meeting**

(Constitution)

**Article 13** The general meeting shall consist of all representatives (as stipulated in the provision of Article 5, Paragraph 2).

2. The general meeting set forth in the preceding paragraph shall be deemed as the general meeting of members under the Corporation Law.

(Authority)

**Article 14** The general meeting shall resolve the following matters.

- (1) Expulsion of members
- (2) Appointment or dismissal of directors and auditors
- (3) Amount of remuneration for directors and auditors
- (4) Approval of balance sheet and net property increase / decrease statement
- (5) Amendment of articles of incorporation
- (6) Dissolution and disposal of residual property
- (7) In addition to what is stipulated by laws and regulations or the articles of incorporation as a resolution at the general meeting, important matters concerning the operation of the Society

(Opening)

**Article 15** The general meeting shall be held as an ordinary general meeting within 3 months after the end of each business year, and an extraordinary general meeting shall be held when necessary.

(Convocation)

**Article 16** The general meeting shall be convened by the president based on a resolution of the board of directors, unless otherwise provided by law.

2. Employees who have one-tenth or more of the voting rights of all employees can request the convocation of the general meeting by informing the president of the purpose of the general meeting and the reason for the convocation.

(Chair)

**Article 17** The chairperson of the general meeting shall be elected from among the attending members by mutual election.

(Voting rights)

**Article 18** Voting rights at the general meeting shall be one for each employee.

(Resolution)

**Article 19** The resolution of the general meeting shall be attended by members who hold a majority of the voting rights of all members, and shall have a majority of the voting rights of the members who attended.

2. Notwithstanding the provisions of the preceding paragraph, the following resolution shall have a majority, which is more than half of all employees and more than two-thirds of the voting rights of all members.

- (1) Expulsion of members
- (2) Dismissal of auditor
- (3) Amendment of articles of incorporation
- (4) Dissolution
- (5) Other matters stipulated by law

3. When resolving a bill to appoint a director or auditor, the resolution set forth in Paragraph 1 must be made for each candidate.

If the total number of director candidates or auditor candidates exceeds the fixed number stipulated in Article 22, those who remain within the fixed number will be appointed in descending order of the number of votes obtained from among the candidates who have obtained the majority of the votes.

(Exercise of voting rights)

**Article 20** Members who cannot attend the general meeting may exercise their voting rights in writing, electronically or by proxy.

2. The deadline for exercising voting rights in writing shall be as stipulated by law.
3. The proxy set forth in Paragraph 1 must submit a document certifying the right of proxy to the Society.
4. A person who exercises voting rights pursuant to the provisions of Paragraph 1 shall be deemed to have attended the meeting concerning the application of the provisions of Article 19.

(Minutes)

**Article 21** Minutes of the proceedings of the general meeting shall be prepared as required by law.

2. Minutes are prepared by the chairperson, and the minutes must be signed by the chairperson and two or more signers of the minutes appointed from among the attending members at the general meeting.
3. Minutes must be kept in the main office.

## **Chapter 5 Officers**

(Types of officers)

**Article 22** The following officers shall be appointed to the Society.

- (1) 12 or more and 17 or less directors
- (2) Up to 3 auditors

2. Of the directors, one president and not more than five vice presidents shall be appointed.
3. One managing director shall be appointed from among the directors excluding the president and vice presidents.
4. The chairman and vice chairman of Paragraph 2 shall be the representative directors stipulated in the Corporation Law.
5. The Managing Director of Paragraph 3 shall be the Executive Director stipulated in Article 91, Paragraph 1, Item 2 of the Corporation Law.

(Appointment of officers)

**Article 23** Directors and auditors shall be appointed by a resolution of the general meeting.

2. The president, vice presidents and managing director shall be selected from among the directors by a resolution of the board of directors.
3. As for the composition of directors, the number directors who are within the same relatives (meaning relatives within the third degree of kinship and persons who have a special relationship with this person) or persons related to a specific company must not exceed one-third of the current number of directors. The total of directors who are directors or employees of another same organization (excluding public interest corporations) and who are closely related to each other shall not exceed one-third of the total number of directors.  
The same shall apply to auditors.

(Duties and authority of directors)

**Article 24** Directors shall constitute the board of directors and execute their duties pursuant to laws and regulations and the articles of incorporation.

2. The president shall represent the Society, execute its business as stipulated by law and the articles of incorporation, and the managing director shall share and execute the business of the Society as separately stipulated.
3. The vice presidents assist the president and takes over the duties of the president in the event of an accident or lack of the president.

(Duties and authority of auditors)

**Article 25** Auditors audit the execution of duties by directors and prepare audit reports as required by law.

2. Auditors may request directors and employees to report on the business at any time and investigate the status of the business and property of the Society.
3. When auditors find that directors commit fraudulent acts or are likely to commit such acts, or are in violation of laws and regulations or the articles of incorporation, or if they find that there is a fact that is contrary or significantly unreasonable, they must report it to the board of directors without delay.
4. Auditors shall attend the board of directors and state their opinions when they find it necessary.

(Term of office of officers)

**Article 26** The term of office of directors shall be until the conclusion of the ordinary general meeting of the last business year ending within two years after their election.

2. The term of office of the auditor shall be until the conclusion of the annual general meeting of the last business year ending within two years after the appointment.

3. The term of office of a director or auditor appointed as a substitute shall be until the expiration of the term of office of the predecessor.
4. When the number of directors or auditors falls short of the fixed number stipulated in Article 22, a director or auditor, even after the expiration of his / her term of office or his / her resignation, still has the rights and obligations as a director or auditor until a newly appointed director or auditor takes office.

(Dismissal of officers)

**Article 27** Directors and auditors may be dismissed at any time by a resolution of the general meeting.

(Remuneration, etc.)

**Article 28** Directors and auditors shall be unpaid. However, for full-time directors, the amount calculated according to the criteria for payment of remuneration, etc., which is separately determined at the general meeting, can be paid as remuneration.

(Exemption from liability of officers)

**Article 29** In accordance with the provisions of Article 114 of the Corporation Law, the Society can, by a resolution of the board of directors, exempt liability for damages of directors (including former directors) regarding the acts of Article 111 of the same law to the extent of the law.

2. According to the provisions of Article 114 of the Corporation Law, the Society can, by a resolution of the board of directors, exempt liability for damages of auditors (inspectors) (including former auditors (inspectors)) concerning the acts of Article 111 of the same law to the extent of the law.

## Chapter 6 Board of Directors

(Constitution)

**Article 30** A board of directors shall be established in the Society.

2. The board of directors shall consist of all directors.

(Authority)

**Article 31** The board of directors shall perform the following duties.

- (1) Decision on business execution of the Society
- (2) Supervision of execution of duties by directors
- (3) Selection and dismissal of president, vice president and managing director

(Convocation)

**Article 32** The board of directors shall be convened by the president.

2. If the president has an accident or is missing, the vice president convenes the board of directors.
3. If the president and vice president are absent, or if the president and vice president have an accident, directors shall convene the board of directors.
4. The president, vice president, and managing director shall report to the board of directors on the status of execution of their duties at least twice every business year at intervals exceeding four months.

(Chair)

**Article 33** The chairperson of the board of directors shall be the president.

2. If the president is missing or has an accident, the vice president shall act for them.

(Resolution)

**Article 34** The resolution of the board of directors shall be attended by a majority of the directors, excluding those who have a special interest in the resolution, and shall be made by the majority of the attending directors.

2. Notwithstanding the provisions of the preceding paragraph, if the requirements of Article 96 of the Corporation Law are met, it shall be deemed that a resolution of the board of directors has been passed.

(Minutes)

**Article 35** Minutes of the proceedings of the board of directors shall be prepared as required by law.

2. The representative directors and auditors who attended shall sign and seal the minutes set forth in the preceding paragraph.
3. Minutes must be kept in the main office.

## **Chapter 7 Committee and Secretariat**

(Committee)

**Article 36** The Society may establish a committee after a resolution of the board of directors in order to ensure the smooth operation of its business.

2. The required members are assigned to the committee.
3. The members of the committee shall be appointed by the president after a resolution of the board of directors.
4. Necessary matters concerning the organization and operation of the committee shall be determined separately after a resolution of the board of directors.

(Secretariat)

**Article 37** A secretariat will be set up in the Society to handle affairs.

2. The secretariat shall have a secretary general and staff.
3. The secretary general and staff shall be appointed and dismissed by the president based on a resolution of the board of directors.
4. Matters concerning the secretariat shall be determined separately after a resolution of the board of directors.

## **Chapter 8 Property and Accounting**

(Property composition)

**Article 38** The property of the Society shall consist of the following items.

- (1) Membership fees
- (2) Donated money and goods
- (3) Income generated from property
- (4) Income from business



(5) Other income

2. The expenses of the Society shall be paid with property.

(Endowments)

**Article 39** The following property may be endowments.

- (1) Property donated by designating it as an endowment
- (2) Property that the board of directors resolved to incorporate into endowments

(Management and disposal of endowments)

**Article 40** Endowments must be managed with the care of a good manager in order to achieve the purpose of the Society, and if it is to be disposed of, resolution of the board of directors and the general meeting must be passed in advance.

(Property management)

**Article 41** The method necessary for managing the property of the Society shall be determined separately after a resolution of the board of directors.

(Fiscal year)

**Article 42** The business year of the Society begins on March 1 of each year and ends on the last day of February of the following year.

(Business plan and income and expenditure budget)

**Article 43** Documents describing the business plan, income and expenditure budget, financing and capital investment prospects of the Society shall be prepared by the president and resolved by the board of directors by the day before the day on which business will be started every business year.

2. Documents in Paragraph 1 shall be kept in the main office until the end of the relevant business year and made available for general inspection.

(Business report and settlement of accounts)

**Article 44** Regarding the business report and settlement of accounts of the Society, after the end of each business year, the president must prepare the following documents and obtain approval of the board of directors after they are inspected by the auditor.

- (1) Business report
- (2) Supplementary schedule of business report
- (3) Balance sheet
- (4) Net property increase / decrease statement
- (5) Annexed statement of balance sheet and net property increase / decrease statement
- (6) Property inventory

2. Of the documents approved in the preceding paragraph, documents No. 1, No. 3, No. 4 and No. 6 shall be submitted to the ordinary general meeting, and as for document No. 1, its contents must be reported and approval must be obtained for other documents.

3. In addition to the documents in Paragraph 1, the following documents should be kept in the main office for 5 years to be made available for general inspection, as well as the articles of incorporation and member list. for general inspection.

(1) Audit report

(2) List of directors and auditors

(3) Documents stating the criteria for payment of remuneration, etc. for directors and auditors

(4) Documents that outline the status of the operating organization and business activities and the important figures related to these

(Calculation of the remaining amount of property acquired for charitable purposes)

**Article 45** The president shall, every business year, calculate the remaining amount of property acquired for charitable purposes as of the last day of the relevant business year based on the provisions of Article 48 of the Ordinance for Enforcement of the Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations and state it in the documents set forth in Paragraph 3, Item 4 of the preceding article.

### **Chapter 9 Amendment and Dissolution of Articles of Incorporation**

(Change of articles of incorporation)

**Article 46** The articles of incorporation may be amended by a resolution of the general meeting.

(Dissolution)

**Article 47** The Society shall be dissolved due to a resolution of the general meeting or other reasons stipulated by law.

(Donation due to cancellation of public interest accreditation)

**Article 48** When the Society receives a disposition for revocation of public interest accreditation or when the Society is dissolved due to a merger (except when the corporation succeeding its rights and obligations is a public interest corporation), it shall, after the resolution of its general meeting, donate the property equivalent to the remaining amount of property acquired for charitable purposes to corporations or national or local public bodies listed in Article 5, Item 17 of the Law Concerning Accreditation of Public Interest Incorporated Associations and Public Interest Incorporated Foundations (hereinafter referred to as the "Accreditation Law") within one month from the date of revocation of public interest accreditation or the date of the merger.

(Attribution of residual property)

**Article 49** Residual property held by the Society in the case of its liquidation shall be donated to corporations or national or local public bodies listed in Article 5, Item 17 of the Accreditation Law after a resolution of the general meeting.

### **Chapter 10 Method of Public Notice**

(Method of public notice)

**Article 50** The public notice of the Society shall be made electronically.

(2) If the electronic public notice set forth in the preceding paragraph cannot be made due to an accident or other unavoidable reasons, the method of publication in the official bulletin shall be applied.

### **Chapter 11 Supplementary Provisions**

(Rules)

**Article 51** Necessary matters concerning the implementation of the articles of incorporation shall be determined separately after a resolution of the board of directors.

**Supplementary provisions**

1. This amendment to the articles of incorporation shall come into effect on the day following the day of the general meeting that resolves the amendment.

(Resolution of the General Meeting on April 22, 2021; Enforced on April 23, 2021)