

The Japanese Society of Toxicologic Pathology
Articles of Incorporation
(An English translation of the Japanese Articles of Incorporation)

Chapter 1 General Provisions

(Name)

Article 1. This juridical person shall be known as The Japanese Society of Toxicologic Pathology (hereinafter referred to as the “Society”), which shall be abbreviated as “JSTP”.

(Office)

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

Chapter 2 Objective and Activities

(Objective)

Article 3. The objective of the Society is to promote the progressive development of toxicologic pathology.

(Activities)

Article 4. In order to achieve the objective set forth in the preceding Article, the Society shall engage in the following activities:

- (1) Holding annual scientific meetings;
- (2) Publication of journals;
- (3) Development of human resources;
- (4) Certification of diplomates of toxicologic pathology; and
- (5) Other activities necessary for the achievement of the objectives of the Society.

Chapter 3 Members

(Members of Juridical Person)

Article 5. The Society shall have the following members:

- (1) General members: Individuals who engage in research activities in the field of toxicologic pathology and become members of the Society
- (2) Honorary members: Individuals who have made special contributions to the development of toxicologic pathology and the operation of the Society
- (3) Meritorious members: Individuals who have contributed to the operation of the Society
- (4) Student members: Individual students who are in a master’s or doctoral program at a university or graduate school and who are in a department or major related to toxicologic pathology (provided, however, that this shall not apply to the case of foreign students, dispatched workers, etc.

sent as students from the organizations to which they belong)

- (5) Supporting members: Organizations or individuals who agree with the objective of the Society and support its business
- 2 The general members, honorary members, and meritorious members set forth in the preceding paragraph shall be members under the Act on General Incorporated Associations and General Incorporated Foundations (the general members, honorary members, and meritorious members set forth in the preceding paragraph shall hereinafter be collectively referred to as the “Members of the Juridical Person”).

(Rights of Members)

- Article 6. The general members, honorary members, meritorious members, and student members of the Society may present their research results at scientific meetings and receive the distribution of journals. In addition, they may receive preferential treatment for taking examinations for, obtaining or renewing their diplomate qualification, as well as projects sponsored by the Society and other events.
- 2 Supporting members may receive the distribution of journals.

(Admission)

- Article 7. Any person who intends to become a general member or student member of the Society shall, upon the recommendation of any one of the Councilors of the Society or diplomates of toxicologic pathology of the Society, submit an application form for membership accompanied by a separately stipulated membership fee and obtain the approval of the Board of Directors. If a student member loses his/her student qualification, the student member shall automatically become a general member from the following business year.
- 2 Any person who intends to become a supporting member of the Society shall submit an application form for membership accompanied by a separately stipulated membership fee and obtain the approval of the Board of Directors.
 - 3 The Board of Directors shall recommend to the General Meeting honorary members and meritorious members from among the Councilors who lose their qualification as Councilors due to the age limit for reappointment and obtain the approval of the General Meeting. The recommendation of qualifications for honorary members and meritorious members shall be based on separately stipulated standards.

(Annual Membership Fee)

- Article 8. Except for honorary members, members shall pay separately stipulated annual membership fees for appropriation to the expenses normally incurred in the activities of the Society.
- 2 Membership fees already paid shall not be refunded for any reason whatsoever.

(Voluntary Withdrawal)

- Article 9. A member may voluntarily withdraw from membership at any time by submitting a notice of withdrawal.
- 2 Any membership fee that remains unpaid at the time of withdrawal shall be paid in full.

(Expulsion)

- Article 10. In the event that a member has come to fall under any of the following items, the member may be expelled by a resolution of the General Meeting. In this case, such member shall be given an opportunity to provide an explanation prior to adopting a resolution:
- (1) In the event that the member has engaged in any act that significantly damages the reputation of the Society;
 - (2) In the event that the member has engaged in any act that clearly impairs the purpose of the Society; or
 - (3) In the event that there is any other justifiable reason for expulsion.

(Loss of Membership)

- Article 11. A member shall lose his/her qualification when the member has come to fall under any of the following items:
- (1) In the event that the member fails to comply with the obligation to pay the annual membership fee set forth in Article 8 for two (2) years or longer and fails to comply with a written demand for payment within six (6) months from the date of dispatch thereof;
 - (2) In the event that all of the general members, honorary members, and meritorious members who constitute the Members of the Juridical Person consent to the Member's loss of his/her qualification at the General Meeting;
 - (3) In the event of the death of the relevant member; or
 - (4) In the event of the dissolution of the Society.

Chapter 4 General Meeting

(Composition)

- Article 12. The General Meeting shall consist of all general members, honorary members, and meritorious members who constitute the Members of the Juridical Person.
- 2 The General Meeting set forth in the preceding paragraph shall be the General Meeting of members under the Act on General Incorporated Associations and General Incorporated Foundations.

(Authority)

- Article 13. The General Meeting shall resolve the following matters:
- (1) Approval of honorary members and meritorious members;
 - (2) Expulsion of a member;
 - (3) Appointment or dismissal of Directors and Inspectors;

- (4) Appointment or dismissal of Councilors;
- (5) Appointment or dismissal of the Annual Chairperson of Scientific Meeting;
- (6) Amendment of the Articles of Incorporation;
- (7) New establishment, amendment, or abolition of regulations;
- (8) Dissolution and disposition of residual assets; and
- (9) Other matters stipulated by laws and regulations or these Articles of Incorporation as matters to be resolved at the General Meeting.

(Holding of the General Meeting)

Article 14. The General Meeting shall be held once as an Ordinary General Meeting within three (3) months after the end of each business year, and an Extraordinary General Meeting shall be held whenever necessary.

(Convocation)

Article 15. The General Meeting shall be convened by the President based on a resolution of the Board of Directors, unless otherwise stipulated by laws and regulations.

- 2 The Members of the Juridical Person who hold one-fifth (1/5) or more of the total number of voting rights may request the President to convene the General Meeting by indicating the subject matter of the General Meeting and the reason for its convocation.

(Chairperson)

Article 16. The Chairperson of the Ordinary General Meeting shall be the Annual Chairperson of Scientific Meeting, and the Chairperson of other meetings shall be the President.

- 2 If the Annual Chairperson of Scientific Meeting or the President is not present at the General Meeting, the Chairperson shall be elected from among the Members of the Juridical Person who are present.

(Voting Rights)

Article 17. Each Member of the Juridical Person shall have one (1) voting right at the General Meeting.

(Resolution)

Article 18. Resolutions of the General Meeting shall be adopted by a majority of the voting rights of the members present where one-fifth (1/5) or more of the Members of the Juridical Person having voting rights are present.

- 2 Notwithstanding the provisions of the preceding paragraph, the following resolutions shall be adopted by at least half of the total number of the Members of the Juridical Person and by at least a two-thirds (2/3) majority of the total number of voting rights of members:
 - (1) Expulsion of a member;
 - (2) Dismissal of Inspectors;
 - (3) Amendment of the Articles of Incorporation;
 - (4) Dissolution; and
 - (5) Other matters stipulated by laws and regulations.

- 3 The Members of the Juridical Person may exercise their voting rights via a proxy.
- 4 The Members of the Juridical Person may exercise their voting rights in writing.
- 5 A person who exercises voting rights via a proxy or in writing shall be treated as a person present at the General Meeting.

(Minutes)

Article 19. Minutes shall be prepared with respect to the proceedings of the General Meeting pursuant to the provisions of laws and regulations.

- 2 One (1) or more signatories of the minutes elected by the President and the Members of the Juridical Person attending the General Meeting shall affix their names and seals to the minutes set forth in the preceding paragraph.

Chapter 5 Officers

(Appointment of Officers)

Article 20. The Society shall have the following Officers:

- (1) Directors: Eight (8) or more but twelve (12) or less
- (2) Inspectors: Two (2) or less
- 2 One (1) of the Directors shall be the President.
- 3 Two (2) or less of the Directors shall be the Vice Presidents.
- 4 The President set forth in Paragraph 2 shall be the Representative Director under the Act on General Incorporated Associations and General Incorporated Foundations.

(Appointment of Officers)

Article 21. Directors and Inspectors shall be appointed by a resolution of the General Meeting.

- 2 The President shall be appointed from among Directors by a resolution of the Board of Directors.
- 3 The Vice President shall be selected by the President from among Directors.

(Duties and Authority of Directors)

Article 22. Directors shall constitute the Board of Directors and shall execute their duties pursuant to the provisions of laws and regulations and these Articles of Incorporation.

- 2 The President shall represent the Society and execute its business.
- 3 The Vice President shall assist the President. If the President is unable to execute his/her duties due to unavoidable circumstances such as an accident, any Vice President shall execute his/her duties on behalf of the President with the prior or subsequent approval of the Board of Directors.
- 4 The President shall report the status of the execution of his/her duties to the Board of Directors at least twice every business year at intervals exceeding four (4) months.

(Duties and Authority of Inspectors)

Article 23. Inspectors shall audit the execution of the duties of Directors and prepare audit reports pursuant to the provisions of laws and regulations.

- 2 Inspectors may, at any time, request reports on business from Directors and employees and investigate the status of the business and property of the Society.

(Term of Office of Officers)

- Article 24. The term of office of a Director shall expire at the conclusion of the Ordinary General Meeting for the last business year that ends within two (2) years from the time of his/her appointment.
- 2 The term of office of an Inspector shall expire at the conclusion of the Ordinary General Meeting for the last business year that ends within two (2) years from the time of his/her appointment.
 - 3 Directors and Inspectors may hold office for up to three (3) consecutive terms, with the above-mentioned two (2) years constituting one (1) term; provided, however, that in the case of a Director who becomes an Inspector, or vice versa, such case shall not be deemed consecutive.
 - 4 The term of office of a Director or Inspector appointed to fill a vacancy shall expire at the time when the term of office of his/her predecessor would otherwise have expired.
 - 5 If the number of Directors or Inspectors comes to fall short of the fixed number stipulated in Article 20 due to the expiration of the term of office or resignation of a Director or Inspector, that Director or Inspector shall still have the rights and obligations of a Director or Inspector even after his/her term of office expires or his/her resignation until a newly appointed person assumes office.

(Dismissal of Officers)

- Article 25. Directors and Inspectors may be dismissed by a resolution of the General Meeting.

(Exemption from Liability)

- Article 26. The Society may, by a resolution of the Board of Directors, exempt Officers from the liability for damages stipulated in Article 111, paragraph (1) of the Act on General Incorporated Associations and General Incorporated Foundations, if the Officers meet the requirements stipulated by laws and regulations, up to the amount obtained by deducting the minimum liability amount stipulated by laws and regulations from the amount of liability for damages.

(Remuneration for Officers)

- Article 27. None of the Officers shall receive any remuneration, and no retirement allowance shall be paid at the time of retirement.

Chapter 6 Board of Directors

(Composition)

- Article 28. The Society shall have a Board of Directors.
- 2 The Board of Directors shall consist of all of the Directors.
 - 2 Inspectors shall be obliged to attend meetings of the Board of Directors. Inspectors shall hold no voting rights.

- 3 The Annual Chairperson of Scientific Meeting may attend meetings of the Board of Directors as an observer and state his/her opinions, but shall not have any voting rights.
- 4 The President may cause relevant members or non-members to be present as observers in relation to individual matters; however, they shall not have any voting rights.

(Authority)

- Article 29. The Board of Directors shall perform the following duties:
- (1) Decision-making on the execution of the business of the Society;
 - (2) Supervision of the execution of the duties of Directors;
 - (3) Selection and dismissal of the President;
 - (4) Selection of candidates for the Annual Chairperson of Scientific Meeting;
 - (5) Examination and permission for admission;
 - (6) Examination of candidates for Councilors and examination for the reappointment of Councilors;
 - (7) Recommendation of honorary members and meritorious members;
 - (8) Examination, certification of qualification, and qualification renewal of diplomates of toxicologic pathology; and
 - (9) Establishment and abolition of committees.

(Convocation)

- Article 30. The President shall convene a meeting of the Board of Directors.
- 2 In the absence of the President, or in the event that the President is unable to attend to his/her duties, the Vice President shall convene a meeting of the Board of Directors.

(Resolution)

- Article 31. Resolutions of the Board of Directors shall be adopted by a majority of the Directors present where two-thirds (2/3) or more of the Directors, excluding the Directors who have a special interest in the resolution, are present.
- 2 Notwithstanding the provisions of the preceding paragraph, if the requirements set forth in Article 96 of the Act on General Incorporated Associations and General Incorporated Foundations are satisfied, it shall be deemed that a resolution of the Board of Directors has been adopted.

(Chairperson)

- Article 32. The Chairperson of the Board of Directors shall be the President.

(Minutes)

- Article 33. Minutes shall be prepared with respect to the proceedings of the Board of Directors pursuant to the provisions of laws and regulations.
- 2 The President and Inspectors present shall affix their names and seals to the minutes set forth in the preceding paragraph.

Chapter 7 Committee

(Committee)

- Article 34. The Society shall establish a committee as a body to assist in the execution of various business activities.
- 2 The establishment or abolition of a committee shall be subject to a resolution of the Board of Directors.
 - 3 Committees shall be governed by regulations stipulated separately.

Chapter 8 Councilors

(Councilors)

- Article 35. The Society shall have Councilors.
- 2 In addition to the same rights as general members, the Councilors of the Society shall have the following authority:
 - (1) Provision of advice on various matters necessary for the operation of the Society;
 - (2) Election of candidates for Directors and candidates for Inspectors;
 - (3) Recommendation of candidates for new Councilors;
 - (4) Recommendation of new members;
 - (5) Participation in various committees;
 - (6) Qualification to be an honorary member or a meritorious member; and
 - (7) Qualification to be the Annual Chairperson of Scientific Meeting.
 - 3 Councilors shall be governed by regulations stipulated separately.

Chapter 9 Diplomates of Toxicologic Pathology

(Diplomates of Toxicologic Pathology)

- Article 36. The Society shall certify diplomates of toxicologic pathology from among its members.
- 2 Diplomates of toxicologic pathology shall have the authority to recommend new members.
 - 3 The certification and qualification renewal of diplomates of toxicologic pathology shall be governed by regulations stipulated separately.

Chapter 10 Annual Chairperson of Scientific Meeting

(Annual Chairperson of Scientific Meeting)

- Article 37. The Society shall have the Annual Chairperson of Scientific Meeting who presides over the Annual Scientific Meeting.
- 2 The Annual Chairperson of Scientific Meeting shall be appointed from among Councilors by a resolution of the General Meeting upon recommendation by the Board of Directors.

- 3 The Annual Chairperson of Scientific Meeting shall be governed by regulations stipulated separately.

Chapter 11 Assets and Accounting

(Business Year)

Article 38. The business year of the Society shall commence on December 1 of each year and end on November 30 of the following year.

(Business Plan and Income and Expenditure Budget)

Article 39. The business plan and the income and expenditure budget of the Society shall be prepared by the President and approved by the Board of Directors no later than the day immediately preceding the commencement date of each business year. The same shall apply when making changes thereto.

- 2 The documents set forth in the preceding paragraph shall be kept at the principal office until the end of the relevant business year.
- 3 The business plan and the income and expenditure budget shall be reported at the Ordinary General Meeting.

(Business Report and Settlement of Accounts)

Article 40. The President shall prepare the following documents for the business report and settlement of accounts of the Society after the end of each business year and shall obtain the approval of the Board of Directors after having them audited by Inspectors:

- (1) Business report;
 - (2) Annexed detailed statement of the business report;
 - (3) Balance sheet;
 - (4) Income statement (Statement of changes in net assets);
 - (5) Annexed detailed statement of the balance sheet and income statement (Statement of changes in net assets); and
 - (6) Inventory of property.
- 2 Among the approved documents set forth in the preceding paragraph, the documents set forth in Items 1, 3, and 4 shall be submitted to the Ordinary General Meeting, the content of the documents set forth in Item 1 shall be reported, and other documents shall be approved.
 - 3 In addition to the documents set forth in Paragraph 1, audit reports shall be kept at the principal office for five (5) years, and these Articles of Incorporation and a list of members shall be kept at the principal office.

(Prohibition of Distribution of Surplus)

Article 41. The Society may not distribute its surplus.

Chapter 12 Amendment of Articles of Incorporation and Dissolution

(Amendment of Articles of Incorporation)

Article 42. These Articles of Incorporation may be amended by a resolution of the General Meeting.

(Dissolution)

Article 43. The Society shall be dissolved by a resolution of the General Meeting or for other reasons stipulated in laws and regulations.

(Ownership of Residual Assets)

Article 44. In the event of the liquidation of the Society, any residual assets shall be donated to the juridical person stipulated in Article 5, item (17) of the Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations, or to the national government or local governments, by a resolution of the General Meeting.

Chapter 13 Method of Public Notice

(Method of Public Notice)

Article 45. The method of public notice of the Society shall be electronic public notice; provided, however, that in cases where it is impossible to give public notice by way of electronic public notice due to an accident or any other unavoidable reason, the method of public notice shall be publication in the Official Gazette.

Supplementary Provisions

Article 46. Notwithstanding the provisions of Article 38, the initial business year of the establishment of the Society shall commence on the date of incorporation of the Society and end on November 30, 2022.

Article 47. The names and addresses of the members at the time of the incorporation of the Society are as follows:

Name: Hideki Wanibuchi

Name: Satoru Takahashi

Name: Kiyokazu Ozaki

Name: Masami Suzuki

Article 48. The Directors at the time of the incorporation of the Society are as follows:

Director: Hideki Wanibuchi

Director: Satoru Takahashi

Director: Kiyokazu Ozaki

Director: Masami Suzuki
Director: Satoshi Furukawa
Director: Makoto Shibutani
Director: Hisashi Anayama
Director: Katsuhiko Yoshizawa

Article 49. The Inspectors at the time of the incorporation of the Society are as follows:
Inspector: Kosei Inui

Article 50. The Representative Director at the time of the incorporation of the Society is as follows:
Name: Hideki Wanibuchi

Article 51. The location of the principal office at the time of the incorporation of the Society is as follows:
358-5, Yamabukicho, Shinjuku-ku, Tokyo

Article 52. Article 46 to this Article of these Supplementary Provisions shall be deleted after the lapse of November 30, 2022.