

Articles of Incorporation of the Japanese Society for the Study of Xenobiotics (General Incorporated Association)

Chapter 1: General provisions

(Name)

Article 1. The name of this association is *Ippan-shadan-hojin Nihon Yakubutsu-doutai Gakkai*.

2. The name of this association (the “Society”) in English is The Japanese Society for the Study of Xenobiotics (abbreviated as “JSSX”).

(Offices)

Article 2. The principal office of the Society is located at 1-1-1 Hitotsubashi, Chiyoda-ku, Tokyo.

Chapter 2: Purpose and business

(Purpose)

Article 3. The purpose of the Society is to advance the study of pharmacokinetics and to utilize and popularize the results, thereby contributing to the advancement of science, technology, and medicine in Japan, which it aims to accomplish through means such as conducting and presenting research on the theory of pharmacokinetics and its applications, facilitating the exchange of information, knowledge, and insights, providing information to members and society at large, and facilitating or engaging in partnerships and collaborations between members and with related academic societies in Japan and overseas.

(Business)

Article 4. The Society will carry out the following business to achieve the purpose stated in the preceding article.

(1) Organizing/hosting academic conferences on pharmacokinetics research (including on xenobiotics such as drug additives, food additives, and agrochemicals)

(2) Publishing academic journals, and the like, related to pharmacokinetic research

(3) Encouraging pharmacokinetic research and honoring research achievements

(4) Liaising and cooperating with related academic organizations

(5) Other businesses necessary to achieve the Society’s purpose

2. The business in the preceding paragraph will be conducted in Japan and abroad.

(Business year)

Article 5. The Society’s business year begins on September 1 of each year and ends on August 31 of the following year.

Chapter 3: Membership

(Type)

Article 6. The Society has the following four types of members.

(1) Regular members: Individuals who agree with the Society’s purpose and pay the separately prescribed membership dues.

(2) Student members: Individuals who are enrolled in a university or equivalent school, agree with

the Society's purpose, and pay the separately prescribed membership dues.

(3) Supporting members: Organizations and individuals who agree with the Society's purpose and pay the prescribed supporting membership dues to support the Society's business.

(4) Honorary members: Individuals who have made special contributions to the development of the Society and who have been recommended by the Board of Directors and approved by the General Assembly. The method of appointing such members is prescribed elsewhere.

(Membership admission)

Article 7. Prospective regular members, student members, and supporting members shall enter the required information on the prescribed application form and submit the application to the Secretariat together with the annual membership dues.

(Membership dues)

Article 8. Members shall pay the membership dues, which are prescribed elsewhere by the General Assembly, within one month of the beginning of each new business year. This, however, does not apply to persons who have completed the separately prescribed procedure for temporarily suspending membership.

2. Honorary members are not required to pay membership dues.

3. Membership dues paid will not be refunded for any reason.

(Rights and obligations)

Article 9. Regular members have the right to exercise with respect to the Society the following rights of delegates, as stipulated in the Act on General Incorporated Associations and General Incorporated Foundations (Act No. 48 of 2006; the "Associations Act"), in the same manner as delegates.

(1) Rights prescribed in Article 14(2) of the Associations Act (inspection of the articles of incorporation etc.)

(2) Rights prescribed in Article 32(2) of the Associations Act (inspection of delegate registries etc.)

(3) Rights prescribed in Article 57(4) of the Associations Act (inspection of minutes of general assembly meetings etc.)

(4) Rights prescribed in Article 50(6) of the Associations Act (inspection of authority of representation of delegates etc.)

(5) Rights prescribed in Article 51(4) and Article 52(5) of the Associations Act (inspection of voting cards etc.)

(6) Rights prescribed in Article 129(3) of the Associations Act (inspection of financial statements etc.)

(7) Rights prescribed in Article 229(2) of the Associations Act (inspection of balance sheet, etc., of corporations in liquidation)

(8) Rights prescribed in Article 246(3), Article 250(3), and Article 256(3) of the Associations Act (inspection of merger agreements etc.)

2. If a Director or Auditor fails to perform his/her duties, he/she shall be liable to compensate the Society for any damage caused thereby. Notwithstanding the provisions of Article 112 of Associations Act, this liability cannot be waived without the consent of all regular members.

(Membership withdrawal)

Article 10. A member may withdraw from membership at any time by submitting the prescribed withdrawal notice.

(Expulsion)

Article 11. In any of the following cases, a member may be expelled according to a resolution of a two-thirds majority of the voting rights of all Delegates at a General Assembly meeting attended by at least half of all Delegates.

(1) If a member violates the Society's Articles of Incorporation or Bylaws.

(2) If a member acts in such a way that damages the Society's reputation or that is contrary to the Society's purpose.

(3) If there are other legitimate reasons.

2. When a resolution to expel a member pursuant to the preceding paragraph is made, the member will be notified of this.

(Disqualification of members)

Article 12. In addition to the cases given in preceding two articles, a member will be disqualified from membership in any of the following cases.

(1) If a member becomes an adult ward or person under curatorship.

(2) If a member is declared dead or missing, or, in the case of the member being an organization, if the member organization is dissolved.

(3) If membership dues are overdue for three years.

2. If a regular member who is a Delegate is disqualified from membership, that member is also disqualified as a Delegate.

(Rights and obligations accompanying loss of membership)

Article 13. If a member is disqualified from membership pursuant to Article 12, the member loses their rights and is exempt from obligations with respect to the Society. However, unfulfilled obligations remain in place and cannot be waived.

Chapter 4: Delegates

(Appointments and terms of office etc.)

Article 14. The Society's Delegates, selected from among regular members to account for around 15–20% of the entire regular membership base, are members of the Society as stipulated in the Associations Act (Members Under the Associations Act).

2. Delegates are appointed from among candidates for Delegate subject to a resolution of the Board of Directors and then approval by a majority of all Delegates. Bylaws necessary for the appointment of Delegates are prescribed separately by the Board of Directors.

3. Delegates' terms of office last until the end of the annual general meeting for the business year ending within two years of their appointment, and their status renews automatically. However, if a Delegate does not attend a General Assembly meeting for two consecutive years, that Delegate's status as a Delegate will not renew. If a Delegate submits a letter of proxy with respect to resolutions at a particular general meeting and also submits an opinion statement on the operation of the society, that Delegate is deemed to have attended the General Assembly meeting. However, if a Delegate submits a letter of proxy and opinion statement in five consecutive years, as an exception to this provision, that Delegate's status as Delegate will not renew. In addition, if a Delegate does not wish to be reappointed, he/she may submit a notice of refusal.

4. Delegates who cease to be a regular member lose their status as Delegate.

5. If a Delegate files an action to revoke a resolution of the General Assembly, an action to dissolve

the Society, an action to enforce liability, **or** an action to dismiss an officer (Article 266(1), Article 268, Article 278, and Article 284 of the Associations Act; this includes actions filed under Article 278(1) of the Act), the Delegate will not lose his/her status as a Delegate while the action remains to be concluded. However, the Delegate will be deemed not to have voting rights with respect to the appointment and dismissal of officers (Articles 63 and 70 of the Associations Act) and amendments to the Articles of Incorporation (Article 146 of the Associations Act).

(Duties)

Article 15. Delegates shall constitute the General Assembly and deliberate on the matters stipulated in Article 17.

Chapter 5: General Assembly

(Structure)

Article 16. The General Assembly is to be composed of the Society's Delegates.

2. The General Assembly referred to in the preceding paragraph is a general assembly pursuant to the Associations Act.

3. Each Delegate has one voting right in General Assembly matters.

(Authority)

Article 17. The General Assembly resolves matters prescribed in the Associations Act and the following matters specified in these Articles of Incorporation.

(1) Appointment and dismissal of officers

(2) Amount of and rules relating to remuneration of officers and other persons

(3) Changes to the Articles of Incorporation

(4) Business reports and financial statements for each business year

(5) Admission criteria and amount of membership dues

(6) Appointment of Delegates

(7) Approval of the Annual Meeting Chair and the Short Course representative organizer

(8) Approval of honorary members

(9) Expulsion of members

(10) Disposal and acceptance of long-term borrowings and material assets

(11) Dissolution and disposal of residual assets

(12) Mergers, divestiture of all or part of business, and the abolition of all business

(13) Matters referred to the General Assembly by the Board of Directors

(14) In addition the preceding items, matters stipulated in laws and regulations and these Articles of Incorporation as matters to be resolved by the General Assembly

(Meetings)

Article 18. The annual General Assembly meeting is held within four months after the end of each business year.

2. An extraordinary General Assembly meeting is held in the following cases.

(1) When deemed necessary by the Board of Directors

(2) When Delegates holding one-fifth of the voting rights of all Delegates request that a General Assembly meeting be held by providing a written statement of what the purpose of the meeting is

(Convocation)

Article 19. The President convenes General Assembly meetings pursuant to the provisions of the preceding Article.

2. When a General Assembly meeting is convened, notice of the time and date, place, method, and purpose of the meeting must be given in writing or by electric or magnetic record at least one week before the date of the meeting. However, if Delegates who intend to be absent from the General Assembly meeting will be able to exercise their voting rights in writing, notice must be given at least two weeks in advance.

(Meeting chair)

Article 20. The President shall chair General Assembly meetings. If the President is unable to fulfill this duty for unforeseen reasons, the Vice President shall replace the President in this capacity.

(Quorum)

Article 21. A General Assembly meeting may not be held unless a majority of all Delegates attend, including attendance by proxy.

(Resolutions)

Article 22. Resolutions of the General Assembly meeting are to be made by a majority of the Delegates in attendance, except with respect to matters prescribed in Article 49(2) of the Associations Act and matters specifically prescribed in these Articles of Incorporation.

(Voting in writing)

Article 23. With respect to agenda items communicated to attendees in advance of a meeting, Delegates may vote in writing or by electronic or magnetic record, or authorize another Delegate to vote on their behalf as proxy.

2. When the provisions of the two preceding Articles are applied in the case referred to in the preceding paragraph, such Delegates will be deemed to have attended the meeting.

3. When a Director or Delegate proposes an agenda item for resolution by the General Assembly and all Delegates express agreement with that proposal in writing or by electronic or magnetic record, it is deemed that the General Assembly has passed a resolution approving the proposal.

(Waiving of reporting requirements)

Article 24. If a Director notifies all Delegates of a matter that is to be reported to the General Assembly meeting and all Delegates indicate their intention to consent in writing or by electronic or magnetic record that the matter need not be reported to the General Assembly meeting, it is deemed that the matter has been reported to the General Assembly meeting.

(Minutes)

Article 25. Minutes of the proceedings of meetings of the General Assembly must be prepared pursuant to provisions of relevant laws and regulations.

2. The meeting chair and the two signatories of the minutes designated from among the Delegates in attendance shall affix their names and seals to the minutes referred to in the preceding paragraph.

(General Assembly meeting rules)

Article 26. Matters necessary for the operation of the General Assembly are governed by laws and regulations and the provisions of these Articles of Incorporation.

Chapter 6: Officers

(Type and number of officers)

Article 27. This association shall have from 17 to 20 Directors and two Auditors.

2. The Board of Directors is composed of Elected Directors, President-appointed Directors, and Executive Directors.

3. A majority of the Directors must be Elected Directors elected by the Delegates by direct election pursuant to the Society's Bylaws, prescribed elsewhere. Rules concerning the President-appointed Directors and Executive Directors are stipulated in the Society's Bylaws, prescribed elsewhere.

4. One of the Directors is to serve as President and one as Vice President.

5. The President acts as the representative director under the Associations Act. In addition, the Vice President acts as an executive director under Article 91, paragraph 1, item 2 of the Associations Act.

(Appointment of officers)

Article 28. Directors and Auditors are appointed by resolution of the General Assembly.

2. The President and Vice President are selected from among the Directors pursuant to the Society's Bylaws.

3. The Vice President serves as the next successive President.

4. Bylaws necessary for the appointment of Directors and Auditors are determined by the Board of Directors.

(Duties and powers of Directors)

Article 29. The Directors shall constitute the Board of Directors and, pursuant to the provisions of relevant laws and regulations and these Articles of Incorporation, decide on the execution of the Society's business.

2. The President represents the Society and executes its business.

3. The Vice President shall assist the President and execute the Society's business. In addition, if the President is unable to because of unforeseen circumstances, the Vice President shall perform duties related to the execution of business on the President's behalf.

4. The Directors shall share responsibility for executing the Society's business.

The President and Vice President shall report to the Board of Directors on the performance of their duties at least twice each business year at intervals of more than four months.

(Duties and powers of Auditors)

Article 30. An Auditor shall audit the execution of the Directors' duties and prepare audit reports pursuant to relevant laws and regulations.

2. Auditors may attend meetings of the General Assembly and of the Board of Directors and state their opinions.

3. Auditors may at any time request that the Directors and the Secretariat report on the Society's business, and may investigate the status of the Society's business and assets.

(Officers' terms of office)

Article 31. Each Director's term of office lasts until the conclusion of the annual General Assembly meeting for the final business year ending within two years after the Director's election, without prejudice to reappointment. However, Elected Directors may only serve for up to two terms consecutively.

2. The Auditor's term of office lasts until the conclusion of the annual General Assembly meeting for the final business year ending within two years after the Auditor's election, without prejudice to reappointment. However, the Auditor may only serve for up to two terms consecutively.
3. Notwithstanding the provisions of the preceding two paragraphs, the term of office of a Director or Auditor who has replaced a Director or Auditor who retires before the expiration of his/her term lasts until the completion of the term of the Director or Auditor whom he/she replaces.
4. Notwithstanding the provisions of paragraph 1, the number of consecutive terms allowed for Executive Directors and President-appointed Directors appointed pursuant to the Society's Bylaws is prescribed elsewhere.

(Officer vacancies)

Article 32. If a Director or Auditor vacancy opens up because a Director or Auditor reaches the end of his/her term or resigns, that Director or Auditor retains his/her rights and obligations as a Director or Auditor until a new Director or Auditor is appointed.

(Dismissal of officers)

Article 33. Officers may be dismissed at any time by resolution of the General Assembly. However, Auditors can only be dismissed by a resolution of a two-thirds majority, according to voting rights, of all Delegates at a General Assembly meeting attended by at least half of all Delegates.

(Remuneration)

Article 34. Officers do not receive remuneration.

2. Officers may be paid expenses necessary for performing their duties (transportation expenses etc.).

(Restrictions on transactions)

Article 35. When a Director intends to conduct any of the following transactions, he/she must disclose the material facts of the transaction and obtain the Board of Director's approval.

(1) Transactions falling into a category of the Society's business and conducted for the Director's or a third party's own purposes

(2) Transactions with the Society conducted for the Director's or a third party's own purposes

(3) Any guarantee of a debt of the Director by the Society, and other transactions that raise a conflict of interest between the Society and the Director with respect to the Society's relationship with a person other than the Director

2. Any Director who has conducted a transaction referred to in the preceding paragraph must report the material facts of the transaction to the Board of Directors without delay.

(Indemnities)

Article 36. If an officer's liability for damages under Article 111(1) of the Associations Act meets the conditions stipulated by law, the Society may indemnify the Director for the amount found by deducting the minimum liability amount stipulated by law from the amount of liability.

Chapter 7: Board of Directors

(Structure)

Article 37. The Society shall have a Board of Directors.

- (2) The Board of Directors is composed of all Directors.

(Authority)

Article 38. The Board of Directors shall perform the following duties.

- (1) Decisions on the execution of the Society's business
- (2) Establishment, change, and abolition of rules on the Society's business
- (3) Supervision of the execution of Directors' duties
- (4) Selection and dismissal of the President and Vice President

(Convocation)

Article 39. Board of Directors meetings are to be convened by the President.

2. When a Director other than the President requests that a Board of Directors meeting be held and provides an agenda for the meeting, the President must convene a Board of Directors meeting.
2. When a Board of Directors meeting is convened, notice of the time and date, place, method, and purpose of the meeting must be given in writing or by electric or magnetic record at least one week before the date of the meeting. However, this notice period may be shortened in the case of an emergency.

(Meeting chair)

Article 40. The President shall chair Board of Directors meetings.

(Quorum)

Article 41. A Board of Directors meeting may not be held unless a majority of Directors attend.

(Resolutions)

Article 42. Board of Directors resolutions shall be made by a majority of the Directors, excluding Directors who have a special interest in the resolution, at meetings attended by a majority of Directors.

(Omission of resolutions)

Article 43. When a Director proposes an agenda item for resolution by the Board of Directors and all Directors able to participate in resolving the matter express agreement with the proposal in writing or by electronic or magnetic record, it is deemed that the Board of Directors has passed a resolution approving the proposal. However, this does not apply if an Auditor raises an objection.

(Waiving of reporting requirements)

Article 44. If a Director or Auditor notifies all Directors and Auditors of a matter that is to be reported to the Board of Directors meeting, he/she is not required to report the matter to the Board of Directors.

(Minutes)

Article 45. Minutes of Board of Directors meetings must be prepared pursuant to provisions of relevant laws and regulations, and the President and Auditors in attendance at such meetings shall affix their names and seals to the minutes.

Chapter 8: Assets and accounting

(Business plan and income & expenditure budget)

Article 46. The Society's business plan, income & expenditure budget, and documents discussing prospective capital-raising and capital investments are to be prepared by the President by the day before the start of each business year and reported to the General Assembly after approval by the Board of Directors. The same applies when any of these documents is changed.

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 reports and financial accounts)

Article 47. In relation to the Society's business report and financial accounts, after the end of each business year, the President must prepare the following documents, and the documents must be audited by an Auditor and finalized by a resolution of the Board of Directors, and then approved by the annual General Assembly meeting.

(1) Business report

(2) Details notes to the business report

(3) Balance sheet

(4) Profit and loss statement (statement of change in net assets)

(5) Detailed notes to the balance sheet and profit and loss statement (statement of change in net assets)

(6) Inventory of assets

2. The Society shall publish the balance sheet promptly after the conclusion of the annual General Assembly meeting referred to in paragraph 1.

(Surplus funds)

Article 48. The Society does not distribute surplus funds.

(Disposal or acceptance of long-term borrowings and material assets)

Article 49. Except for short-term borrowings to be repaid out of that business year's income, when the Society intends to borrow funds, it must obtain the consent of a two-thirds majority of all Delegates.

2. When the Society intends to dispose of or acquire a material asset, it must go through the resolution process as described in the preceding paragraph.

Chapter 9: Changes to the Articles of Incorporation and dissolution of the Society

(Changes to the Articles of Incorporation)

Article 50. These Articles of Incorporation may be changed by a resolution of a two-thirds majority, according to voting rights, of all Delegates at a General Assembly meeting attended by at least half of all Delegates.

(Mergers)

Article 51. The Society may decide to merge with another association under the Associations Act and transfer the whole of its business by a resolution of a two-thirds majority, according to voting rights, of all Delegates at a General Assembly meeting attended by at least half of all Delegates.

(Dissolution)

Article 52. In addition to dissolution on grounds specified by law, the Society may dissolve itself by a resolution of a two-thirds majority, according to voting rights, of all Delegates at a General

Assembly meeting attended by at least half of all Delegates.

(Disposal of residual assets)

Article 53. If the Society is liquidated, its residual assets will be donated to other associations as described 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, subject to a resolution of the General Assembly.

Chapter 10: Committees

(Committee)

Article 54. The Board of Directors may resolve to establish committees when necessary for carrying out the Society's business.

2. The Board of Directors decides on the crucial matters relating to a committee's mandate, composition, and operation.

Chapter 11: Secretariat

(Secretariat)

Article 55. The Society shall have a Secretariat to handle its clerical affairs.

2. The Board of Directors decides on crucial matters relating to the Secretariat's mandate, composition, and operation.

(Keeping of books and documents)

Article 56. The following books and documents shall be kept at the Society's principal office and made available for public inspection.

(1) Articles of Incorporation

(2) Registry of Delegates

(3) Registry of Directors and Auditors

(4) Documents concerning accreditations, permissions and approvals, authorizations, and registrations

(5) Documents concerning the minutes of the proceedings of the bodies prescribed in the Articles of Incorporation (the Board of Directors and the General Assembly)

(6) Remuneration rules for officers and other persons

(7) Business plans and income & expenditure budgets

(8) Business reports, financial statements, etc. and detailed notes accompanying these documents

(9) Audit Reports and Accounting Audit Reports

(10) Other necessary books and documents

2. Other than as stipulated by law, the Board of Directors decides on crucial matters relating to the inspection of the books, documents, etc. referred to in the preceding paragraph.

Chapter 12: Method of public notice

(Method of public notice)

Article 57. The Society issues its public notices electronically.

2. If an electronic public notice, as referred to in the preceding paragraph, cannot be issued because of an accident or for other unavoidable reasons, it will be published in the Japanese

government's Official Gazette.

Chapter 13: Supplementary provisions

(Bylaws)

Article 58. Bylaws necessary for the implementation of these Articles of Incorporation are to be established by Board of Directors resolutions and prescribed elsewhere.

Annex

(First business year)

Article 1. The Society's first business year runs from the Society's date of establishment until September 30, 2016.

(Founding Directors, Representative Director, and Auditors)

Article 2. The Society's founding Directors, founding Representative Director, and founding Auditors are as follows.

Founding Directors: **Shigeru Ohmori, Ichiro Ieiri, Kiyomi Ito, Masao Kato, Toshiyuki Kume, Hiroyuki Kusuhara, Yoshiro Saito, Tetsuya Terasaki, Tamihide Matsunaga, Hiroshi Yamazaki, Noriko Okudaira, Akihiro Hisaka, Hideki Hirabayashi, Miki Nakajima, Mikihisa Takano, Masashi Yabuki, Masato Chiba**

Founding Representative Director: **Shigeru Ohmori**

Founding Auditors: **Takashi Igarashi, Takashi Izumi**

(Names and addresses of founding members)

Article 3. The names and addresses of the Society's founding members are as follows.

Shigeru Ohmori [address]

Kan Chiba [address]

(Legal and regulatory compliance)

Article 4. Matters not provided for in these Articles of Incorporation are governed by the Associations Act and other laws and regulations.

To establish the Japanese Society for the Study of Xenobiotics, judicial scrivener **Hiroshi Sakuma**, appointed by founding members **Shigeru Ohmori** and **Kan Chiba** to prepare the Articles of Incorporation on their behalf, shall prepare the Articles of Incorporation in the form of an electromagnetic record and sign them electronically.