

# **The Mining and Materials Processing Institute of Japan Articles of Incorporation**

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## **Chapter 1 General Provisions**

### **(Name of the Association)**

#### **Article 1**

1. The name of this association shall be the Mining and Materials Processing Institute of Japan (hereinafter abbreviated and referred to as the “MMIJ”).

### **(Office)**

#### **Article 2**

1. The MMIJ shall have its Principal Office in Minato-ku, Tokyo.
2. The MMIJ shall have Branches which are separately prescribed, upon resolution of the Council.

## **Chapter 2 Purpose and Business**

### **(Purpose)**

#### **Article 3**

1. The purpose of the MMIJ is to strive for the advancement and improvement of science and technology related to mining and materials processing through investigation and research, collection and provision of information, education, human resource development, etc., thereby contributing to the advancement of industries and academic culture.

### **(Business)**

#### **Article 4**

1. The MMIJ shall carry out the businesses listed below in order to achieve the purpose prescribed in the preceding article:
  - (1) Investigation and research related to mining and materials processing;

- (2) Collection and provision of information related to mining and materials processing;
  - (3) Organization of research workshops, lecture meetings, symposiums, etc. related to mining and materials processing;
  - (4) Publication of journals and books related to mining and materials processing;
  - (5) Commendation of members of distinguished services related to mining and materials processing;
  - (6) Promotion of standardization related to mining and materials processing;
  - (7) Interaction and cooperation with relevant domestic and international agencies and organizations related to mining and materials processing;
  - (8) Education and development of human resources development related to mining and materials processing;
  - (9) In addition to those listed in the preceding items, any other businesses necessary to achieve the purpose of the MMIJ,
2. The businesses prescribed in the preceding paragraph shall be carried out in Japan and overseas.

### **Chapter 3 Members and Delegates**

#### **(Members)**

##### **Article 5**

1. The MMIJ shall have the following categories of members:
  - (1) Regular Member;
  - (2) Student Member;
  - (3) Supporting Member.
2. A Regular Member is an individual who agrees with the purpose of the MMIJ and becomes a member.
3. A Student Member is a student or a graduate student of a university or an equivalent school who agrees with the purpose of the MMIJ and becomes a member.
4. A Supporting Member is a corporation or an organization which becomes a member in order to support the business of the MMIJ.

#### **(Honorary Members)**

##### **Article 6**

1. A person who has made a distinguished contribution to the administration of the MMIJ for many years or to the promotion or advancement of academic fields or industries related to mining and materials processing through the activities of the MMIJ shall be given the title of Honorary Member, with the recommendation of the Council and upon resolution of the General Assembly.

**(Admission)**

**Article 7**

1. A person wishing to become a Member of the MMIJ shall submit to the Chairperson an Admission Application Form, which is separately prescribed by the Council. The Council shall, in accordance with the Admission Criteria prescribed in Articles 4 and 5, decide whether or not to approve the admission and notify the applicant of its decision.
2. In the case of a Supporting Member, a corporation or an organization shall designate a person who will exercise its rights as its representative (hereinafter referred to as “Member Representative”) and give notice to the President.
3. When a corporation or an organization has changed its Member Representative, it shall promptly submit to the President a Notice of Change, which is separately specified by the Council.
4. A person wishing to become a member of the MMIJ shall fall in at least one of the following categories:
  - (1) An expert such as a researcher, educator or engineer who has actual experience in the fields which are relevant to the purpose of the MMIJ, or a person who is expected to gain actual experience in such fields;
  - (2) A corporation or an organization whose purpose is to carry out business which is important in the fields that are relevant to the purpose of the MMIJ or in achieving the purpose of the MMIJ;
  - (3) A university student or a graduate student who belongs to a department or majors in a field that is relevant to the purpose of the MMIJ.
5. Even if a person falls in any of the categories in the preceding paragraph, such a person cannot become a member if the person falls in any of the following categories:
  - (1) A person who does not agree with the purpose of the MMIJ;
  - (2) A person who is clearly deemed to impede the achievement of the purpose of the MMIJ by performing unjustifiable conducts that are against the purpose of the MMIJ, such as wrongful exercise of voting rights, violation of public order and morality and other wrongful acts;
  - (3) A person who had been expelled from the MMIJ but the reason for expulsion has not been resolved and three years have not passed since being expelled.

**(Admission Fee and Member Fee)**

**Article 8**

1. A member shall pay an admission fee and a member fee, which are separately prescribed in the Detailed Provisions, which shall be applied to expenses that regularly arise with the business activities of the MMIJ.

## **(Withdrawal)**

### **Article 9**

1. A member may voluntarily withdraw from the MMIJ at any time by submitting to the Chairperson a notice of withdrawal, which is separately prescribed by the Council.
2. A member shall be deemed to have withdrawn from the MMIJ in any of the following cases:
  - (1) The member has received a judgment of the start of guardianship or conservatorship;
  - (2) The member has deceased or received an adjudication of disappearance;
  - (3) The corporation or organization has been dissolved or gone bankrupt;
  - (4) The member fails to make a scheduled payment of the membership fee and, after receiving a demand notice, still fails to make the required payment for a period of two years or longer;
  - (5) All members agree that the member has withdrawn from the MMIJ.

## **(Expulsion)**

### **Article 10**

1. A member may be expelled from the MMIJ by resolution of the General Assembly in any of the following cases:
  - (1) The member has violated the Articles of Incorporation or other rules of the MMIJ;
  - (2) The member no longer meets the admission criteria of the MMIJ;
  - (3) The member has injured the reputation of the MMIJ or has performed an act that is against the purpose of the MMIJ.
2. When a member is expelled from the MMIJ by the provisions of the preceding paragraph, said member shall be notified in advance and shall be given an opportunity to give an explanation at the General Assembly where the resolution on the expulsion of said member is to be resolved.

## **(Rights and Obligations Associated with the Loss of Member Qualifications)**

### **Article 11**

1. When a member has lost the member qualifications by the provisions of Article 9 or the preceding article, the member shall lose his/her rights against the MMIJ and be absolved of his/her obligations. However, the member shall not be absolved of any unfulfilled obligation.
2. When a member loses his/her member qualifications, the MMIJ shall not return any monetary or non-monetary contributions including membership fees already paid.

## **(Delegates)**

### **Article 12**

1. The MMIJ shall have Delegates, who are to be elected from Regular Members and Supporting Members at a ratio of approximately fifteen to one, and the Delegates shall be construed as Members under the Act on General Incorporated Associations and General Incorporated Foundations (hereinafter referred to as the "Corporation Act").

**(Election)**

**Article 13**

1. Delegates shall be elected from among Regular Members and Supporting Members by a Delegate Election, which is separately prescribed in the Detailed Provisions, and Regular Members and Supporting Members may run for said Delegate Election.
2. In the Delegate Election prescribed in the preceding paragraph, Regular Members and Supporting Members shall have the same voting rights as other Regular Members and Supporting Members. However, Regular Members and Supporting Members may not elect Delegates depending on the decision of Directors or the resolution of the Council.
3. A Substitute Delegates may be elected to provide for a vacancy in the Delegate position or for a shortage in the prescribed number of Delegates.
4. When electing a Substitute Delegate prescribed in the preceding paragraph, the matters listed below shall also be resolved:
  - (1) The fact that said candidate is a Substitute Delegate;
  - (2) When appointing one candidate as a Substitute Delegate for one or more specific Delegates, that fact and the names of said specific Delegates;
  - (3) When appointing two or more Substitute Delegates for the same Delegate (or for two or more Substitute Delegates when appointed as Substitute Delegates for said two or more Delegates), the order of priority among said Substitute Delegates.
5. The Election prescribed in paragraph 3 shall be effective for a period of two years from said Election, until the January 31st two years later.

**(Term)**

**Article 14**

1. The Delegate Election prescribed in the preceding paragraph shall be carried out once every year in January. The term of each Delegate shall begin on February 1st, the next month after his/her appointment, and shall end on January 31st two years later, and one half of the Delegates shall be reelected every year.
2. Notwithstanding the provisions of the preceding paragraph, when a Delegate has filed an action to revoke a resolution of the General Assembly, an action seeking dissolution, an action to claim liability, or an action seeking dismissal of an Officer (Article 266 paragraph 1, Article 268, Article 278, Article 284 of the Corporation Act; includes the case where a Delegate is demanding the filing of an action, as prescribed in Article 278 paragraph 1), said Delegate shall retain his/her status as a member until said action is resolved. However, said Delegate shall not retain his/her voting rights for the appointment or dismissal of an Officer (Article 63 and Article 70 of the Corporation Act) and the amendment of the Articles of Incorporation (Article 146 of the Corporation Act).
3. Delegates shall not be precluded from being reappointed.

4. Notwithstanding the provisions of paragraph 1, the term of a Delegate who is appointed as a substitute to fill a vacancy or due to an increase in the prescribed number of Delegates shall be the remaining term of the predecessor in the case of a substitute and the remaining term of other current Delegates who were elected in the most recent Election in the case of an increase.

### **(Loss of Member Qualifications)**

#### **Article 15**

1. If a Delegate comes to fall under any of the following conditions, the Delegate shall lose his/her qualifications as a Delegate:
  - (1) When said Delegate has lost his/her member qualifications of the MMIJ pursuant to the provisions of Article 9 or Article 10;
  - (2) When it is recognized that said Delegate is incapable of bearing the demands of his/her duties due to a mental or physical disorder, or has violated the obligations of his/her duties or has committed conduct unbecoming of a Delegate, and such recognition is resolved by the General Assembly.
2. When the MMIJ intends to dismiss a Delegate pursuant to the provisions of item 2 of the preceding paragraph, the MMIJ shall notify said Delegate to that effect within one week from the meeting of the General Assembly, and shall provide said Delegate an opportunity to give an explanation at the meeting of the General Assembly.
3. The provisions of paragraph 2 of the preceding Article shall apply mutatis mutandis to the dismissal of a Delegate.

### **(Rights of Members)**

#### **Article 16**

1. Regular Members and Supporting Members may, similarly to members, exercise the rights of members, which are prescribed in the Corporation Act and listed below, against the MMIJ:
  - (1) The rights prescribed in Article 14, paragraph 2 of the Corporation Act (Inspection of the articles of incorporation, etc.);
  - (2) The rights prescribed in Article 32, paragraph 2 of the Corporation Act (Inspection of Member Registry, etc.);
  - (3) The rights prescribed in Article 57, paragraph 4 of the Corporation Act (Inspection of the Minutes of the Meeting of the General Assembly, etc.);
  - (4) The rights prescribed in Article 50, paragraph 6 of the Corporation Act (Inspection of documents certifying the authority of representation, etc.);
  - (5) The rights prescribed in Article 52, paragraph 5 of the Corporation Act (Inspection of voting cards, etc. by electromagnetic means);
  - (6) The rights prescribed in Article 129, paragraph 3 of the Corporation Act (Inspection of financial statements, etc.);

(7) The rights prescribed in Article 229, paragraph 2 of the Corporation Act (Inspection of balance sheets of juridical persons in liquidation, etc.);

(8) The rights prescribed in Article 246, paragraph 3, Article 250, paragraph 3, and Article 256, paragraph 3 of the Corporation Act (Inspection of merger agreements, etc.).

## **Chapter 4 General Assembly**

### **(Constitution)**

#### **Article 17**

1. General Assembly shall be constituted by all Delegates.
2. Members may observe the meeting of the General Assembly.

### **(Power)**

#### **Article 18**

1. The General Assembly may adopt resolutions only on the matters provided for in the Corporation Act and the matters prescribed in the Articles of Incorporation.

### **(Holding of the General Assembly)**

#### **Article 19**

1. An annual meeting of the General Assembly shall be held within three months after the end of each Business Year.
2. An extraordinary meeting of the General Assembly shall be held in any of the following cases:
  - (1) When deemed necessary by the Council;
  - (2) When requested by Delegates constituting at least one-fifth of the votes of all Delegates, in writing stating the matters to be the purpose of the meeting.

### **(Convocation of General Assembly)**

#### **Article 20**

1. Annual meeting of the General Assembly shall be called by the President based on a resolution of the Council, except as otherwise provided by law.
2. When calling a meeting of the General Assembly, the President shall notify members in writing stating the time and place and the matters to be the purpose of the meeting, 10 days before the day of meeting of the General Assembly.
3. When a request is made pursuant to the provisions of paragraph 2, item 2 of the preceding article, the President shall call a meeting of the General Assembly within six weeks from the day of the request.

**(Chairperson)**

**Article 21**

1. The President shall serve as the Chairperson of the General Assembly. However, if the President has an accident or is unable to perform his/her duties, the Vice President shall act on behalf of the President according to a predetermined order of priority and, if both the President and the Vice President have an accident or are unable to perform their duties, the Chairperson shall be elected from among the Officers or Delegates present at the General Assembly.

**(Voting rights)**

**Article 22**

1. Each Delegate shall have one vote at a meeting of the General Assembly.

**(Resolution)**

**Article 23**

1. Except as otherwise provided by law or separately prescribed in the Articles of Incorporation, a resolution at a meeting of the General Assembly shall be effected by a majority vote of the members present who have voting rights, provided that the members with a majority of the voting rights of all members are present.
2. Notwithstanding the provisions of the preceding paragraph, resolutions on the matters listed below shall be effected by at least a two-thirds majority (if a higher ratio is prescribed in the Articles of Incorporation, that ratio) of the voting rights of all members and with a quorum of at least one-half of the total number of members:
  - (1) Expulsion of a member;
  - (2) Dismissal of an Auditor;
  - (3) Amendment of the Articles of Incorporation;
  - (4) Dissolution;
  - (5) Other matters provided by law.
3. When resolving a proposal to appoint Directors or Auditors, a resolution prescribed in item 1 hereof shall be required for each candidate. If the total number of candidates for Directors or Auditors exceeds the quorum prescribed in Article 26, Directors or Auditors shall be appointed from among the candidates approved by a majority vote, in descending order of the number of votes received until the quorum is reached.

**(Voting in Writing)**

**Article 24**

1. Delegates who cannot attend the General Assembly may vote in writing or by proxy with respect to the matters notified in advance.
2. The proxy referred to in the preceding paragraph shall be one Regular Member per Delegate and



the proxy shall submit to the Chairperson a document certifying the power of proxy at each General Assembly.

3. The Delegate who is voting pursuant to the provisions of the preceding paragraph is deemed to have attended the General Assembly for the purpose of application of the provisions of paragraph 1 of the preceding Article.

**(Minutes of the Meeting)**

**Article 25**

1. The minutes of the Meeting of the General Assembly stating the matters listed below shall be prepared:
  - (1) The date, time and place;
  - (2) The current number of constituent members;
  - (3) The number of Delegates present (including those voting in writing or by proxy);
  - (4) Resolution matters;
  - (5) Summary of the proceedings;
  - (6) Matters concerning the appointment of the Minutes Signatories;
  - (7) Other matters provided by laws and regulations.
2. The Minutes of Meeting shall be signed and sealed by the Chairman and at least two Minutes Signatories appointed from among the Delegates present.

**Chapter 5 Officers**

**(Type and Quorum)**

**Article 26**

1. The MMIJ shall have the following number of Officers:
  - (1) Fifteen to twenty-five Directors;
  - (2) One to three Auditors.
2. One of the Directors shall be appointed as President and two others shall be appointed as Vice Presidents, and the President shall be the Representative Director.
3. Two or more of the Directors may be appointed as Executive Directors prescribed in Article 91, paragraph 1, item 2 of the Corporation Act and one of the Executive Directors may be appointed as Managing Director, as needed.

**(Appointment)**

**Article 27**

1. Directors and Auditors shall be appointed from among the Regular Members at the General Assembly. However, when it is deemed especially necessary, persons other than the Regular

Members shall not be precluded from being appointed to up to five Director positions and up to two Auditor positions.

2. A Director may not serve concurrently as an Auditor.
3. A Substitute Director may be appointed to provide for a vacancy in the Director positions or for a shortage in the prescribed number of Directors.
4. When appointing a Substitute Director prescribed in paragraph 3, the matters listed below shall also be resolved:
  - (1) The fact that said Director is a Substitute Director;
  - (2) When appointing a Substitute Director as a Substitute Director for one or more specific Directors, that fact and the names of said specific Directors;
  - (3) When appointing two or more Substitute Directors for the same Director (or for two or more Substitute Directors when appointed as Substitute Directors for two or more Directors), the order of priority among said Substitute Directors.
5. The resolution related to the appointment of Substitute Directors prescribed in paragraph 3 hereof shall be effective until the commencement of the final Annual Meeting of the General Assembly in a Business Year that ends within one year after said resolution.

**(Term)**

**Article 28**

1. The term of an Officer shall be as follows:
  - (1) The term of a Director shall be until the end of the final Annual Meeting of the General Assembly in a Business Year that ends within one year after his/her appointment;
  - (2) Directors shall not be precluded from being reappointed. However, appointment of a Director for seven or more consecutive terms shall require the approval of at least two-thirds of the voting rights of the members present, pursuant to Article 23, paragraph 1 of the Articles of Incorporation;
  - (3) The term of an Auditor shall be until the end of the final Annual Meeting of the General Assembly in a Business Year ending within two years after his/her appointment;
  - (4) Auditors shall not be precluded from being reappointed. However, appointment of an Auditor for four or more consecutive terms shall require the approval of at least two-thirds of the voting rights of the members present, pursuant to Article 23, paragraph 1 of the Articles of Incorporation.
2. Notwithstanding the provisions of the preceding paragraph, the term of an Director who is appointed as a substitute or an increase in the quorum or an Auditor who is appointed as a substitute for an Auditor shall be the remaining term of his/her immediate predecessor in the case of a substitute, and the remaining term of other current Directors who are appointed at the most recent Ordinary Meeting of the General Assembly in the case of an increase in the quorum.
3. In cases where a shortage occurs in the quorum of Officers prescribed in Article 26, an Officer

who has been terminated by resignation or due to the expiration of his/her term shall retain the rights and obligations as an Officer until such time as a newly appointed Officer assumes the position.

**(Selection of President, Vice President, Executive Director and Managing Director)**

**Article 29**

1. President, Vice Presidents, Executive Directors and Managing Director shall be selected by resolution of the Council.
2. President and Vice Presidents shall not be precluded from being reappointed. However, selection of a President or a Vice President for three or more consecutive terms shall require the approval of all Directors and Auditors present pursuant to Article 40 of the Articles of Incorporation. This shall also apply to selection of a President or a Vice President for a total of five or more consecutive terms.
3. Executive Directors and Managing Directors shall not be precluded from being reappointed. However, selection of an Executive Director or a Managing Director for seven or more consecutive terms shall require the approval of all Directors and all Auditors present pursuant to Article 40 of the Articles of Incorporation.

**(Duties and Authority of Directors)**

**Article 30**

1. Directors shall constitute a Council and determine the administration of business operations.
2. The President shall represent the MMIJ and control the business operations.
3. Vice Presidents shall assist the President and administer the business operations.
4. The Executive Directors shall assist the President and the Vice Presidents and shall share and execute the business operations of the MMIJ.

**(Duties and Authority of Auditors)**

**Article 31**

1. Auditors shall audit Directors' performance of their duties and prepare an audit report as prescribed by law.
2. Auditors may request reports on business from Directors and employees and investigate the state of business operations and property of the MMIJ at any time.

**(Dismissal)**

**Article 32**

1. Directors and Auditors may be dismissed by resolution of the General Assembly.

**(Remuneration)**

**Article 33**

1. Officers shall not receive any remuneration as a general rule. However, the MMIJ may, within the total amount determined at the General Assembly, pay as remuneration an amount calculated in accordance with the provisions for Officers' remuneration prescribed separately, upon approval by the General Assembly.

**(Exemption of Officers from Liability for Compensation for Damages)**

**Article 34**

1. If an Officer is negligent in performing his/her duties, said Officer shall be liable for compensating any damages arising therefrom with respect to the MMIJ and, notwithstanding the provisions of Article 112 of the Corporation Act, said Officer shall not be exempted from such liability without the consent of all Regular Members and all Supporting Members.

**Chapter 6 Council**

**(Constitution)**

**Article 35**

1. The MMIJ shall have a Council.
2. The Council shall be constituted by all Directors.
3. Auditors shall attend the Council and, if deemed necessary, shall provide their opinion.

**(Authority)**

**Article 36**

1. The Council shall perform the duties listed below:
  - (1) Determination of the business operations of the MMIJ;
  - (2) Supervision of the duties of Directors;
  - (3) Selection and dismissal of Representative Directors and Executive Directors.

**(Holding of the Council)**

**Article 37**

1. The Council shall be held in any of the following cases:
  - (1) When reporting the performance of its duties prescribed in Article 91, paragraph 2 of the Corporation Act;
  - (2) When prescribed by law or in the Articles of Incorporation.

**(Convocation)**

**Article 38**

1. A Council meeting shall be called by the President. However, if the position of the President is vacated or the President has an accident, a Director shall call the Council meeting.
2. When calling a Council meeting, the President shall notify each Director and Auditor, in writing stating the time and place and the matters to be the purpose of the meeting, one week before the day of the Council meeting. However, this shall not apply if there is a consensus among all Directors and Auditors.

**(Chairperson)**

**Article 39**

1. The President shall serve as the Chairperson of the Council meeting. However, if the President has an accident or is unable to perform his/her duties, the Vice President shall act on behalf of the President according to a predetermined order of priority and, if both the President and the Vice President have an accident or are unable to perform their duties, the Chairperson shall be elected from among the Directors present at said Council meeting.

**(Resolution)**

**Article 40**

1. Resolutions at a Council meeting are made by majority vote with the majority of Directors present excluding those who have a vested interest in a resolution.

**(Omission of Resolution of and Reporting to the Council)**

**Article 41**

1. In cases where a Director has made a proposal on a matter that is to be the purpose of a resolution at a Council meeting, if all Directors (limited to Directors who are qualified to vote on the matter) have provided a manifestation of intent of agreement either in writing or in electromagnetic records (except when an Auditor has stated an objection to the proposal), voting of the Council passing said proposal is presumed.
2. If a Director or an Auditor has provided notification to all Directors and Auditors of the matters to be reported to the Council, he/she does not need to report on such matters to the Council.

**(Minutes of the Meeting)**

**Article 42**

1. With respect to the agenda of a Council Meeting, minutes of the meeting shall be prepared as prescribed
2. The Chairperson and the Representative Director (or a Director present if the Representative Director has an accident or is unable to perform his/her duties) and the Auditor present at the

Council Meeting shall sign the minutes of the meeting or affix their names and seals thereto.

## **Chapter 7 Assets and Accounting**

### **(Management of Assets)**

#### **Article 43**

1. The assets of the MMIJ shall be managed by the President.

### **(Business Year)**

#### **Article 44**

1. Each Business Year of the MMIJ shall commence on February 1 and end on January 31 of the following year.

### **(Business Plans and Budgets of Revenue and Expenditure)**

#### **Article 45**

1. Business Plans, Budgets of Revenue and Expenditure, and documents stating the projected fund procurement and capital investment shall be prepared by the President and approved by the Council by the day preceding the commencement of each Business Year. Provisions for the amendment of said documents shall be the same.
2. The documents referred to in the preceding paragraph shall be kept at the Principal Office and made available for public inspection until the end of that Business Year.

### **(Business Report and Statement of Revenue and Expenditure)**

#### **Article 46**

1. Regarding Business Reports and Statements of Revenue and Expenditure, the President shall prepare the documents listed below and, after audit by the Auditor and upon approval by the Council, shall submit said documents to an annual meeting of the General Assembly. The President shall report on the contents of the documents listed in items (1) and (2) at the General Assembly and obtain its approval for the documents listed in items (3) to (6):
  - (1) Business Reports;
  - (2) Annexed detailed statements of Business Reports;
  - (3) Balance sheets;
  - (4) Profit and loss statements (statements of changes in net worth);
  - (5) Annexed detailed statements of balance sheets and profit and loss statements (statements of changes in net worth);
  - (6) Inventory of property;
  - (7) Implementation reports on expenditure plans for public interest purposes.

2. In addition to the documents which are reported pursuant to the provisions of paragraph 1 or approved pursuant to the provisions of the preceding paragraph, the documents listed below shall be kept at the Principal Office for five years and made available for public inspection. The Articles of Incorporation and a Member Registry stating the names and addresses of the members shall also be kept at the Principal Office and made available for public inspection. At the MMIJ, the Member Registry shall be deemed to be the member registry prescribed in Article 31 of the Corporation Act:

- (1) Audit reports;
- (2) Registry of Directors and Auditors;
- (3) Documents describing the state of organizational operation and business activity and important data related thereto.

#### **(Special Account)**

##### **Article 47**

1. The MMIJ may, if necessary for the execution of its business, establish a special account by resolution of the General Assembly.
2. Accounting related to the special account in the preceding paragraph shall be separately processed from general accounting.

#### **(Disposition of Difference between Revenue and Expenditure)**

##### **Article 48**

1. If a difference arises between revenue and expenditure in the statement of revenue and expenditure, the MMIJ shall, by resolution of the General Assembly, carry over said difference to the following Business Year or reserve it in whole or in part.

#### **(Loan)**

##### **Article 49**

1. When intending to receive a loan, the MMIJ shall obtain the approval of two-thirds of the number of Directors present at the Council, except for loans up to the amount of the revenue for that Business Year and with a repayment period of less than one year.

#### **(Prohibition of Distribution of Surplus)**

##### **Article 50**

1. The MMIJ shall not distribute a surplus.

## **Chapter 8 Amendment of the Articles of Incorporation, Dissolution, etc.**

### **(Amendment of the Articles of Incorporation)**

#### **Article 51**

1. The Articles of Incorporation may be amended by resolution of the General Assembly.

### **(Dissolution)**

#### **Article 52**

1. The MMIJ shall dissolve by resolution of the General Assembly or on other grounds prescribed by law.

### **(Ownership of Residual Assets)**

#### **Article 53**

1. If the MMIJ goes into liquidation, the ownership of the residual assets of the MMIJ shall be, upon resolution of the General Assembly, be donated to other public interest corporations listed in Article 5, paragraph 17 of the Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations, or the national government or local governments.

## **Chapter 9 Method of Public Notice**

### **(Method of Public Notice)**

#### **Article 54**

1. The method of public notice of the MMIJ shall be by means of publication in official gazettes.

## **Chapter 10 Supplementary Rules**

### **(Keeping of Documents and Books)**

#### **Article 55**

1. The MMIJ shall keep the documents and books listed below at its Principal Office:
  - (1) Articles of Incorporation;
  - (2) Member Registry;
  - (3) Documents listing the full names, addresses and career summaries of Directors and Auditors;
  - (4) Documents related to certification, permission, approval, etc. and registration;
  - (5) Documents related to the proceedings of the Council and the General Assembly among the administrative organs prescribed in the Articles of Incorporation;



- (6) Provisions for remuneration for Officers;
- (7) Business Plans and Budgets of Revenue and Expenditure;
- (8) Business Reports and financial statements such as Statements of Revenue and Expenditure;
- (9) Inventory of property;
- (10) Other documents and books prescribed by law.

**(Committees)**

**Article 56**

1. In order to facilitate the smooth execution of its business, the MMIJ may establish committees.
2. Each committee shall investigate, research, deliberate or carry out matters to be the purpose of the committee.
3. The matters which are necessary to the organization and administration of each committee shall be separately prescribed by the President, upon resolution of the Council.

**(Secretariat)**

**Article 57**

1. The Secretariat shall be established in the MMIJ for the purpose of dealing with the administrative work.
2. The Secretariat shall have a Secretary-General and necessary staffs.
3. The Secretary-General shall, with the consent of the Council, be commissioned by the President, and staffs shall be appointed or dismissed by the President.

**(Detailed Provisions for Implementation)**

**Article 58**

1. The matters which are necessary for the implementation of the Articles of Incorporation shall be separately prescribed by the President upon resolution of the Council.