

Articles of Incorporation of the Japan Society for Reproductive Medicine

Chapter 1 General Provisions

(Name)

Article 1 The name of this organization shall be the Japan Society for Reproductive Medicine.

2. The English name shall be the Japan Society for Reproductive Medicine, and the abbreviation shall be JSRM.

(Office)

Article 2 The principal office of the organization shall be located in Chiyoda-ku, Tokyo.

Chapter 2 Objective and Business

(Objectives)

Article 3 The objective of the organization is to publish research results, exchange of knowledge, provide information of basic and clinical research concerning reproduction of human beings and domesticated animals, for the development of academic studies and contribution to the welfare of human beings.

(Business)

Article 4 The organization shall conduct the following activities in order to achieve the purpose of the preceding article.

- (1) Holding of research presentations and academic lectures
- (2) Research and promotion of domestic and international research
- (3) Publication of journals and other academic literature
- (4) Publication of journals in English
- (5) Liaison and cooperation with related academic societies in Japan and overseas
- (6) Training and certification of medical specialists
- (7) Dissemination and enlightenment on reproductive medicine and health
- (8) Other activities necessary to achieve the objectives

2 The activities in the preceding paragraph shall be conducted in Japan and overseas.

Chapter 3 Members

(Members of the Organization)

Article 5 The members of this organization shall be as follows.

(1) Regular members: Individuals or groups who have joined the organization in support of its objectives

(2) Donors: Individuals or groups that support the business of the organization

(3) Honorary members: Individuals or groups who have made particularly meritorious contributions to the organization and who are recommended by a resolution of the general meeting of members.

2 The members of the organization shall be delegates who are elected by one person from among approximately 40 general members (the handling of fractions shall be determined by the Executive Board).

3 An election of delegates by general members shall be held in order to elect delegates. The Executive Board shall determine the detailed regulations necessary to conduct the election of delegates.

4 Delegates must be elected from among the general members. A regular member may run for election as a delegate under the preceding paragraph.

5 General members shall have the right to elect delegates equally with other general members in the election of delegates under Paragraph 3. The Executive Board shall not be able to elect delegates.

6 The election of delegates under Paragraph 3 shall be held once every two years in March or April, and the term of office of delegates shall be until the end of the election of delegates held two years after their appointment. However, in cases where a delegate has filed an action for rescission of a resolution of the general meeting of members, an action for dismissal, an action for pursuit of liability, or an action for dismissal of an officer (Article 266, Paragraph 1, Article 268, Article 278 and Article 284 of the Act on General Incorporated Associations and General Incorporated Foundations (below, "Corporation Act"); including cases where a request for the filing of an action prescribed in Article 278, Paragraph 1 of the Corporation Act has been made.), the delegate shall not lose his or her status as a member until such action is completed (such a delegate shall not have the right to vote on the election and dismissal of officers (Articles 63 and 70 of the Corporation Act) or on amendments to the Articles of Incorporation (Article 146 of the Corporation Act)).

7 In case of a vacancy in the number of delegates, or in case the number of delegates becomes insufficient, a substitute delegate may be elected. The term of office of a substitute delegate shall be until the expiration of the term of office of the delegate who retired before the expiration of his or her term of office.

8 The following matters must also be decided when electing a substitute delegate.

(1) The fact that the candidate is a substitute delegate

(2) If the candidate is to be elected as a substitute delegate for one, two, or more specific delegates, a statement to that effect and the names of the specific delegates

(3) If appointing two or more substitute delegates for the same delegate (or two or more delegates in the case of appointing a candidate as a substitute for two or more delegates), the order of priority among such substitute delegates

9 The period during which the resolution for the election of substitute delegates set forth in Paragraph 7 shall remain in effect shall be until the conclusion of the ordinary general meeting of members relating to the last fiscal year ending within two years after such resolution.

10 General members may exercise the following rights of members stipulated in the Corporation Act to the organization in the same manner as members.

(1) Rights stipulated in Article 14, Paragraph 2 of the Corporation Act (inspection of the Articles of Incorporation, etc.)

(2) Rights stipulated in Article 32, Paragraph 2 of the Corporation Act (inspection of the list of members, etc.)

(3) Rights stipulated in Article 57, Paragraph 4 of the Corporation Act (inspection of the minutes of the general meeting of members, etc.)

(4) Rights stipulated in Article 50, Paragraph 6 of the Corporation Act (inspection of documents certifying the right of representation of members, etc.)

(5) Rights set forth in Article 51, Paragraph 4 and Article 52, Paragraph 5 of the Corporation Act (inspection of records of exercise of voting rights in writing or by digital means, etc.)

(6) Rights stipulated in Article 129, Paragraph 3 of the Corporation Act (inspection of financial statements, etc.)

(7) Rights stipulated in Article 229, Paragraph 2 of the Corporation Act (inspection of the balance sheet, etc. of the liquidating corporation)

(8) Rights stipulated in Article 246, Paragraph 3, Article 250, Paragraph 3, and Article 256, Paragraph 3 of the Corporation Act (inspection of merger agreement, etc.)

11 In the event that a board member or auditor and supervisor neglects his or her duties, he or she shall be liable to compensate the organization for any damage caused by such negligence, and notwithstanding the provisions of Article 112 of the Corporation Act, this liability may not be waived without the consent of all general members.

(Qualification of Members)

Article 6 Any person who wishes to become a regular member or a supporting member of this organization shall apply for and receive approval in accordance with the provisions of the

Executive Board.

2 Those who wish to become honorary members of this organization must obtain approval at a general meeting of members.

(Burden of Expenses)

Article 7 In order to cover the expenses that arise on a regular basis in the business activities of this organization, general members and donors shall be obligated to pay an amount separately determined by the general meeting of members when they become general members or donors and every year.

(Voluntary Resignation)

Article 8 A member may voluntarily resign at any time by submitting a notice of resignation separately determined by the Executive Board.

(Expulsion)

Article 9 A member may be expelled by a resolution of the general meeting of members if the member falls under any of the following.

- (1) The member has violated these Articles of Incorporation or other rules.
- (2) The member has defamed the organization or committed an act contrary to its purpose.
- (3) When there are other legitimate reasons for expulsion.

2 In the case of expulsion of a member, the member concerned shall be given an opportunity to explain himself or herself at the general meeting of members.

(Loss of Member Qualification)

Article 10 In addition to the cases described in the preceding two articles, a member shall forfeit his or her membership if he or she falls under any of the following.

- (1) If the member has not fulfilled the payment obligations stipulated in Article 7 for more than three years.
- (2) When all members agree.
- (3) When the member in question dies or is dismissed.

Chapter 4 General Meeting of Members

(Structure)

Article 11 The general meeting of members shall be composed of all the members.

(Authority)

Article 12 The general meeting of members shall make resolutions on the following matters.

- (1) Expulsion of members
- (2) Election or dismissal of board members and auditors and supervisors
- (3) Approval of the balance sheet and profit and loss statement (statement of changes in net assets)
- (4) Amendment of the Articles of Incorporation
- (5) Dissolution and disposal of residual assets
- (6) Other matters provided for by laws and regulations or these Articles of Incorporation to be resolved at the general meeting of members

(Holdings of Meetings)

Article 13 The general meeting of members shall be held once in June each year as the ordinary general meeting of members, and whenever necessary.

(Convocation)

Article 14 The general meeting of members shall be convened by the Chairperson in accordance with a resolution of the Executive Board, except as otherwise provided by laws and regulations.

2 A member who holds one-tenth or more of the total voting rights of all members may request the Chairperson to convene a general meeting of members, indicating the matters to be discussed and the reasons for the convocation.

(Chairperson)

Article 15 The chairperson of a general meeting of members shall be elected from among the members of the general meeting of members.

(Voting Rights)

Article 16 Each member shall have one voting right at a general meeting of members.

(Resolution)

Article 17 Resolutions of a general meeting of members shall be adopted by a majority of the voting rights of the members present at the meeting where the members holding a majority of the voting rights of all members are present.

2 Notwithstanding the provisions of the preceding paragraph, the following resolutions

shall be adopted by a majority of not less than half of the total number of members and not less than two-thirds of the total number of voting rights of all members.

- (1) Expulsion of members
- (2) Dismissal of auditors and supervisors
- (3) Amendment of the Articles of Incorporation
- (4) Dissolution
- (5) Other matters prescribed by laws and regulations

3 When adopting a resolution for the election of board members or auditors and supervisors, the resolution in Paragraph 1 must be adopted for each candidate. In the event that the total number of candidates for board members or auditors and supervisors exceeds the fixed number set forth in Article 19, those candidates who receive a majority of votes shall be elected in order of the number of votes received until the fixed number is reached.

(Meeting Minutes)

Article 18 Minutes of the proceedings of the general meeting of members shall be prepared as provided for in laws and regulations.

2 The chairperson and two signers of the minutes appointed from among the members at the general meeting of members shall affix their names and seals to the minutes of the preceding paragraph.

Chapter 5 Officers

(Assignment of Officers)

Article 19 The organization shall have the following officers.

- (1) Board members: 20 to 25
- (2) Auditors and supervisors: 3 or less

2 One of the board members shall be the Chairperson and shall serve as the representative board member.

3 Of the board members other than the Chairperson, no more than three shall be appointed as Vice Chairpersons and no more than ten shall be appointed as executive board members to serve as standing board members.

4 The Chairperson of the Executive Board set forth in Paragraph 2 shall be the representative board member under the Act on General Incorporated Associations and General Incorporated Foundations, and the Vice Chairpersons and standing board members in the preceding paragraph shall be the executive board members under Article 91, Paragraph 1, item 2 of the same Act.

(Appointment of Officers)

Article 20 board members and auditors and supervisors shall be appointed by a resolution of the general meeting of members.

2 The Chairperson, Vice Chairpersons, and executive board members shall be selected from among the board members by a resolution of the Executive Board.

(Duties and Authority of board members)

Article 21 The board members shall constitute the Executive Board and shall execute their duties as provided for in laws and regulations and these Articles of Incorporation.

2 The Chairperson shall represent the organization and execute its business as provided for in laws and regulations and these Articles of Incorporation, and the vice Chairperson and executive board members shall share the business of the organization as separately determined by the Executive Board.

3 The Chairperson, Vice Chairpersons, and executive board members shall report the status of the execution of their duties to the Executive Board twice or more at intervals exceeding four months every fiscal year.

(Duties and Authority of Board Members)

Article 22 The auditors and supervisors shall audit the execution of the duties of the board members and prepare an audit report as prescribed by laws and regulations.

2 The auditors and supervisors may, at any time, request reports on business from the board members and employees and investigate the state of the business and property of the organization.

(Term of Office of Officers)

Article 23 The term of office of board members shall expire at the conclusion of the ordinary general meeting of members relating to the last fiscal year ending within two years after their appointment.

2 The term of office of auditors and supervisors shall expire at the conclusion of the ordinary general meeting of members relating to the last fiscal year ending within two years after their appointment.

3 The term of office of a board member or auditor and supervisor appointed to fill a vacancy shall expire at the end of the term of office of his or her predecessor.

4 In the event that the number of board members or auditors and supervisors is insufficient to fill the fixed number stipulated in Article 19, they shall continue to have the

rights and obligations as board members or auditors and supervisors even after they resign due to the expiration of their term of office or their resignation, until a newly appointed person takes office.

(Dismissal of Officers)

Article 24 Board members and auditors and supervisors shall be appointed by a resolution of the general meeting of members.

(Remuneration, etc.)

Article 25 Board members and auditors and supervisors shall receive no remuneration.

Chapter 6 Executive Board

(Structure)

Article 26 The organization shall have a Executive Board.

2 The Executive Board shall be composed of all the board members.

(Authority)

Article 27 The Executive Board shall perform the following duties

- (1) Decide on the execution of the business of the organization
- (2) Supervise the execution of the duties of board members
- (3) Selection and dismissal of the Chairperson, Vice Chairpersons, and executive

board members

(Holdings Meetings)

Article 28 The Executive Board shall hold ordinary meetings of the Executive Board twice a year at intervals of more than four months each fiscal year, and extraordinary meetings of the Executive Board shall be held as necessary.

(Convocation)

Article 29 The Executive Board meetings shall be convened by the Chairperson.

2 In the absence or disability of the Chairperson, each board member shall convene a meeting of the Executive Board.

(Resolution)

Article 30 Resolutions of the Executive Board shall be adopted by a majority of the board

members present, excluding those board members who have special interests in the resolutions.

2 Notwithstanding the provisions of the preceding paragraph, if a board member proposes a matter that is the subject of a resolution of the Executive Board, and all of the board members express their consent to the proposal in writing, the Executive Board shall be deemed to have adopted the proposal. However, this shall not apply if the auditors and supervisors object to the proposal.

3 When a board member or auditor and supervisor has notified all board members and auditors and supervisors of matters to be reported to the Executive Board, the board member or auditor and supervisor shall not be required to report such matters to the Executive Board.

4 The provisions of the preceding paragraph shall not apply to the reports stipulated in Article 21, Paragraph 3.

(Meeting Minutes)

Article 31 Minutes of the proceedings of the Executive Board shall be prepared as provided for in laws and regulations.

2 The Chairperson of the Executive Board and the auditors and supervisors who are present shall affix their names and seals to the minutes set forth in the preceding paragraph.

Chapter 7 Assets and Accounting

(Fiscal Year)

Article 32 The fiscal year of the organization shall begin on April 1 of each year and end on March 31 of the following year.

(Business plan and budget)

Article 33 The business plan and budget of the organization shall be prepared by the Chairperson and approved by the Executive Board by the day before the start of each business year. The same shall apply to any amendments thereto.

2 The documents set forth in the preceding paragraph shall be kept at the principal office (and subordinate offices) until the end of the relevant fiscal year.

(Business Report and Settlement of Accounts)

Article 34 With regard to the business report and settlement of accounts of the organization, the Chairperson shall prepare the following documents after the end of each fiscal year, have them audited by the auditors and supervisors, and have them approved by the Executive Board.

(1) Business report

- (2) Supplementary schedules of the business report
- (3) Balance sheet
- (4) Income statement (statement of changes in net assets)
- (5) Supplementary schedules of balance sheet and income statement (statement of changes in net assets)

2 Of the documents approved in the preceding paragraph, the documents set forth in items 1, 3 and 4 shall be submitted to the ordinary general meeting of members, and the contents of the documents set forth in item 1 shall be reported, and the other documents shall be approved.

3 In addition to the documents in Paragraph 1, the following documents shall be kept at the principal office for five years (and at the secondary offices for three years), and the Articles of Incorporation (at the principal office and at the secondary offices) and the list of members shall be kept at the principal office.

- (1) Audit report

Chapter 8 Amendment of the Articles of Incorporation and Dissolution

(Amendment of the Articles of Incorporation)

Article 35 The Articles of Incorporation may be amended by a resolution of the general meeting of members.

(Dissolution)

Article 36 The organization shall be dissolved by a resolution of the general meeting of members or for any other reason provided for by laws and regulations.

(Restriction on Distribution of Surplus)

Article 37 The organization shall not be entitled to distribute surplus.

(Attribution of Residual Assets)

Article 38 In the event of liquidation of the organization, the residual assets 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 (Act No. 49 of 2006), or to the national government or local governments through a resolution of the general meeting of members.

Chapter 9 Public Notification Method

(Public Notification Method)

Article 39 Public notice of the organization shall be given by publication in an official gazette.

Chapter 10 Secretariat

(Secretariat)

Article 40 The secretariat and necessary staff shall be established to handle the affairs of the organization.

2 Staff shall be appointed and dismissed by the Chairperson.

3 Staff shall be paid.

4 The Chairperson may appoint a secretary general based on a resolution of the Executive Board.

Chapter 11 Committees, etc.

(Committees, etc.)

Article 41 The corporation may establish committees and a secretary committee (below, "committees, etc.") based on the resolution of the Executive Board.

2 Matters necessary for the organization and operation of the committees, etc. shall be determined separately by a resolution of the Executive Board.

Chapter 12 Supplementary Provisions

(Delegation)

Article 42 In addition to what is provided for in these Articles of Incorporation, matters necessary for the operation of the organization shall be determined separately by a resolution of the Executive Board.

Supplementary Provisions

1 These Articles of Incorporation shall come into force as of the date of registration of the incorporation of a general corporation as provided for in Article 106, paragraph 1 of the Act on General Incorporated Associations and General Incorporated Foundations and the Act on Arrangement, etc., of Relevant Acts Incidental to the Enforcement of the Act on the Authorization of Public Interest Incorporated Associations and Public Interest Incorporated

Foundations (Act No. 50 of 2006), as replaced and applied mutatis mutandis pursuant to Article 121, paragraph 1 of said Act.

2 In the event that the registration of dissolution of a special civil law corporation as provided for in Article 106, paragraph 1 of the Act on General Incorporated Associations and General Incorporated Foundations and the Act on Arrangement, etc., of Relevant Acts Incidental to the Enforcement of the Act on the Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations (Act No. 50 of 2006), as replaced and applied mutatis mutandis pursuant to Article 121, paragraph 1 of the same Act, and the registration of incorporation of a general incorporated association are made, the day before the date of registration of dissolution shall be the last day of the business year and the date of registration of incorporation shall be the first day of the business year, notwithstanding the provisions of Article 32.

3 Notwithstanding the provisions of Article 20, the initial officers of the organization shall be as follows.

Representative board member (Chairperson)

Yasunori Yoshimura

Executive board member (Vice Chairperson)

Yuji Taketani, Tomohiko Ichikawa, Minoru Ichiharu

Executive board member (Standing board member)

Osamu Ishihara, Hiroshi Imai, Tadashi Kimura, Toshiro Kubota, Hirohisa Kurachi, Takao Fukaya,
Takashi Minegishi

Board members

Hisao Ando, Bunpei Ishizuka, Tatsuhiko Kawarabayashi, Mayumi Sugiura, Kazuo Sengoku,
Kiyotaka Toshimori,
Hisashi Narahara, Masato Fujisawa, Yasuhito Michikura

Auditors and supervisors

Akihiko Okuyama, Toshinobu Tanaka, Kazuhiko Hoshi

4 After the enforcement of these Articles of Incorporation, the first delegate shall be the person who was elected as the first delegate in the election of delegates to be held in advance in the same manner as in Article 5.

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