Articles of Incorporation of the Japan Neuroscience Society

Established April 1, 2023

Last updated: May 25, 2023

Chapter 1 General Provisions

(Name)
Article 1
This corporation is called a general incorporated association, the Japan Neuroscience Society, and is written as The Japan Neuroscience Society (abbreviation: JNS) in English.

(Office)
Article 2
1. This corporation has its principal office in Bunkyo-ku, Tokyo.
2. This corporation may establish a subsidiary office by a resolution of the Board of Directors.

(Purpose)
Article 3
The purpose of this corporation is to promote the comprehensive advancement and development of research and education in the whole field of neuroscience, thereby contributing to the development of academic culture.

(Business)
Article 4
1. This corporation will carry out the following business in order to achieve the purpose set forth in the preceding article.
   (1) Holding academic conferences, lectures, study groups, etc.
   (2) Issuance of publications such as newsletters and journals, and public relations activities
   (3) Social collaboration with domestic and international related academic organizations, related administrative agencies, industry, etc.
   (4) Projects such as international exchange, awarding academic awards, and recommending research grants
   (5) Other businesses necessary to achieve the purpose
2. The business mentioned in the preceding paragraph shall be conducted both in Japan and overseas.

Chapter 2 Membership

(Type of membership)
Article 5
The members of this corporation are as follows:
(1) Regular members: Those who are engaged in research in neuroscience and related fields and who agree with the purpose of this corporation and join.
(2) Student members: Those who are enrolled in a graduate school or university, majoring in or

studying neuroscience and related fields, and who agree with the purpose of this corporation and join.

(3) Senior member: A regular member aged 65 or older who has been a regular member for 15 years or more and has no unpaid dues.

(4) Honorary member: A member aged 65 years or older who has served as the President of this corporation (including the president in the time of a voluntary organization before incorporation), President of an annual meeting, or Editor-in-Chief of the JNS official journal.

(5) Supporting members: Individuals or organizations who are interested in the activities of this corporation and have joined to support them.

(Academic Domain System)
Article 6
Members of this corporation shall select and register academic domains specified in the separately established detailed rules (hereinafter simply referred to as the "details").

(Membership)
Article 7
A person who wishes to become a member of this corporation shall obtain the recommendation of one regular member, apply for membership by following the prescribed procedures, submit the prescribed membership fee specified in the details, as well as the membership fee for the relevant year, and receive the approval of the Board of Directors.

(Membership fee)
Article 8
Members of this corporation (excluding honorary members) must pay membership fees in an amount separately determined at the general assembly.

(Withdrawal)
Article 9
Members of this corporation may withdraw from the membership at any time by submitting a withdrawal according to the procedures specified in the details.

(Expulsion)
Article 10
If a member of this corporation falls under any of the following, he/she shall be subject to the provisions of Article 30 and Article 49, Paragraph 2, Item 1 of the Act on General Incorporated Associations and General Incorporated Foundations (hereinafter referred to as the "Corporate Law"), and the member may be expelled by a resolution of the general assembly of members:

(1) When there is a violation of the articles of incorporation or other rules.

(2) When a member acts in a way that damages the reputation of this corporation or goes against its purpose.

(3) When there are other legitimate grounds for expulsion.

(Loss of membership)
Article 11
If a member falls under any of the following items, he/she will lose his/her qualification.

(1) When a person dies (in the case of an organization, when it is dissolved)
(2) When the payment obligation under Article 8 has not been fulfilled for two years or more
(3) When expelled
(4) When all Councilors agree

(Rights and obligations associated with loss of membership)
Article 12

1. When a member loses his or her qualification pursuant to the provisions of Article 11, he/she loses his/her rights to this corporation and is exempted from obligations. However, unfulfilled obligations cannot be waived.
2. This corporation will not refund paid membership fees or other contributions even if a member loses his/her qualification.

Chapter 3 Councilors

(Councilor)
Article 13

1. This corporation shall have Councilors, who shall be the members under the Corporation Law.
2. The minimum number of Councilors shall be approximately 1% of the total number of regular members (fractions shall be determined by the Board of Directors), and the maximum number shall be 200.

(Election of Councilors)
Article 14

1. In order to elect Councilors, councilor elections will be held by regular members every four years, using the method specified in the details.
2. Councilors are elected from regular members. Regular members may run for the councilor election set forth in the preceding paragraph in accordance with the provisions of the details.
3. In the election of Councilors under paragraph 1, all regular members have the same right to elect Councilors. Directors or the Board of Directors may not elect Councilors.
4. If some of the elected candidates decline after the election, or if a vacancy occurs during the term of office of a Councilor, the vacancy will be filled by alternate candidates in the same academic domain determined in the most recent election, according to their ranking, and the alternate candidate shall become a Councilor when the person accepts the appointment.

(Term of office of Councilors)
Article 15

1. The term of office of a Councilor shall end at the end of the Councilor election held four years after their election. However, this does not preclude reappointment for two consecutive terms of up to eight years.
2. The term of office of a Councilor elected to fill a vacancy or increase the number of Councilors shall be the same as the remaining term of office of his or her predecessor or other sitting Councilors.
3. A Councilor files an action for rescission of a resolution at a general assembly of members, an action for dissolution, an action for accountability, and an action for dismissal of officers (Article 266, Paragraph 1, Article 268, Article 278, and Article 284 of the Corporation Law) (including

cases where a request for filing a lawsuit as provided for in Article 278, Paragraph 1 of the Corporation Law is filed), the Councilor in question will not lose his/her qualifications as a member until the lawsuit is concluded. However, such Councilors shall not have voting rights regarding the appointment and dismissal of officers (Articles 63 and 70 of the Corporation Law) or amendments to the articles of incorporation (Article 146 of the Corporation Law).

(Regular member rights)
Article 16
Regular members, like Councilors, can exercise the following rights of members stipulated in the Corporation Law with respect to this corporation.
(1) Rights under Article 14, Paragraph 2 of the Corporation Law (viewing the articles of incorporation, etc.)
(2) Rights under Article 32, Paragraph 2 of the Corporation Law (viewing of member list, etc.)
(3) Rights under Article 50, Paragraph 6 of the Corporation Law (viewing of member's certificate of agency, etc.)
(4) Rights under Article 51, Paragraph 4 and Article 52, Paragraph 5 of the Corporation Law (viewing of voting rights exercise documents, etc.)
(5) Rights under Article 57, Paragraph 4 of the Corporation Law (viewing minutes of general assemblies, etc.)
(6) Rights under Article 129, Paragraph 3 of the Corporation Law (viewing of financial statements, etc.)
(7) Rights under Article 229, Paragraph 2 of the Corporation Law (viewing the balance sheet, etc. of a liquidating corporation)
(8) Rights under Article 246, Paragraph 3, Article 250, Paragraph 3, and Article 256, Paragraph 3 of the Corporation Law (inspection of merger agreements, etc.)

Chapter 4 General Assembly

(Composition and voting rights)
Article 17
1. The general assembly shall be composed of the Councilors specified in Article 13.
2. Each Councilor shall have one voting right at the general assembly.
3. Members other than Councilors may attend the general assembly and express their opinions with the approval of the chairperson. However, they do not have voting rights.

(Authority)
Article 18
The general assembly shall resolve the following matters.
(1) Appointment or dismissal of Directors and Auditors
(2) Approval of balance sheet and income statement (net asset change statement)
(3) Changes to the articles of incorporation
(4) Dissolution and disposal of residual assets
(5) Expulsion of membership
(6) Other matters stipulated by laws and regulations or the articles of incorporation to be resolved at the general assembly.

(Holding)
Article 19
The regular general assembly of this corporation shall be held within three months from the day following the last day of each business year, and the extraordinary general assembly shall be held as necessary.

(Convening)
Article 20
1. The general assembly shall be convened by the President as provided in Article 26, Paragraph 2, based on a resolution of the Board of Directors, unless otherwise provided by laws and regulations. In the event of an accident or inconvenience to the President, the Vice President shall convene a meeting in accordance with the order determined by the President with the approval of the Board of Directors.
2. A member holding one-fifth or more of the voting rights of all Councilors may request the President to convene a general assembly by indicating the purpose of the meeting and the reason for convening.
3. To convene a general assembly, notice of convocation shall be sent to Councilors at least two weeks prior to the date of the meeting.
4. A general assembly may be held without going through the convocation procedure if all Councilors agree.

(Chairperson)
Article 21
The chairperson of the general assembly shall be the President or a Director designated by the President. However, in the event that the President has an accident or has a disability, the Vice President shall take his place in accordance with the order established by the President with the approval of the Board of Directors.

(Method of resolution)
Article 22
1. Unless otherwise provided by laws and regulations or the articles of incorporation, resolutions at a general assembly shall be made in the presence of the Councilors holding a majority of the voting rights of all Councilors, and with a majority of the voting rights of the Councilors in attendance.
2. When passing a resolution to elect a Director or Auditor, the resolution set forth in the preceding paragraph must be made for each candidate.
3. When a Director or Councilor makes a proposal regarding a matter that is the purpose of a resolution at a general assembly, if all councilors express their consent to the proposal in writing or electronically, it shall be deemed that there has been a resolution of the general assembly to that effect.

(Exercise of voting rights by proxy)
Article 23
1. Councilors may exercise their voting rights by using a Councilor of this corporation as their proxy. However, in this case, a document evidencing the power of representation must be submitted at each general assembly.

2. With the consent of this corporation, a Councilor or agent may provide matters to be written in a document by electromagnetic means in place of a document evidencing the authority of representation.

(Exercise of voting rights in writing and by electromagnetic means)
Article 24
1. Councilors may exercise their voting rights by entering the necessary matters in a voting form and submitting it to this corporation within the period specified in the notice of convocation of the general assembly. In this case, the number of voting rights exercised in writing shall be included in the number of voting rights of the members present.
2. With the consent of this corporation, Councilors may exercise their voting rights by providing the matters to be recorded in the voting form to this corporation by electromagnetic means. The number of voting rights exercised by electromagnetic means shall be included in the number of voting rights of the members in attendance.

(Minutes)
Article 25
Regarding the proceedings of the general assembly, minutes shall be prepared in accordance with applicable laws and regulations, signed (including electronic signatures) or affixed with a name and sealed by the person who created the minutes, and kept at the main office of this corporation for 10 years.

Chapter 5 Directors

(Board Member)
Article 26
1. This corporation will have the following Directors.
   (1) Directors: 3 up to 20 people
   (2) Auditors: Up to 2 people
2. Among the Directors, one person shall be the President, several shall be Vice Presidents, and the President shall be the representative Director under the Corporation Law.
3. Among the Directors, other than the President, up to five Executive Directors, including the Vice President, may be appointed.

(Appointment of Directors)
Article 27
1. Directors of this corporation shall be selected from the Councilors by a resolution of the general assembly.
2. The President, Vice Presidents, and Executive Directors shall be selected from the Directors by resolution of the Board of Directors.
3. Auditors shall be appointed by a resolution of the general assembly. Auditors may not concurrently serve as Directors of this corporation. Auditors are not limited to members of this corporation.

(Duties and authority of Directors)
Article 28

1. The Directors constitute the Board of Directors and execute their duties in accordance with applicable laws, regulations, and the articles of incorporation.
2. The President represents this corporation, executes its business, and presides over its affairs in accordance with applicable laws and regulations and the articles of incorporation.
3. The Vice President shall act in the place of the President in the event of an accident or in the absence of the President, in accordance with the order determined by the President with the prior approval of the Board of Directors.
4. The Executive Directors shall share and execute the business of this corporation as separately determined by the Board of Directors.
5. The President, Vice President, and Executive Directors shall report to the Board of Directors on the status of the execution of their duties at least twice at intervals of more than four months in each business year.

(Duties and authority of Auditors)
Article 29
1. The Auditor shall audit the execution of duties by Directors and prepare an audit report as required by applicable laws and regulations.
2. The Auditor may request business reports from Directors and members at any time and may investigate the status of the business and assets of this corporation.

(Term of office of officers)
Article 30
1. The term of office of Directors and Auditors shall expire at the conclusion of the regular general assembly for the last business year that ends within two years after their appointment.
2. Consecutive reappointment of a Director's term of office shall be limited to one time. The term of office of an auditor does not preclude reappointment.
3. The term of office of a person appointed to fill a vacancy of a Director or Auditor who has resigned before the expiration of his/her term of office shall be the same as the remaining term of his/her predecessor's term.
4. The term of office of a Director appointed due to an increase in the number of Directors shall be the same as the remaining term of office of the other incumbent Directors.
5. In the event that the number of Directors or Auditors is insufficient as provided for in Article 26, even after they retire due to expiration of their term of office or resignation, they will still retain their rights and obligations as Directors or Auditors until a newly appointed person takes office.
6. Even if a Director or Auditor ceases to be a Councilor after the conclusion of the councilor election, the person remains a Councilor until a successor Director or Auditor is elected and assumes office, notwithstanding the provisions of Article 15, Paragraph 1.

(Remuneration, etc.)
Article 31
No remuneration shall be paid to Directors and Auditors.

(Responsibility and exemption of officers, etc.)
Article 32
1. Pursuant to the provisions of Article 114, Paragraph 1 of the Corporation Law, this corporation may be exempted by a resolution of the Board of Directors from liability for damages caused by

Directors or Auditors neglecting their duties, up to the amount stipulated by applicable laws and regulations.

2. Pursuant to the provisions of Article 115 of the Corporation Law, this corporation may enter into an agreement with its Directors (limited to those who are not Executive Directors or corporation employees) or Auditors to limit their liability for damages pursuant to Article 111 of the same Act. However, the maximum amount of such liability shall not exceed the minimum amount specified by applicable laws and regulations.

Chapter 6 Board of Directors

(Composition)
Article 33

1. This corporation shall have a Board of Directors.
2. The Board of Directors shall consist of all Directors.
3. The assistant to the President who is not a Director, the Editor-in-Chief for JNS Official Journal, the Presidents of annual meetings of the previous year, the current year, and the next year, and the chairpersons of committees may attend meetings of the Board of Directors and express their opinions.

(Authority)
Article 34
The Board of Directors shall perform the following duties:

(1) Decisions on the business execution of this corporation
(2) Supervising the execution of duties by Directors
(3) Selection and dismissal of the President, Vice President, and Executive Directors

(Holding)
Article 35
The Board of Directors will meet twice each fiscal year, at intervals of more than four months, and as necessary.

(Convening)
Article 36

1. The Board of Directors meeting shall be convened by the President.
2. In the event of an accident or inconvenience to the President, the Vice President shall convene a meeting in accordance with the order determined by the President with the approval of the Board of Directors.
3. The Board of Directors meeting may be held without going through convocation procedures if all Directors and Auditors agree.

(Chairperson)
Article 37
The chairperson of the Board of Directors shall be the President or a Director designated by the President.

(Method of resolution)

Article 38
Resolutions of the Board of Directors shall be made by a majority vote in the presence of a majority of the Directors who are able to participate in the resolution.

(Omission of resolution)
Article 39
When a Director makes a proposal regarding a matter that is the purpose of a resolution of the Board of Directors, if all Directors who are eligible to vote on the proposal express their consent in writing or by electronic means (except when an Auditor objects to the proposal), the proposal shall be deemed to have been approved by a resolution of the Board of Directors.

(Omission of report)
Article 40
If a Director or Auditor notifies all Directors and Auditors of matters that should be reported to the Board of Directors, such matters are not required to be reported to the Board of Directors. However, this does not apply to reports pursuant to the provisions of Article 91, Paragraph 2 of the Corporation Law.

(Minutes)
Article 41
Regarding the proceedings of the Board of Directors, minutes containing the matters stipulated by law will be created, the President and Auditors in attendance will sign (including electronic signatures) or affix their names and seals to the minutes, and these minutes will be kept in the main office for 10 years.

Chapter 7 Assistant to the President

(Assistant to the President)
Article 42
1. The President may, upon approval by the Board of Directors, appoint a number of assistants to the President from among the regular members.
2. The Assistant to the President shall assist the President in matters directed by the President, such as academic exchange, public relations activities, and secretariat management.
3. The term of office of the Assistant to the President shall be limited to the term of office of the President who commissioned the appointment. However, this shall not preclude reappointment.

Chapter 8 Editor-in-Chief for the JNS Official Journal

(Editor-in-Chief for the JNS Official Journal)
Article 43
1. This corporation shall appoint Editor-in-Chief for the JNS Official Journal by a resolution of the Board of Directors as provided in the details.
2. The Editor-in-Chief for the JNS Official Journal will lead the editing of this corporation's journal.

Chapter 9 Annual Meetings

(Annual Meetings)
Article 44
1. In addition to the Annual Meetings, this corporation may hold academic conferences and other events, depending on its purpose.
2. The Board of Directors shall determine the time and location of the Annual Meetings.

(Presidents of Annual Meetings)
Article 45
The Board of Directors shall select the Presidents of Annual Meetings from among the regular members by a resolution of the Board of Directors, as provided in the details. The Presidents of Annual Meetings will lead the conference.

Chapter 10 Committee

(committee)
Article 46
1. A committee may be established to facilitate the smooth operation of the business of this corporation.
2. The establishment and abolition of committees shall be determined by a resolution of the Board of Directors.
3. The chairperson of the committee is commissioned by the President from among the regular members and is appointed by a resolution of the Board of Directors.
4. Committee members are appointed by the chairperson of the committee either from within or outside the corporation and are elected by a resolution of the Board of Directors.
5. The term of office of the chairperson and members of the committee shall be limited to the term of office of the President who commissioned the committee.
6. However, this shall not preclude reappointment. If there are other provisions regarding the committee, those provisions shall apply.

Chapter 11 Secretariat

(Secretariat)
Article 47
1. A secretariat may be established to handle the affairs of this corporation.
2. Matters necessary for the organization and business of the Secretariat are determined by the Board of Directors and supervised by the President, Executive Directors, and Assistant to the President.
3. Secretariat staff shall be appointed and dismissed by the President, with the approval of the Board of Directors.

Chapter 12 Accounting

(Business year)
Article 48
The business year of this corporation shall be one term from April 1st of each year to March 31st of

the following year.

(Business plan and income and expenditure budget)
Article 49
1. Documents describing this corporation's business plan, income and expenditure budget, and prospects for financing and capital investment must be prepared by the President and approved by the Board of Directors by the day before the start of each business year. The same shall apply when making changes to this.
2. The documents referred to in the preceding paragraph shall be kept at the principal office until the end of the relevant business year and made available for public inspection.

(Business report and financial results)
Article 50
1. Regarding the business report and financial statements of this corporation, after the end of each business year, the President prepares the following documents, has them audited by the auditor, and submits them to the regular general assembly after approval by the Board of Directors. The contents of documents in items 1 and 2 must be reported, and documents in items 3 to 6 must be approved.
   (1) Business report
   (2) Supplementary details of the business report
   (3) Balance sheet
   (4) Income statement (net asset change statement)
   (5) Supplementary statements of balance sheet and income statement
   (6) Details of the account
2. In addition to the documents mentioned in the preceding paragraph, the following documents shall be kept at the main office for five years and made available for public inspection, and the articles of incorporation and member list shall be kept at the main office and made available for public inspection.
   (1) Audit report
   (2) List of Directors and Auditors

(Non-dividend of surplus)
Article 51
This corporation shall not distribute any surplus.

Chapter 13 Method of Public Notice

(Public notice method)
Article 52
1. Public notices of this corporation shall be made electronically.
2. If the electronic public notice described in the preceding paragraph cannot be made due to an accident or other unavoidable reason, the public notice shall be published in the official gazette.

Chapter 14 Changes to the Articles of Incorporation and Dissolution

(Changes to the articles of incorporation)

Article 53
These articles of incorporation may be changed by a resolution of the general assembly.

(Reason for dissolution)
Article 54
This corporation shall be dissolved by a resolution of the general assembly or for other reasons specified by applicable laws and regulations.

(Attribution of residual property)
Article 55
In the event that this corporation liquidates, the remaining assets held by this corporation will be donated to a corporation listed in Article 5, Item 17 of the Act on Authorization, etc. of Public Interest Incorporated Associations and Public Interest Incorporated Foundations, or to the national or local public entity, upon a resolution of the general assembly.

Chapter 15 Supplementary Provisions

(Supplementary provision)
Article 56
Matters necessary for the business of this corporation shall be determined separately by a resolution of the Board of Directors in addition to those stipulated in the articles of incorporation.

(Names and addresses of members at establishment)
Article 57
The names and addresses of members at the establishment of this corporation are as follows.
Michisuke Yuzaki
Koji Yamanaka
Yoshikazu Isomura

(Officer at establishment)
Article 58
The Directors at the time of establishment, Auditors at the time of establishment, and the representative director at the time of establishment of this corporation shall be as follows.
Director at establishment: Michisuke Yuzaki
Director at establishment: Koji Yamanaka
Director at establishment: Yoshikazu Isomura
Auditor at establishment: Yuki Goto
Representative Director (President) at establishment: Michisuke Yuzaki

(First business year)
Article 59
The first business year of this corporation shall be from the date of establishment of this corporation to March 31, 2024.

(Matters not stipulated in the articles of incorporation)
Article 60

All matters not stipulated in these articles of incorporation shall be governed by the Corporation Law and other laws and regulations.

[Oath]
This is nothing different from the articles of incorporation of our corporation.

The Japan Neuroscience Society
Representative Director: Koji Yamanaka