

Articles of Incorporation of Public Interest Incorporated Association Japan Oil Chemists' Society

Chapter 1 General Rules

Article 1 (Name)

The Society is called Public Interest Incorporated Association Japan Oil Chemists' Society (abbreviated as "JOCS").

Article 2 (Office)

1. The principal office of this organization shall be located in Chuo-ku, Tokyo.
 2. Branch offices may be established as necessary.
 3. Regulations concerning branch offices shall be separately determined by the Board of Directors.
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Chapter 2 Purpose and Business

Article 3 (Purpose)

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.

Article 4 (Business)

1. The Society shall carry out the following projects in order to achieve the purpose of the preceding article:
 - (1) Public business of research results: This includes organizing international conferences, the World Congress on Oleo Science and publishing the open-access journal listed in DOAJ, Journal of Oleo Science.
 - (2) Human resources education, research incentives, and research achievement commendation projects: This includes recognizing international research achievements, such as awards at the World Congress on Oleo Science, awards in collaboration with ISF or RCS, and the appointment of fellows.
 - (3) Standardization and dissemination of evaluation/test methods: This includes discussions at the World Congress on Oleo Science and promoting the international dissemination of evaluation/test methods.
 - (4) Regional academic promotion and dissemination projects.

- (5) Revitalization of academic fields: This includes designing programs for the World Congress on Oleo Science.
- (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.
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Chapter 3 Members

Article 5 (Members)

1. The Japan Oil Chemists' Society (JOCS) welcomes individuals, corporations, public research institutions, and groups from around the world to join our Society. We offer various membership categories to accommodate diverse backgrounds and regions:
 - (1) Regular Members: Individuals, corporations, public research institutions, 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 enrolled in a university or similar school who 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).Our Society conducts business both in Japan and abroad, striving 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.
2. The members of this organization shall be the **delegates** elected by the **Regular Members**, who shall be considered as members under the Act on General Incorporated Associations and General Incorporated Foundations (hereinafter referred to as "the Act").
3. The number of **delegates** shall be determined by the Board of Directors, ranging from 110 to 120.
4. To elect **delegates**, an election shall be held by the **Regular Members**. The regulations necessary for the election of **delegates** shall be determined by the Board of Directors.

5. **Delegates** shall be elected from among the **Regular Members**. **Regular Members** may run for the **delegate** election mentioned in the preceding paragraph.
6. In the **delegate** election mentioned in paragraph 4, **Regular Members** shall have the right to vote equally with other **Regular Members**. Directors or the Board of Directors shall not be able to elect **delegates**.
7. The **delegate** election mentioned in paragraph 4 shall be held once every two years in November, and the term of office of **delegates** shall be until the end of the **delegate** election held two years after their election. However, if a **delegate** has filed a lawsuit for the cancellation of a general meeting resolution, dissolution, pursuit of responsibility, or dismissal of officers (Act Articles 266, 268, 278, 284), the **delegate** shall not lose their status as a member until the lawsuit is concluded (the **delegate** shall not have the right to vote on the election and dismissal of officers (Act Articles 63 and 70) and amendments to the articles of incorporation (Act Article 146)).
8. If a **delegate** is absent or the number of **delegates** falls below the required number, a supplementary **delegate** may be elected. The term of office of the supplementary **delegate** shall be until the end of the term of office of the **delegate** who retired before the end of their term.
9. When electing supplementary **delegates**, the following matters must also be decided: (1) That the candidate is a supplementary **delegate** (2) If the candidate is elected as a supplementary **delegate** for one or more specific **delegates**, the names of those specific **delegates** (3) If two or more supplementary **delegates** are elected for the same **delegate** (or two or more **delegates**), the priority order among the supplementary **delegates**.
10. The resolution concerning the election of supplementary **delegates** shall be effective until the end of the term of office of the **delegates** mentioned in paragraph 7.
11. Regular Members shall exercise the following rights of members stipulated in the Act in the same manner as members:
 - (1) Right under Article 14, Paragraph 2 of the Act (Inspection of Articles of Incorporation, etc.)
 - (2) Right under Article 32, Paragraph 2 of the Act (Inspection of the Register of Members, etc.)
 - (3) Right under Article 57, Paragraph 4 of the Act (Inspection of Minutes of General Meetings, etc.)

- (4) Right under Article 50, Paragraph 6 of the Act (Inspection of Documents Certifying Proxy Rights, etc.)
- (5) Right under Article 52, Paragraph 5 of the Act (Inspection of Records of Voting Rights Exercised by Electronic Means, etc.)
- (6) Right under Article 129, Paragraph 3 of the Act (Inspection of Financial Statements, etc.)
- (7) Right under Article 229, Paragraph 2 of the Act (Inspection of Balance Sheets of Liquidating Corporations, etc.)
- (8) Rights under Article 246, Paragraph 3, Article 250, Paragraph 3, and Article 256, Paragraph 3 of the Act (Inspection of Merger Agreements, etc.)

Article 6 (Acquisition of membership)

1. Those who wish to become members of this organization must submit an application form separately determined by the Board of Directors and obtain approval.
2. **Corporate Members** must designate one person as the representative of the member to exercise their rights with this organization and notify the president.
3. Those who wish to become **Student Members** or **Asian Overseas Student Members** must indicate in the application form mentioned in paragraph 1 that they have received a recommendation from the school they are enrolled in.

Article 7 (Cost burden)

1. Members must pay the membership fee separately determined by the general meeting.
2. Membership fees already paid shall not be refunded under any circumstances.

Article 8 (Withdrawal)

Members may withdraw from this organization at any time by submitting a withdrawal form separately determined by the Board of Directors.

Article 9 (Expulsion)

1. Members may be expelled by a resolution of the general meeting if they fall under any of the following:
 - (1) Violation of the articles of incorporation or other regulations of this organization
 - (2) Actions that damage the honor of this organization or are contrary to its objectives
 - (3) Other justifiable reasons for expulsion
2. When expelling a member under the preceding paragraph, the member must be notified in writing at least 20 days before the general meeting and given an

opportunity to explain at the general meeting where the expulsion resolution is made.

3. The president must notify the member of the expulsion resolution.

Article 10 (Loss of Membership)

1. Members shall lose their membership and be deemed to have withdrawn if they fall under any of the following:
 - (1) Failure to pay membership fees for more than two years after being reminded
 - (2) Death or declaration of disappearance
 - (3) Expulsion
 - (4) Dissolution or bankruptcy of the corporation or organization
2. When a member loses their membership under the preceding paragraph, they shall lose their rights and be exempt from obligations to this organization. However, they shall not be exempt from any unfulfilled obligations.

Article 11 (Notification)

1. **Regular Members, Student Members, Asian Overseas Members, and Asian Overseas Student Members** must promptly notify any changes in their name, address, workplace, or school.
2. **Corporate Members** must promptly submit a change notification to the president if there are changes in their name, location, or representative.

Article 12 (Honorary Members, etc.)

1. This organization may appoint **Regular Members** who have made significant contributions to this organization as honorary members based on a resolution of the Board of Directors.
2. This organization may appoint members (excluding **Corporate Members**) who have made significant contributions to the advancement of science and technology in the field of oil chemistry as fellows based on a resolution of the Board of Directors.
3. This organization may express gratitude to **Regular Members** who have been members for more than 40 years by treating them as long-term members.
4. Notwithstanding the provisions of paragraph 1 of Article 7, honorary members may be exempted from membership fees.
5. Notwithstanding the provisions of paragraph 1 of Article 7, long-term members may be exempted from half of the membership fees.
6. Detailed provisions concerning this article shall be separately determined by a resolution of the Board of Directors.

Chapter 4 General Meeting

Article 13 (Constitution)

1. The general meeting shall consist of all members.
2. The general meeting mentioned in the preceding paragraph shall be considered as the general meeting of members under the Act.

Article 14 (Authority)

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) Important matters concerning the operation of the Society

Article 15 (Opening)

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.

Article 16 (Convocation)

1. The General Meeting shall be convened by the President based on a resolution of the Board of Directors.
2. **Delegates** holding one-tenth or more of the voting rights may request the convocation of a General Meeting.

Article 17 (Chair)

The chairperson of the General Meeting shall be elected from among the attending delegates.

Article 18 (Voting rights)

Voting rights at the General Meeting shall be one for each delegate.

Article 19 (Resolution)

1. Resolutions of the general meeting shall be made by a majority of the voting rights of the members present, provided that members holding a majority of the total voting rights of all members are present.
2. Notwithstanding the provisions of the preceding paragraph, the following resolutions shall be made by at least half of the total members and by at least two-thirds of the total voting rights of all members:

- (1) Expulsion of members
 - (2) Dismissal of auditors
 - (3) Amendments to the articles of incorporation
 - (4) Dissolution
 - (5) Other matters stipulated by law
3. When resolving a proposal to elect directors or auditors, resolutions shall be made for each candidate in accordance with the provisions of paragraph 1. If the total number of candidates for directors or auditors exceeds the number stipulated in Article 22, candidates who receive a majority of votes shall be elected in order of the highest number of votes until the number of positions is filled.

Article 20 (Exercise of Voting Rights)

1. Members who cannot attend the general meeting may exercise their voting rights in writing, electronically, or through a proxy.
2. The deadline for exercising voting rights in writing or electronically shall be as stipulated by law.
3. Proxies mentioned in paragraph 1 must submit a document certifying their proxy rights to this organization.
4. Members who exercise their voting rights in accordance with the provisions of paragraph 1 shall be considered as present for the application of the provisions of Article 19.

Article 21 (Minutes)

1. Minutes of the general meeting shall be prepared in accordance with the provisions of the law.
2. The minutes shall be prepared by the chairperson, and the minutes shall be signed and sealed by the chairperson and at least two members elected at the general meeting.
3. The minutes shall be kept at the principal office.

Chapter 5 Officers

Article 22 (Types of officers)

1. This organization shall have the following officers:
 - (1) Directors: 12 to 17
 - (2) Auditors: Up to 3
2. From among the directors, one president and up to five vice presidents shall be appointed.

3. From among the directors excluding the president and vice presidents, one executive director shall be appointed.
4. The president and vice presidents mentioned in paragraph 2 shall be considered as representative directors under the Act.
5. The executive director mentioned in paragraph 3 shall be considered as an executive director under Article 91, paragraph 1, item 2 of the Act.

Article 23 (Election of Officers)

1. Directors and auditors shall be elected by a resolution of the general meeting.
2. The president, vice presidents, and executive director shall be selected from among the directors by a resolution of the Board of Directors.
3. The composition of directors shall not exceed one-third of the current number of directors from the same family (within the third degree of kinship) or from the same company. The total number of directors who are directors or employees of other organizations (excluding public interest corporations) or who have close relationships with each other shall not exceed one-third of the total number of directors. The same shall apply to auditors.

Article 24 (Duties and Authority of Directors)

1. Directors shall constitute the Board of Directors and perform their duties in accordance with the law and these articles of incorporation.
2. The president shall represent this organization and execute its operations in accordance with the law and these articles of incorporation, and the executive director shall share the execution of operations as separately determined.
3. The vice presidents shall assist the president and act on behalf of the president in case of an accident or absence.

Article 25 (Duties and Authority of Auditors)

1. Auditors shall audit the execution of duties by directors and prepare audit reports in accordance with the law.
2. Auditors may request reports on operations from directors and employees at any time and investigate the status of operations and assets of this organization.
3. If auditors recognize that directors are engaging in illegal activities or are likely to do so, or if they recognize facts that violate the law or these articles of incorporation or significantly unjust facts, they must promptly report such matters to the Board of Directors.
4. Auditors must attend the Board of Directors meetings and express their opinions when necessary.

Article 26 (Term of office)

1. The term of office of directors shall be until the end of the ordinary general meeting concerning the final fiscal year ending within two years after their election.
2. The term of office of auditors shall be until the end of the ordinary general meeting concerning the final fiscal year ending within two years after their election.
3. The term of office of directors or auditors elected as substitutes shall be until the end of the term of office of their predecessors.
4. Directors or auditors shall retain their rights and obligations as directors or auditors until new directors or auditors are elected and take office, even after their term of office expires or they resign, if the number of directors or auditors falls below the required number stipulated in Article 22.

Article 27 (Dismissal of Officers)

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

Article 28 (Remuneration, etc.)

Directors and auditors shall serve without remuneration. However, full-time directors may be paid remuneration calculated in accordance with the standards separately determined by the general meeting.

Article 29 (Exemption of Liability of Officers)

1. This organization may exempt directors (including former directors) from liability for damages related to actions under Article 111 of the Act to the extent permitted by law, based on a resolution of the Board of Directors.
2. This organization may exempt auditors (including former auditors) from liability for damages related to actions under Article 111 of the Act to the extent permitted by law, based on a resolution of the Board of Directors.

Chapter 6 Board of Directors**Article 30 (Constitution)**

1. This organization shall have a Board of Directors.
2. The Board of Directors shall consist of all directors.

Article 31 (Authority)

The Board of Directors shall perform the following duties:

- (1) Decision-making on the execution of operations of this organization
- (2) Supervision of the execution of duties by directors

(3) Election and dismissal of the president, vice presidents, and executive director

Article 32 (Convocation)

1. The Board of Directors shall be convened by the president.
2. If the president is absent or has an accident, the vice president shall convene the Board of Directors.
3. If both the president and vice president are absent or have accidents, each director shall convene the Board of Directors.
4. The president, vice presidents, and executive director shall report the status of their duties to the Board of Directors at least twice a year at intervals exceeding four months.

Article 33 (Chairperson)

1. The chairperson of the Board of Directors shall be the president.
2. If the president is absent or has an accident, the vice president shall act on behalf of the president.

Article 34 (Resolution)

1. Resolutions of the Board of Directors shall be made by a majority of the directors present, excluding directors with special interests in the resolution.
2. Notwithstanding the provisions of the preceding paragraph, if the requirements of Article 96 of the Act are met, the resolution of the Board of Directors shall be considered as made.

Article 35 (Minutes)

1. Minutes of the Board of Directors meetings shall be prepared in accordance with the provisions of the law.
2. The minutes shall be signed and sealed by the representative directors and auditors present.
3. The minutes shall be kept at the principal office.

Chapter 7 Committee and Secretariat

Article 36 (Committees)

1. This organization may establish committees based on a resolution of the Board of Directors to ensure smooth operation of its activities.
2. Necessary members shall be appointed to the committees.
3. Committee members shall be appointed by the president based on a resolution of the Board of Directors.
4. Necessary matters concerning the organization and operation of committees shall be separately determined by a resolution of the Board of Directors.

Article 37 (Secretariat)

1. A secretariat will be set up in the Society to handle affairs.
 2. The secretariat shall have a Secretary General and staff, appointed or dismissed by the President based on a resolution of the Board of Directors.
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Chapter 8 Assets and Accounting**Article 38 (Composition of Assets)**

1. The assets of this organization shall consist of the following:
 - (1) Membership fees
 - (2) Donations
 - (3) Income from assets
 - (4) Income from activities
 - (5) Other income
2. The expenses of this organization shall be covered by its assets.

Article 39 (Basic Assets)

1. The following assets may be designated as basic assets:
 - (1) Assets donated with the designation of basic assets
 - (2) Assets decided by the Board of Directors to be included in basic assets

Article 40 (Management and Disposal of Basic Assets)

Basic assets shall be managed with the care of a good manager to achieve the objectives of this organization, and disposal of basic assets shall require prior resolutions of the Board of Directors and the general meeting.

Article 41 (Management of Assets)

The methods necessary for managing the assets of this organization shall be separately determined by a resolution of the Board of Directors.

Article 42 (Fiscal year)

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.

Article 43 (Business Plan and Income and Expenditure Budget)

1. The President shall prepare documents describing the business plan, income and expenditure budget, and the outlook for fundraising and capital investment for each fiscal year by the day before the start of the fiscal year, and these documents shall be approved by the Board of Directors.
2. The documents mentioned in the preceding paragraph shall be kept at the principal office and made available for public inspection until the end of the relevant fiscal year.

Article 44 (Business Report and Settlement of Accounts)

1. After the end of each fiscal year, the President shall prepare the following documents, have them audited by the Auditors, and obtain approval from the Board of Directors:
 - (1) Business Report
 - (2) Detailed Statement of Business Report
 - (3) Balance Sheet
 - (4) Statement of Changes in Net Assets
 - (5) Detailed Statement of Balance Sheet and Statement of Changes in Net Assets
 - (6) Inventory of Assets
2. Among the documents approved in the preceding paragraph, the documents mentioned in items 1, 3, 4, and 6 shall be submitted to the Ordinary General Meeting, the contents of the document mentioned in item 1 shall be reported, and the other documents shall be approved.
3. In addition to the documents mentioned in paragraph 1, the following documents shall be kept at the principal office for five years and made available for public inspection, and the Articles of Incorporation and the list of members shall be kept at the principal office and made available for public inspection:
 - (1) Audit Report
 - (2) List of Directors and Auditors
 - (3) Documents describing the standards for remuneration, etc. of Directors and Auditors
 - (4) Documents describing the overview of the organizational structure and business activities and important figures related to these

Article 45 (Calculation of Remaining Amount of Public Interest Acquired Property)

The President shall calculate the remaining amount of public interest acquired property as of the last day of each fiscal year in accordance with the provisions of Article 48 of the Enforcement Regulations of the Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations, and record this amount in the documents mentioned in Article 44, paragraph 3, item 4.

Chapter 9 Amendment and Dissolution

Article 46 (Amendments to the Articles of Incorporation)

These Articles of Incorporation may be amended by a resolution of the General Meeting.

Article 47 (Dissolution)

This organization shall be dissolved by a resolution of the General Meeting or for other reasons stipulated by law.

Article 48 (Donation in Case of Revocation of Public Interest Authorization, etc.)

If this organization receives a disposition revoking its public interest authorization or is dissolved due to a merger (except when the corporation succeeding to its rights and obligations is a public interest corporation), it shall, by a resolution of the General Meeting, donate property equivalent to the remaining amount of public interest acquired property to a corporation listed in Article 5, item 17 of the Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations or to the national or local government within one month from the date of revocation of the public interest authorization or the date of the merger.

Article 49 (Attribution of Remaining Property)

If this organization is liquidated, the remaining property shall be donated to a corporation listed in Article 5, item 17 of the Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations or to the national or local government by a resolution of the General Meeting.

Chapter 10 Method of Public Notice**Article 50 (Method of Public Notice)**

1. Public notices of this organization shall be made electronically.
 2. If electronic public notices cannot be made due to accidents or other unavoidable reasons, public notices shall be made by publication in the official gazette.
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Chapter 11 Supplementary Provisions**Article 51 (Various Rules)**

Matters necessary for the implementation of these Articles of Incorporation shall be separately determined by a resolution of the Board of Directors.

Supplementary Provisions

1. This amendment shall come into effect on the day following the resolution of the General Meeting. (Enforced on April 21, 2021)