

Constitution of the Japanese Association of University Women,
A General Incorporated Association

under the Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundation (hereinafter abbreviated as the Law)

Chapter 1 General Rules

Article 1 (Name)

The name of this Association shall be “*Ippan Shadan Hojin Daigaku-josei-kyokai*”, (hereinafter referred to as this Association) and shall be styled as the Japanese Association of University Women (abbreviated as JAUW) in English.

Article 2 (Headquarters)

The headquarters of this Association shall be located in Shinjuku-ku, Tokyo.

Article 3 (Branch)

This Association may form local branches by resolution of the Board of Directors (hereinafter in this Chapter referred to as the Board) at locations as occasion demands.

2 Criteria for formation of the local branch shall be established by vote of the Board.

Chapter 2 Purposes and Activities

Article 4 (Purposes)

The purposes of this Association shall be, through making effective use of educational assets of university women, i) to further the development of women’s education, ii) to pursue a gender-equal society, and iii) to encourage international cooperation and strive to preserve peace in the world as a competent member of the International Federation of University Women (hereinafter abbreviated as IFUW).

Article 5 (Activities)

This Association shall undertake the following activities to achieve the purposes set forth in Article 4:

- ① to conduct study and research on, to arouse public interest in, and to extend advocacy for, women’s educational opportunities and their welfare for the sake of contribution to realize a gender-equal society,
- ② to set up and provide fellowships to support women’s higher education and research within the nation, and to make awards to domestic female researchers to encourage their research activities
- ③ to provide fellowships to female foreign researchers, and to train Japanese women as players capable of providing international cooperation
- ④ to act in solidarity with the IFUW and other national and international women’s organizations to promote world peace

- ⑤ to publish newsletters, books, and packets of data and other information, and to engage in other public relations activities
- ⑥ to foster friendship and social awareness among members
- ⑦ any other effective activities to achieve purposes of this Association

2 Activities set forth in the previous Paragraph shall be conducted in and outside Japan.

Chapter 3 Membership

Article 6 (Types of Membership)

This Association shall have three different types of members as defined below, and the regular member shall be the member defined under the Law.

- ① regular member: any woman who is the graduate of a Japanese university/college or a *senmongakko* under the old higher educational system and a woman who is the graduate of an overseas university, who upholds the purpose and vision of this Association shall be entitled to a regular membership if she agrees to be enrolled.
- ② supporting member: anyone who upholds the purpose and vision of this Association and who agrees to be enrolled as an associate member.
- ③ honorary member: anyone approved by a General Meeting of this Association upon the recommendation of the Board of Directors of this Association (hereinafter in this Chapter referred to as the Board) for her distinguished services for women's higher education and/or for the advancement of the status of women in society.

Article 7 (Application Procedure)

Any woman who agrees to be accepted as a regular member of this Association shall submit to the Board an application stating the branch to which she wants to belong. Accompanying her application, a recommendation by an active member of this Association and the admission fee and due as set forth in Article 8-1 of this Constitution are required.

2 Any member of a federation or association abroad equivalent to this Association shall be eligible to be a visiting member of this Association. Any woman who agrees to be accepted as such shall submit an application, accompanied with a recommendation by an active member of this Association.

Article 8 (Fees and Dues)

To meet the expenses of its activities, this Association shall collect admission fees and annual dues as specified by the resolution of a General Meeting of this Association.

- 2. No admission fees shall be liable for a supporting member.
- 3. No admission fees or annual dues shall be liable for an honorary member or a visiting member.
- 4. Fees or annual dues paid by members of this Association shall not be refundable for any reason.

Article 9 (Resignation of Membership)

Any member of this Association may, at any time, leave this Association by delivering a resignation in writing as separately specified.

Article 10 (Expulsion of Membership)

A member may be expelled by a resolution passed by not less than two-thirds of all votes cast at a General Meeting in either of the following events that:

- ① she has violated the Constitution or other applicable rules of this Association
- ② she has brought disrepute to this Association or has done any act detrimental to the purposes of this Association
- ③ there has been any other justifiable cause found with her

Any member who is the subject of the proposed resolution for expulsion shall be provided an opportunity to be heard prior to the said resolution.

2 Any member who is the subject of the proposed resolution for expulsion shall be given notice when the resolution of expulsion has been resolved in accordance with the foregoing provision.

Article 11 (Loss of Membership)

Membership shall be lost in either of the following events:

- ① voluntary resignation from this Association
- ② being expelled from this Association
- ③ death of the member, or dissolution of this Association
- ④ unanimous agreement by all the regular members
- ⑤ falling into arrears with fees and/or annual dues as provided in Article 8 for over three consecutive years.

Chapter 4 General Meeting

Article 12 (Composition)

The regular members of this Association as provided in Article 6-1 shall compose a General Meeting.

2 The General Meeting as provided in the foregoing Paragraph shall be the general meeting of members as provided by the Law.

3 Each regular member shall be entitled to one vote on each matter submitted to a vote at a General Meeting.

Article 13 (Power of General Meeting)

The General Meeting shall transact the following business:

- ① to elect and/or remove officers
- ② to resolve amendment to this Constitution

- ③ to approve financial statements of this Association including a balance sheet, a statement of changes in net worth, and other statements attached to the foregoing documents
- ④ to dissolve and/or distribute remaining assets
- ⑤ to resolve to expel a member
- ⑥ to resolve other matters which, by the laws or ordinances, or by this Constitution, fall under the power of the General Meeting

2 Notwithstanding the previous Paragraph, resolution shall not be enacted at a General Meeting on matters not specified in a written notice as provided in Article 15-3 of this Constitution.

Article 14 (Types and Call of General Meeting)

The General Meeting of this Association shall be either ordinary or extraordinary.

2 An ordinary General Meeting shall be held within three months after the end of each preceding fiscal year.

3 An extraordinary General Meeting shall be called either:

- ① at the resolution of the Board, or
- ② at a written request to the President (in accordance with Article 21-3 of this Constitution) stating the matters to be discussed at the General Meeting and explanation of the request

Article 15 (Call of General Meeting)

The President shall convene a General Meeting at a resolution of the Board.

2 The President, when requested in accordance with the provision in Article 14-3 of this Constitution, shall have to notify the date of such General Meeting, designating a day within 6 weeks of the date of the request set forth in Article 14-3-(2)

3 Each member shall be notified of the date, place of the Meeting, and of the matters to be considered and resolved at the Meeting in writing no later than two (2) weeks before the day of the Meeting.

Article 16 (Presiding Officer)

The President shall be the presiding officer of the General Meeting.

Article 17 (Quorum)

The quorum for the General Meeting shall be a majority of all the regular members.

Article 18 (Resolution)

Unless otherwise set forth in this Constitution, resolutions shall be adopted by a majority vote cast at each Meeting, where a majority of all the regular members are present. In case of a tie, the presiding officer shall decide the matter.

2 As for the first part of the preceding Paragraph, the presiding officer shall not exercise her voting right.

3 In electing directors and auditors, voting shall be conducted for each candidate in accordance with the first Paragraph of this Article.

Article 19 (Right to Vote in Writing)

Regular members unable to be present in person may exercise their voting rights in writing or by giving proxy to any regular member, for each matter notified in advance in the written notice of the General Meeting.

2 In case of the preceding Paragraph, the said members shall be deemed to be present in applying Articles 17 and 18.

Article 20 (Minutes)

The minutes of a General Meeting shall be recorded in accordance with laws or ordinances.

2 The presiding officer and two directors present at a General Meeting shall sign their names and put their seals on the minutes as set forth in the preceding Paragraph.

Chapter 5 Officers

Article 21 (Types and Numbers)

This Association shall have the following officers:

- ① directors, not less than 12 but not more than 16
- ② auditors, 1 or 2

2 One of the directors shall be the President, two of the remaining directors shall be the Vice-Presidents.

3 The President as provided in the preceding Paragraph shall be the representative director under the Law, and directors not more than six (inclusive of Vice-Presidents) shall be the executive directors under the Law.

Article 22 (Election and Related Affairs thereof)

Directors and auditors shall be elected from among the regular members by the resolution of a General Meeting.

2 The President and the executive directors shall be chosen by the Directors among themselves. Notwithstanding the foregoing, the General Meeting may resolve and nominate one of the Directors to be President. In this case, the Directors shall nominate the President.

3 The number of any one director plus any other directors who are her relatives, and/or who have special relationship with her shall not exceed one-third of all the incumbent directors.

4 Any auditor of this Association shall neither be the director (inclusive of the director's relative or her affiliate), nor an employee of this Association. One auditor shall be neither relative to, nor affiliate of the other auditor.

5 Replacement of directors and/or auditors shall be registered not later than two weeks thereafter, and shall be reported to the authorities concerned without delay.

Article 23 (Power of Directors)

Directors shall constitute the Board of Directors and shall participate in the decision regarding the execution of business of this Association pursuant to the laws and ordinances and to this Constitution.

2 The President shall act on behalf of this Association, and shall execute its business.

3 The Vice-President shall assist the President, and shall execute the business of this Association. In case the President fails or is unable to perform her duties, or otherwise is absent, one of the two Vice-Presidents shall take her place in the order determined in advance by the Board.

4 The business of this Association shall be divided among the executive Directors inclusive of the Vice-Presidents pursuant to provisions specified separately.

5 President and each executive director (inclusive of the Vice-President) shall report updating the performance of her duties to the Board twice a fiscal year or more often, at intervals longer than 4 months between reports.

Article 24 (Duty and Authority of Auditor)

The auditor shall perform the following duties:

- ① supervision of the executions of directors' duties and preparation of audit reports pursuant to laws or ordinances
- ② examination of business and financial conditions of this Association, and auditing its financial statements and business reports (and related documents) for each fiscal year
- ③ attendance at General Meetings and meetings of the Board. They may submit their opinions when they find it necessary
- ④ exercise of their power allowed by laws or ordinances

Article 25 (Term of Office)

Term of office of directors shall expire at the end of the ordinary General Meeting held in the second fiscal year after their election. Reelection shall be acceptable once for all.

2 The term of office of auditors shall expire at the end of the ordinary General Meeting held in the second fiscal year just after their election. Reelection shall be acceptable once for all.

3 If a vacancy occurs in the office of director, or of auditor, the term of office for a substitute director, or auditor shall be limited to the remaining term of each predecessor.

4 If a vacancy occurs in the office of director due to resignation, or due to expiration of terms of office, and so directors or auditors remaining in office are to be less than the number set forth in Article 21, the resigning or retiring director or auditor shall exercise her rights and perform her duties as a director or an auditor continuously until her successor is elected and qualified.

Article 26 (Dismissal)

Directors and auditors shall be dismissed with the resolution of a General Meeting. Notwithstanding the foregoing, in the case of an auditor, the dismissal shall be decided by the two-thirds or more of the votes cast by all the regular members present at the said General Meeting.

Article 27 (Remunerations)

No remuneration shall be paid to any of the officers.

2 Officers shall be reimbursed for the expenses incurred while performing their duties.

Article 28 (Composition)

This Association shall have a Board of Directors (hereinafter referred to as the Board).

2 The Board shall consist of all the directors.

Article 29 (Power)

The Board shall be empowered:

- ① to designate the time and date, the place, and agenda of the General Meeting
- ② to make, amend, and repeal the bylaw and other guidelines in whole or in part
- ③ to make any other decisions on matters pertaining to the execution of business of this Association besides those specified in the preceding Items of this Paragraph
- ④ to oversee directors in their execution of business
- ⑤ to elect and remove the President, and/or executive directors

2 The Board shall not entrust any director or directors with the following business and other important decisions pertaining to business execution of this Association.

- ① to dispose of and/or to take over any major assets
- ② to borrow a large amount of money
- ③ to select and/or remove main members of staff of this Association
- ④ to set up, reform, and/or abolish a secondary office and any other major establishment,
- ⑤ to change an internal management system

Article 30 (Type of Board meeting)

Ordinary Board meetings shall be called at least four (4) times per fiscal year.

2 An extraordinary Board meeting shall be called by the President on her own initiative whenever, in her judgment, deemed necessary.

Article 31 (Calling Board Meeting)

The President shall call Board meetings.

2 Not less than one week in advance of a Board meeting, a notice designating the time, date, place, and the agenda thereof shall be given to each Board member.

3 Notwithstanding Paragraph 2 of this Article, the notice may be deemed waived, and so Board meetings shall be held without a prior notice if all the directors and auditors consent to such waiver of notice.

Article 32 (Chair)

The President shall preside over Board meetings.

Article 33 (Quorum)

The quorum is a majority of the members of the Board: if the quorum is not present, the meeting must be adjourned.

Article 34 (Resolution)

The Board resolution shall be made by vote at the Board meeting where a majority of directors exclusive of any member who has a conflict of interests with the resolution in question are present and by a majority vote cast. In the case of equality of votes, the Chair shall exercise her casting vote.

2 The Chair shall not exercise her voting right pertaining to the first sentence of the preceding Paragraph.

Article 35 (Minutes)

Minutes of Board meetings shall be recorded; the President and auditors at the meeting shall sign and seal the minutes.

Chapter 7 Assets and Accounting

Article 36 (Fiscal Year)

The fiscal year of this Association shall be from April 1 of each year to March 31 of the following year.

Article 37 (Asset Management)

The assets of this Association shall be managed in accordance with the asset management rules set forth separately by vote of the Board.

Article 38 (Business Plan and Budget)

The President shall prepare a business plan and a budget of this Association for the coming fiscal year by one day before the first day of the coming fiscal year. The business plan and the budget, thus prepared, shall be reported to the General Meeting upon a resolution of the Board. If and when the business plan and/or the budget thus determined is to be amended, they shall be subject to the manner set forth in the first part of this Paragraph.

2 Notwithstanding the previous Paragraph, if and when the budget is yet to be set at the beginning of a fiscal year owing to circumstances beyond control, payments and/or receipts shall be carried out in accordance with the budget of the immediate past fiscal year until the day the budget for the current year is approved and comes to existence.

3 Payments and receipts carried out pursuant to the previous Paragraph shall be deemed to have been carried out in the current fiscal year in accordance with the current budget when it is come out.

Article 39 (Report of Activities and Financial Results)

The documents specified below concerning the activities having been carried out in the immediate past fiscal year by this Association, and also concerning its accounting, shall be prepared by the President after the end of that fiscal year. These documents shall be audited by the auditors and approved by the Board.

- ① report on activities carried out
- ② detailed statement annexed to the report on activities carried out
- ③ report on expenditure plans carried out for public interest purposes

- ④ balance sheet
- ⑤ statement of net assets
- ⑥ detailed statement annexed to the balance sheet and the statement of net assets,

2 The documents set forth in Items 1, 3, 4, and 5 of the previous Paragraph shall be submitted to, briefing on the documents set forth in Items 1 and 3 in the same Paragraph shall be given to the nearest future Ordinary General Meeting, and the documents set forth in Items 4 and 5, shall be approved thereby.

3 The accounting documents specified in Items 3, 4 (inclusive of the audit report), and in Items 1 and 2 shall be submitted to the authorities concerned within three (3) months after the end of each fiscal year.

4 This Association shall give a public notice of its balance sheet without delay after the end of the Ordinary General Meeting pursuant to laws and ordinances.

Chapter 8 Amendment and Dissolution

Article 40 (Amendment)

This Constitution may be amended by a resolution passed by not less than two-thirds of all votes cast at a General Meeting.

2 Amendment pursuant to the previous Paragraph shall be reported to the authorities concerned without delay.

Article 41 (Dissolution)

In addition to the reasons provided under Item 1, 2, and/or from Item 4 to 7 of Article 148 of the Law, this Association may be dissolved by a vote of two-thirds or more of the regular members present at the General Meeting.

Article 42 (Appropriation of Surplus)

The surplus of this Association shall not be distributed among the members or any other individual or organizations.

Article 43 (Disposal of Residual Property)

Any residual property belonging to this Association at its dissolution shall be, subject to a vote of a General Meeting, donated to (a) public corporation(s) provided under Paragraph 1 of Article 40 of the Act on Special Measures Concerning Taxation, which satisfy (satisfies) the provision of Item 17 of Article 5 in the Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations, or to the national or local government.

Chapter 9 Committee

Article 44 (Committee)

The Board set up a committee by its resolution when it finds necessary to implement activities of this Association.

2 Committee members shall be selected among the regular members by the Board.

3 Duties, structure, management and other necessary matters of the committee shall be specified by the resolution of the Board.

Chapter 10 Secretariat

Article 45 (Secretariat)

This Association shall have a secretariat at the headquarters to carry out its clerical work.

2 The secretariat shall have the staff required.

3 The structure and management of the secretariat shall be specified separately by the resolution of the Board.

Article 46 (Account Books and Documents Kept)

The headquarters shall keep the books and documents as specified below:

- ① this Constitution
- ② directory of members
- ③ list of directors and auditors
- ④ documents pertaining to certification, permits, and registration
- ⑤ documents pertaining to the agenda of agents set forth in this Constitution,
- ⑥ rules pertaining to officers' remuneration and others
- ⑦ business plans and budgets
- ⑧ reports of activities and accounting documents
- ⑨ audit reports
- ⑩ other books and documents pursuant to laws or ordinances

2 With regard to access to the books and documents specified in the Items of the preceding Paragraph, rules specified in Paragraph 2 in Article 47 shall be applied besides rules specified in the laws or ordinances.

Chapter 11 Information Disclosure and Personal Information Protection

Article 47 (Information Disclosure)

This association shall release to the public the situation of its activity, of its operation, and its finance.

2 Details concerning information disclosure related to the above shall be provided in the Information Disclosure Rule resolved by the Board

Article 48 (Personal Information Protection)

This Association shall take all possible measures to ensure personal information protection that has come to be known in the course of business operation.

Article 49 (Announcement)

Announcement of this Association shall be fulfilled by electronic means.

2 In case of inability to make electronic announcement set forth in the previous Paragraph, official gazettes shall be employed.

Supplementary Provisions

1 This Constitution shall come into force on and after the day when this Association has completed the registration in accordance with Paragraph 1 of Article 106 (which is applied mutatis mutandis to Paragraph 1 of Article 121) the Act on Arrangement of Relevant Acts Incidental to Enforcement of the Law and the Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundation (hereinafter abbreviated as the Act).

2 The President of this Association shall be _____, the Vice President shall be _____, and Executive Directors shall be _____, _____, and _____.

3 When both the registration of dissolution of a corporation special to the Civil Code, in accordance with Paragraph 1 of Article 106 (which is applied mutatis mutandis to Paragraph 1 of Article 121) of the Act, and the registration of a corporate formation in accordance with Paragraph 1 of Article 106 (which is applied mutatis mutandis to Paragraph 1 of Article 121) of the Act have been completed, the fiscal year shall end a day before the day of dissolution registration, and the new fiscal year shall start on the day of the formation registration.