

# **The Articles of Association of the Institute of Electronics, Information and Communication Engineers (IEICE)**

(Resolutions of the 85th Ordinary General Meeting on May 28, 2011)

(Revised at the Extraordinary General Meeting on October 18, 2012)

(Revised at the Ordinary General Meeting on June 2, 2016)

(Revised at the Ordinary General Meeting on June 7, 2018)

(Revised at the Ordinary General Meeting on June 4, 2020)

(Revised at the Ordinary General Meeting on June 3, 2021)

## **Section 1 General Provisions**

(Name)

Article 1 The name of this institute shall be the Institute of Electronics, Information and Communication Engineers (hereafter the Institute).

(Offices)

Article 2 The principal office of the Institute shall be located in Minatoku, Tokyo.

## **Section 2 Objectives and Activities**

(Objectives)

Article 3 The objectives of the Institute are to contribute to the development and promotion of knowledge, technology and related pursuits through scholarship, study of technology, and exchanges of research and knowledge relating to electronic engineering, information, and communications.

(Activities)

Article 4 Pursuant to the objectives in the preceding article, the Institute shall conduct the following activities:

- (a) Publish the IEICE Periodical Publications
- (b) Hold lectures, discussions, courses, and study trips relating to electronic engineering, information, and communications
- (c) Conduct scientific studies and research relating to electronic engineering, information, and communications
- (d) Enact standards and specifications relating to electronic engineering, information, and communications
- (e) Recognize and honor outstanding achievement in areas relating to electronic

engineering, information, and communications

(f) Promote activities that spread knowledge and technology relating to electronic engineering, information, and communications

(g) Publish books and journals focusing on electronic engineering, information, and communications

(h) Other activities that further the objectives of the Institute

2. The Institute shall pursue the full range of activities listed in the preceding paragraph in Japan and throughout the world.

### **Section 3 Members**

(Members)

Article 5 The Institute establishes the following classes of members:

(a) Honorary Members: Members who have shown outstanding achievement in academic, technical, or related activities in the areas of electronic engineering, information or communications and who are recommended for honorary membership through a resolution of the Board of Directors.

(b) Members: Members with specialized knowledge or expertise in electronic engineering, information, or communications, or comparable experience who support the objectives of the Institute.

(c) Student Members: Members pursuing courses in electronic engineering, information or communications at schools offering such courses, and who support the objectives of the Institute. Graduate students may join the Institute as either a Member or as a Student Member.

(d) Junior Member: Members who are students at a grade lower than the fourth grade of an undergraduate course, are interested in electronic engineering, information or communications, and support the objectives of the Institute. However, this provision does not prohibit students in technical high schools, technical colleges, junior colleges, special training colleges, or universities (third grade or lower) from becoming student members.

(e) Subscription Members: Members who support the objectives of the Institute and join the Institute under names other than their personal names for the purpose of subscribing to publications of the Institute.

(f) Supporting Members: Members or organizations that support the objectives of the Institute and are recommended for membership through a resolution of the Board of Directors.

(Delegates System)

2. Members of the Institute are covered by the Act on General Incorporated Associations and General Incorporated Foundations (hereafter Juridical Persons Act) since one-three hundredth (1/300) of the total membership including Members and Honorary Members

(hereafter, Members-at-Large) are elected as delegates.(Handling of fractions shall be determined by the Board of Directors.)

3. Delegates shall be elected by the Members-at-Large in a delegate election. Detailed regulations needed to conduct the delegate election shall be determined by the Board of Directors.

4. Delegates shall be selected from among the Members-at-Large. Members-at-Large can run for election in the delegate election described in the preceding paragraph.

5. Pursuant to the delegate election in the preceding paragraph 3, all Members-at-Large have an equal right to vote for Delegates in the election. Directors and members of the Board of Directors shall not participate in the election of Delegates.

6. The delegate election described in preceding paragraph 3 takes place every March, and the Delegates' term of office is one year from April 1 until March 31 of the following year. In the event Delegates bring an action to rescind a resolution of a General Meeting, an action seeking dissolution, an action pursuing liability, or an action to remove an officer (Juridical Persons Act, Article 266 paragraph 1, Article 268, Article 278, and Article 284) (including requests for the filing of actions as provided in Juridical Persons Act, Article 278 paragraph 1), said Delegates shall not lose their status as Members (said Delegates shall not have a right to elect nor remove officers (Juridical Persons Act, Articles 63 and 70) nor vote to amend the Articles of Association (Juridical Persons Act, Article 146) until such time as the action(s) is settled.

7. In the event that a vacancy occurs among Delegates, an election may be held to fill the position. The term of the new replacement Delegate shall be the remaining term of his/her predecessor.

8. Members-at-Large exercise the following rights within the Institute, the same as regular Members, as provided by the Juridical Persons Act:

(a) Juridical Persons Act, Article 14 paragraph 2, right to inspect the Articles of Association

(b) Juridical Persons Act, Article 32 paragraph 2, right to inspect the membership list

(c) Juridical Persons Act, Article 57 paragraph 4, right to inspect the minutes of General Meeting

(d) Juridical Persons Act, Article 50 paragraph 6, right to inspect member proxy certificates

(e) Juridical Persons Act, Article 51 paragraph 4 and Article 52 paragraph 5, right to inspect voting forms

(f) Juridical Persons Act, Article 129 paragraph 3, right to inspect financial documents

(g) Juridical Persons Act, Article 229 paragraph 2, right to inspect liquidation balance sheet

(h) Juridical Persons Act, Article 246 paragraph 3, Article 250 paragraph 3 and Article 256 paragraph 3, right to inspect merger agreements.

9. When Directors or Auditors have neglected their duties, he/she shall be liable to compensate the Institute for any damages that have been caused, and notwithstanding the provisions of Juridical Persons Act Article 112, cannot be absolved unless all Members-at-Large are in agreement.

(Eligibility for Membership)

Article 6 Those who intend to become members shall apply as provided by the Board of Directors, and must approved by the Board of Directors.

2. Those recommended for membership as an Honorary Member by the Board of Directors shall, with consent of the prospective member, become an Honorary Member without applying as described in the preceding paragraph.

Article 7 Members shall receive the IEICE Periodical Publications.

(Cost of Membership)

Article 8 Members shall be obliged to pay dues upon joining the Institute and every year thereafter that they maintain their membership in the amount specified by the rules to cover expenses routinely incurred to sustain the Institute's operations and activities.

(Joining and Withdrawing)

Article 9 Members may withdraw from the Institute anytime at their own discretion by submitting a Withdrawal Notice, as provided for separately by the Board of Directors.

(Expulsion)

Article 10 Members may be expelled from the Institute by a resolution of the General Meeting for any of the following reasons. In the event, said Member shall be notified at least one week prior to the General Meeting and given an opportunity to explain himself/herself at the General Meeting:

- (a) Violation of the Articles of Association or other rules and regulations of the Institute
- (b) Behavior that brings discredit or violates the objectives of the Institute
- (c) Some other reason justifying expulsion from the Institute.

2. When a resolution to expel a member is passed, said member is notified that he/she has been expelled.

(Loss of Eligibility for Membership)

Article 11 In addition to expulsion pursuant to the preceding paragraph 2, a member may lose his/her eligibility for membership for any of the following reasons:

- (a) Said member fails to pay membership dues stipulated in Article 8 for one or more

years

(b) Unanimous agreement of all members that said member has lost eligibility for membership

(c) Said member dies or the group to which the member belongs is dissolved

(d) Said member becomes an adult ward or a person under curatorship.

2. When members who are Delegates lose their eligibility for membership pursuant to the preceding paragraph and Articles 9 and 10, they also lose their position as Delegates.

Article 12 Members who withdrew from the Institute because of expulsion or losing their eligibility for membership as per the preceding Article, any dues they have already paid will be forfeited.

#### **Section 4 General Meeting**

(Composition)

Article 13 General Meeting shall consist of all Delegates.

(Authority)

Article 14 General Meeting will resolve on the following matters:

(a) Expulsion of members

(b) Election and removal of Directors and Auditors

(c) Determining the amount of compensation and rules regarding compensation for Directors and Auditors

(d) Ratifying the balance sheet and the profit/loss statement (statement of changes in net assets)

(e) Amending the Articles of Association

(f) Dissolution and disposing of residual assets

(g) Other matters relating to a resolutions of General Meeting affecting rules, regulations, and the Articles of Association of the Institute.

(Holding Meetings)

Article 15 Annual General Meeting is held once a year within three months after the end of each fiscal year, and at other times when required.

(Convocation)

Article 16 General Meeting shall be convened by the President based on a resolution of the Board of Directors, unless otherwise provided for in the laws and regulations of the IEICE.

2. Delegates comprising one-tenth (1/10) or more of Delegates with voting rights may

request the President to convene a General Meeting by presenting the subject matter of the General Meeting and the reasons for the convocation.

(Chair)

Article 17 The Chair of the General Meeting shall be the President. In the event of the absence of the president, one of the directors chosen in the order predetermined by the Board of Directors shall chair the General Meeting.

(Voting Rights)

Article 18 Each Delegate has one vote in the General Meeting.

(Resolutions)

Article 19 Resolutions of General Meeting shall be adopted by simple majority when a majority of total Delegates are present.

2. Provisions of the preceding paragraph notwithstanding, resolutions for the following reasons require a majority of two-thirds (2/3) of total Delegates to pass:

- (a) Expulsion of a member
- (b) Removal of an Auditor
- (c) Amendment of the Articles of Association
- (d) Dissolution
- (e) Other matters determined by the laws and regulations.

3. When voting to elect Directors and Auditors, each candidate shall be elected according to the procedure specified in the preceding paragraph 1. In cases where the number of candidates for Director and/or Auditor exceeds that stipulated in Article 22, candidates shall be elected in the order of most votes received from among those receiving a majority of votes up to the number of candidates specified.

(Proxy Voting and Written Resolutions)

Article 20 Delegates who are unable to attend the General Meeting may exercise their voting rights by proxy. In this case, Delegates must submit a proxy certificate for each General Meeting that they are unable to attend.

2. When Delegates exercise the right to vote at General Meeting by written resolutions, they must submit voting forms according to the prescribed method.

3. When applying the preceding paragraphs (1) and (2) to the provisions of Article 19 (Resolutions), said Delegates shall be regarded as present at the General Meeting.

(Minutes)

Article 21 Minutes of General Meeting shall be kept, pursuant to laws and regulations.

2. The minutes referred to in the preceding paragraph shall be affixed with the signature, or name and seal, of at least two people present including the President and a second

person designated by the President.

## **Section 5 Officers**

(Positioning of Officers)

Article 22 The Institute shall position the following officers:

(a) Between 20 and 30 Directors.

(b) One or two Auditors.

2. Among Directors, there shall be one President, one President-Elect and up to four Vice Presidents.

3. The President and the President-Elect in the previous paragraph are the Representative Directors of the Juridical Persons Act.

4. Other Directors aside from the President and the President-Elect are designated the Operational Directors of the Juridical Persons Act.

(Election of Officers)

Article 23 Directors and Auditors are elected by a resolution of the General Meeting.

2. The President, the President-Elect and Operational Directors shall be selected from among the Directors by a resolution of the Board of Directors.

3. The total number of relatives and people with whom a Director has a special relationship shall not exceed one-third (1/3) of the total number of Directors (the current number of Directors).

4. Auditors of the IEICE shall not include Directors (including relatives and people with whom the Director has a special relationship) or employees of the IEICE. What is more, Auditors shall not be related to or have a special relationship with any other Auditor of the IEICE.

(Duties and Authority of Directors)

Article 24 Directors consist the Board of Directors and carry out their duties in accordance with the laws and regulations and the Articles of Association.

2. The President and the President-Elect represent the Institute and carries out his duties in accordance with the laws and regulations and Articles of Association of the Institute, and Operational Directors carry out their assigned duties as provided separately by the Board of Directors.

3. The President, the President-Elect and Operational Directors shall report the status of the execution of their duties to the Board of Directors at least twice each business year at intervals of at least four months.

(Duties and Authority of Auditors)

Article 25 Auditors shall audit the execution of the duties of the directors, and issue auditor's reports, pursuant to the laws and regulations.

2. Auditors may at any time request reports on IEICE operations from directors and employees, and can investigate the corporation's operations and the status of its assets.

(Officer's Term of Office)

Article 26 `The Directors' term of office shall continue until the conclusion of the Ordinary General Meeting for the last business year which ends within two years of their selection.

2. The Auditors' term of office shall continue until the conclusion of the General Meeting for the last business year which ends within two years of their selection.

3. Officers who have been elected to fill vacancies shall serve out the term of their predecessors.

4. In the event there are not enough members (quorum is not met) as provided in Article 22 and a Director or Auditor retires or steps down because his/her term is up, said Director or Auditor shall continue to have the rights and obligations as a Director or Auditor until a newly elected officer assumes the position.

(Removal of Officers)

Article 27 Officers shall be removed by a resolution of the General Meeting.

(Compensation)

Article 28 Officers shall serve without compensation. Note, however, fulltime officers may receive an allowance within the range of total amounts available for compensation as provided separately by the General Meeting.

(Restrictions on Competition and Conflicting Interest Transactions)

Article 29 If a Director intends to carry out any of the following types of transactions, he/she must disclose important facts concerning said transactions and obtain the approval of the Board of Directors.

(a) Any transaction, for himself/herself or for a third party, which is in the line of business of the IEICE.

(b) Any transaction with the Institute, for himself/herself or for a third party.

(c) Any transaction in which the Institute guarantees the obligations of a Director.

(d) Any other transaction with a person other than the Director where there is a conflict of interest between the Institute and the Director.

2. Any Director engaged in a transaction as cited in the preceding paragraph with approval of the Board of Directors shall report to the Board of Directors about the important facts concerning said transaction without delay after the transaction is

complete.

(Partial Exemption of Officers from Liability for Damages to the Institute)

Article 30 Notwithstanding the provisions in Article 5 paragraph 9, Officers who incur liability for failure to perform their duties, but are not grossly negligent, may be exempted by a resolution of the Board of Directors from paying any but the upper limit obtained by deducting the minimum liability amount as set forth in the Juridical Persons Act from the liability for damages.

## **Section 6 Board of Directors**

(Composition)

Article 31 The Institute shall establish a Board of Directors.

2. The Board of Directors shall be composed of all the Directors.

(Duties and Authority)

Article 32 The Board of Directors shall perform the following duties, as provided elsewhere in the Articles of Association.

(a) Decisions on the execution of business of the Institute.

(b) Supervising the execution of duties by Directors.

(c) Appointment and removal of the President, the President-Elect and other Operational Directors.

(d) Enacting, amending, and abolishing rules and regulations of the IEICE.

(e) Decision on the date, the location, and the agenda of the General Meeting.

(Convocation)

Article 33 The Board of Directors shall be convened by the President, who is also the Chair of the Board of Directors.

2. In the event of a vacancy in the post of President or the President is unavailable due to an accident, the President-Elect shall convene the Board of Directors and take over the role of Chair during the President's absence.

3. Besides the President or the President-Elect (Conveners), a board member may demand that the President or the President-Elect convene a Board of Directors by presenting subject matter that must be addressed in a Board Meeting.

4. If notification to convene a Board of Directors within two weeks from the date is not sent out within five days of the request pursuant to the preceding paragraph, the board member making the request can convene a Board of Directors on his/her own authority.

(Resolutions)

Article 34 Resolutions of the Board of Directors shall be adopted by a majority of the board members when a majority of the board is present and excluding any directors who may have a conflict of interest in the matter at hand.

2. The preceding provision notwithstanding, in cases where directors submit a proposal with respect to any matter that is within the purview of the Board of Directors, if all directors express their intention to agree to such proposal in writing or by means of electromagnetic records (excluding proposals that the Auditor considers a conflict of interest), it shall be deemed that the resolution to approve such proposal at the Board of Directors has been passed.

(Minutes)

Article 35 Minutes shall be prepared of the Board of Directors proceedings in accordance with the laws and regulations.

2. The presiding President, the President-Elect and Auditor shall affix their names and seals to the minutes in the preceding paragraph.

## **Section 7 Assets and Accounting**

(Business Year)

Article 36 The Institute's business year starts on April 1 and ends on March 31 of each year.

(Business Plan and Budget)

Article 37 The President prepares a business plan and budget sometime before the day of the commencement of every business year, that must be approved by the Board of Directors. If the plan or budget are amended, this too must be approved by the Board of Directors.

2. The business plan and budget of the preceding paragraph, are kept in the Institute's principal office until the current business year is completed.

(Business and Settlement Reports)

Article 38 The following business and settlement reports for the Institute are prepared by the President after the end of every business year, and once audited by the Auditor, must be approved by the Board of Directors:

- (a) Business report
- (b) Business report detailed statement
- (c) Balance sheet
- (d) Profit/loss statement (statement of changes in net assets)
- (e) Balance sheet and profit/loss statement (statement of changes in net assets) detailed

statements.

2. Once reports (a), (c), and (d) are approved pursuant to the preceding paragraph, they shall be submitted to the Annual General Meeting, the content of the (a) Business report shall be reported, and the other documents shall be approved.

3. In addition to the documents in paragraph 1, the following document shall be kept for five years at the Institute's headquarters office, in addition to the Articles of Association and list of members which shall also be kept at the Institute's headquarters office.

(a) Audit report.

(Surplus Disposal Restrictions)

Article 39 The Institute cannot distribute surpluses.

## **Section 8 Amending and Dissolving the Articles of Association**

(Amending the Articles of Association)

Article 40 The Articles of Association can be amended by a resolution of the General Meeting.

(Dissolving Articles of Association)

Article 41 The Institute can be dissolved by a resolution of the General Meeting or pursuant to other laws and regulations.

(Ownership of Residual Assets)

Article 42 Residual assets after settling the Institute's debts shall, through a resolution of the General Meeting, be donated to a juridical person based on Article 5 paragraph 17 of the Act on Authorization of Public Interest Incorporated Associations and Public-Interest Incorporated Foundation to the national government or to a local government.

## **Section 9 Committees**

Article 43 When required to promote and further its operations, the Institute can, through a resolution of the Board of Directors, establish committees, regional affiliates, and societies reflecting the Institute's different areas of concern (hereafter committees).

2. Committee Chairs are elected by the Board of Directors from among committee members and others with the relevant knowledge and experience.

3. Necessary provisions regarding the mission, composition, and operation of committees are determined elsewhere based on a resolution of the Board of Directors.

## **Section 10 Secretariat**

Article 44 A Secretariat is established to conduct the administrative work of the Institute.

2. The Secretariat shall employ a Secretary General and staff necessary to run the office.

3. The Secretary General and key staff members are appointed and dismissed by the President with approval by the Board of Directors.

4. Necessary provisions regarding the organization and operations of the Secretariat are separately determined by the President based on a resolution of the Board of Directors.

### **Section 11 Method of Public Notice**

(Method of Public Notice)

Article 45 The Institute discloses public notices for the Institute by electronic public notice.

2. In the event electronic public notice of the preceding paragraph is unavailable due to an accident or other unavoidable circumstance, public notices shall be published in the official gazette.

### **Section 12 Auxiliary Provisions**

(Delegation)

Article 46 Other provisions not covered in these Articles of Association that are found to be necessary for managing and running the Institute shall be determined through a resolution of the Board of Directors.

### **Supplementary Provisions**

1. These Articles of Association and Regulations shall come into effect from the day of registration as a general incorporated association as set forth in Article 106 paragraph 1 applied mutatis mutandis with necessary replacement by virtue of Article 121 paragraph 1 of the same Act that accompanies enforcement of the Act on General Incorporated Association and General Incorporated Foundation and the Act on the Authorization, etc. of Public-interest Incorporated Associations and Public-interest Incorporated Foundation.

2. Articles 23 and 26 notwithstanding, the officers at the time of incorporation are as follow:

President: Hiroshi Yasuda

Operational Directors: Susumu Yoshida, Nobuo Nakajima, Ken-ichi Kitayama, Masaru Kitsuregawa, Kenichi Mase, Katsumi Emura, Akinori Nishihara, Naohisa

Ohta, Takehiko Kobayashi, Hiroshi Imai, Hiroshi Saito, Hiroshi Sawada, KuniakiMotoshima, Kaoru Arakawa, Shigeru Sasaki, Yoshinori Sakai, Yukou Mochida, Tetsuya Miki, Hitoshi Kiya, HirosukeYamamoto, Kazuo Hagimoto,Yoshiaki Tanaka, Fumio Koyama, Kiyomichi Araki, Toru Ishida, Norihiro Hagita

Auditors: Atsumichi Murakami, Masatsugu Kidode

3. Notwithstanding the provisions regarding registering dissolution of special case juridical persons under the Civil Code as set forth in Article 106 paragraph 1 applied mutatis mutandis with necessary replacement by virtue of Article 121paragraph 1 of the same Act and provisions for registration of establishment of a general incorporated association accompanying enforcement of the Act on General Incorporated Association and General Incorporated Foundation and the Act on the Authorization, etc. of Public-interest Incorporated Associations and Public-interest Incorporated Foundation, the last day of the business year will be the day before dissolution is registered and the first day of the business year will be the day that the association's establishment is registered.

4. Initial Delegates after these Articles of Association go into effect shall be those elected as the initial Delegate prospects in the Delegate election held in advance pursuant to Article 5paragraphs 2-7.

#### **Supplementary Provisions**

1. Changed to these Articles of Association are applied from concluding the Extraordinary General Meeting on October 18, 2012.

#### **Supplementary Provisions**

1. Changed to these Articles of Association approved at the Ordinary General Meeting on June 2, 2016 are applied from concluding the said Ordinary General Meeting.

#### **Supplementary Provisions**

1. Changed to these Articles of Association approved at the Ordinary General Meeting on June 7, 2018 are applied from April 1, 2019.

#### **Supplementary Provisions**

1. Changed to these Articles of Association approved at the Ordinary General Meeting on June 4, 2020 are applied from concluding the said Ordinary General Meeting.

## **Supplementary Provisions**

1. Changed to these Articles of Association approved at the Ordinary General Meeting on June 3, 2021 are applied from concluding the said Ordinary General Meeting.