

# **General incorporated association Nippon Science Fiction Association Articles of Incorporation**

## 1. General Provisions

(Name)

1.1 The name of the organization is Nippon SF Association.

The registered name is 一般社団法人 日本エスエフ協会.

(Office)

1.2.1 The organization's head office resides at Kawasaki City, Kanagawa Prefecture.

1.2.2 The organization may have subordinate offices when in need. The subordinate office will be decided upon the administrative board's resolution.

(Purpose)

1.3 The purpose of this organization is to manage and organize cultural exchange programs related to science fiction works (including literature, film and other visual media, art, comic, digital media, etc.) both inside and outside of Japan, to contribute and pursue mutual understanding.

(Type of projects)

1.4 The organization will conduct the following projects to fulfill the purpose stated on 1.3.

- (1) Manage and organize international exchange activities through science fiction works from various countries.
- (2) Manage and organize programs and various activities from Japan at World Science Fiction Conventions.
- (3) Manage and organize activities to introduce Japanese and world science fiction works globally.
- (4) Manage and organize activities to introduce science fiction fan activities throughout the world.
- (5) Provide advice and support to other organization that are planning to organize international cultural exchange programs.

- (6) Publish and distribute newsletters to introduce the activities of the organization.
- (7) Manage websites to introduce science fiction works and fan activities from both inside and outside Japan.
- (8) Other required activities to fulfill the purpose of the organization.

## 2. Members

### (Member types)

2.1.1 There are two types of members stated as the following for this organization. The full member is defined as the staff of the organization.

- (1) Full Member: member that agreed to the purpose and subscribed to the organization.
- (2) Supporting Member: person or organization that assent to the purpose and contribute to the organization.

2.1.2 Full members stated above is defined legally as the staff of the general incorporated association.

### (Subscribe)

2.2.1 Person who wishes to be a member shall submit a provided subscription form to the chair.

2.2.2 Chair must accept the submitted subscription made through preceding item, unless there is a warrant.

2.2.3 Chair must immediately notify the subscriber from 1.6.1 the reason of rejection in a written document when rejecting the subscription.

### (Enrollment fee and Membership fee)

2.3 Member must pay an enrollment fee and membership fee stated at the general assembly.

### (Loss of Qualification)

2.4 Person will lose its qualification as a member in correspondence with the following conditions.

- (1) When a member submits a notice of withdrawal.
- (2) When a member is dead, or adjudicated of abscondence, and when the organization itself is defunct.

(3) When a member is expelled.

(Withdrawal)

2.5 A member shall submit a provided resignation form to the chair.

(Expel)

2.6 Whenever a member comes under the following conditions the member will be expelled upon the decision made by the general assembly.

(1) When a member violates this Articles of Incorporation or other regulations.

(2) When a member injures the reputation of the organization, or act against the purpose of the organization.

(3) When there is a righteous reason to expel the member.

(No refund of contributory money and kind)

2.7 There is no refunding of the paid enrollment fee, membership fee and other contributory money and kind.

### 3. Administrative board.

(Classification and quorum)

3.1 The organization will have the following administrative board members

(1) More than three, and less than ten administrative board members.

3.1.2 One or more of the administrative board member will be the chair.

(Election)

3.2.1 The administrative board members shall be elected at the General Assembly.

3.2.2 The chair will be elected within the elected administrative board members.

(Duty)

3.3.1 Administrative board members shall conduct duties appointed by this Articles of Incorporation and ordinance.

3.3.2 Chair shall represent the organization appointed by the Articles of Incorporation and ordinance, and conduct its duties.

(Term of office)

3.4.1 Administrative board member's term of office shall be one year. However, the same member may be reappointed.

3.4.2 Term of office for administrative board member who was appointed to fill in vacancy or newly added to the member shall be the remaining term of the predecessor or present holder of the office.

3.4.3 An administrative board member must conduct its duties until the replacement assume office, even after resignation or its term of office's termination.

(Supplementing vacancy)

3.5 When more than one third of the administrative board member's quorum are vacant, replacements must be appointed immediately.

(Discharge)

3.6 When an administrative board member comes under the following conditions the administrative board member shall be discharged upon the decision made by the general assembly.

(1) When a member is recognized to be incapable of conducting duties due to mental or physical illness.

(2) When a member breaks operation in the course of duties, or conducts any improper activities as an administrative board member.

## 4 Meeting

(Type of meeting)

4.1.1 The organization shall hold the following two types of meetings, General assembly and board meeting.

4.1.2 General assembly shall be either ordinary general assembly or extraordinary general assembly.

(Member of general assembly)

4.2 General Assembly shall be composed of staff members.

(Function of general assembly)

4.3 The following items shall be decided at General Assembly.

- (1) Amendments of the Articles of Incorporation.
- (2) Project plan, budget and expenditures, and any amendments to them.
- (3) Business report and settlements of accounts
- (4) Election and dismissal of directors, and appoint duties
- (5) Enrollment fee and membership fee
- (6) Structure and operation of the secretariat.
- (7) Dissolution and disposal of surplus assets.
- (8) Anything that is important related to administration.

(Calling of the general assembly)

4.4.1 Ordinary general assembly shall be held once a year.

4.4.2 extraordinary general assembly shall be held on the following circumstances

- (1) When administrative board acknowledged the need and requested to call.
- (2) When more than one fifth of the staff members requested a call with a written purpose of the assembly document.

(Call of General Assembly)

4.5.1 The chair shall call the General Assembly.

4.5.2 The chair must call the extraordinary general assembly within 30 days when a request to call was made by 4.4.1 and 4.4.2.

4.5.3 General assembly must be called through a written document or an email stating the date and time, place, purpose and an agenda at least five days prior to the general assembly.

(Presiding officer of the general assembly)

4.6 The presiding officer of the general assembly shall be elected from the attending staff members.

(Quorum of the general assembly)

4.7 More than one half of the staff members are required to attend in order to open a general assembly.

(Resolution of General Assembly)

4.8.1 The resolution items shall be the items previously notified on the agenda provided on 4.5.3 and made a notion by attending members of the general assembly.

4.8.2 The proceedings of the general assembly shall be stated on this Articles of Incorporation and shall be decided by more than one half of the attending staff members. In case of a tie, the presiding officer shall decide the issue.

4.8.3 However, the following resolution shall be decided upon majority decision with more than two thirds of the voting rights.

- (1) Expulsion of a staff member
- (2) Amendments of the Articles of Incorporation
- (3) Dissolution
- (4) Any other matters provided in the law.

(Voting rights at the general assembly)

4.9.1 A staff member shall have one voting rights at the general assembly.

4.9.2 If a staff member is unable to attend the meeting in an inevitable reason, the staff member may vote on previously notified items in a written document or an email, or delegate its right to another staff member as its proxy.

4.9.3 If a staff member conducts above 4.9.2, the staff member shall be acknowledged as an attending member subject to 4.9.1.

4.9.4 A staff member who is in interest of the resolution is not able to vote on the resolution.

(General Assembly minute)

4.10.1 A minute of general assembly proceedings must be created including the following information

- (1) Date, time and place
- (2) Number of total staff member and the attending member. (Voting on written document or a proxy must be noted)
- (3) Agenda
- (4) Overview of the proceedings and the result of the decision
- (5) Item related to the election of signatories.

4.10.2. The presiding officer and the general assembly shall elect two signatories to sign the general assembly minute.

(Structure of the Administrative board)

4.11 The directors shall constitute the administrative board.

(Faculty of the administrative board)

4.12 The administrative board shall decide on items stated in this Articles of Incorporation and the following items.

- (1) Agenda placements for the general assembly.
- (2) Items related in conducting a resolution decided at the general assembly
- (3) Any other items related to business operations that do not require decision from the general assembly.

(Administrative board meeting)

4.13 The administrative board shall hold a meeting on the following circumstances.

- (1) When the chair acknowledged the need and requested to call.
- (2) When more than one third of the administrative board requested a call with a written purpose of the meeting document.

(Call of Administrative board meeting)

4.14.1 The chair shall call the Administrative board meeting.

4.14.2 The chair must call the administrative board meeting within 10 days when a request to call was made by 4.13

4.14.3 The administrative board meeting must be called through a written document or anything similar stating the date and time, place, purpose and an agenda at least five days prior to the administrative board meeting.

(Presiding officer of the Administrative board meeting)

4.15 The chair will be the presiding officer of the administrative board meeting.

(Resolution of Administrative board meeting)

4.16.1 The resolution items at an administrative board meeting shall be items on the agenda previously noted upon 4.14.3, and motion made by administrative board members at the meeting.

(Voting rights of the administrative board meeting)

4.17.1 The voting rights of the administrative board members are equal.

4.17.2 If a administrative board member is unable to attend the meeting in an inevitable reason, the board member may vote on previously notified items in a written document or a similar medium.

4.17.3 If a board member conducts above 4.17.2, the board member shall be acknowledged as an attending board member subject to 4.17.1.

4.17.4 A board member who is in interest of the resolution is not able to vote on the resolution

(Administrative Board meeting minute)

4.18.1 A minute of administrative board meeting proceedings must be created including the following information

(1) Date, time and place

(2) Number of total board member and the attending board member. (Voting on written document must be noted)

(3) Agenda

(4) Overview of the proceedings and the result of the decision

(5) Item related to the election of signatories.

4.18.2 The presiding officer and the administrative board meeting shall elect two signatories to sign the general assembly minute.

## 5. Assets and accounts

(Fiscal year)

5.1 The fiscal year of this organization shall start annually from October first and ends on September 30th of the following year.

(Business Reports and settlements)

5.2 The business reports, breakdown of assets and liabilities, balance sheet, income and expenditure statement, and similar documents required for settlement shall be created by the chair and must pass the resolution of the general assembly.



(Projects and Budget)

5.3 The projects and the related budget shall be created every fiscal year by the chair and must pass the resolution of the general assembly.

(Provisional budget)

5.4.1 Regardless of above 5.3, when the budget could not pass with inevitable reasons, upon the decision from administrative board, the chair is able to manage income and expenditure proportional to the budget of previous fiscal year until the day the budget is approved.

5.4.2 The income and expenditure from 5.4.1 shall be regarded as part of the approved budget of that fiscal year.

(Reserved funds)

5.5.1 Reserved funds shall be established within the budget to allocate for excess of cost over budget or unexpected expenditures.

5.5.2 Reserved funds shall be used upon the decision of administrative board.

(Supplementary budget and budget revision)

5.6 Supplementary budget or revision of the budget shall be made through resolution of general assembly if there is an inevitable reason after the budget approval.

(Occasional measures)

5.7 Under circumstances when a new liability is charged such as subordinated borrowings or waiver of rights other than the approved budget, they must be decided by the general assembly.

6. Amendments to the Articles of Incorporation, dissolution or merger.

(Amendments to the Articles of Incorporation)

6.1 The amendments to the Articles of Incorporation shall be made upon the resolution stated on 4.8.3(2).

(Dissolution)

6.2 The organization shall be dissolved upon the resolution stated on 4.8.3 (3)

(Ownership of residual assets)

6.3 When the organization liquidates, the residual assets owned by the organization shall be donated to the organization stated on Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundation 5.7 or national or local public body after the resolution of the general assembly.

7 Public Notice

7.1 The public notice of this organization shall be published in an official gazette.

8. Miscellaneous Provisions

(Detailed regulation)

8.1 the detailed regulation required to operate this Articles of Incorporation shall be determined by the chair and decided by the administrative meeting.

Supplementary Provisions

1. This articles of incorporation shall take effect from the date of the establishment.

2. The initial staff members of the organization shall be the following.

Koji Kurakata: Kanagawa Prefecture, Kawasaki City, Kawasaki-ku, Minamicho 4-2

Masaharu Imaoka: Tokyo, Higashi-Murayama City, Honcho 2-22-15-407

Takahisa Nakaya: Tokyo, Chuo-ku, Nihonbashi Ningyocho 3-12-1-903

3. The first chair shall be elected within the initial administrative board members.