

Articles

The Society for Bioacoustics

Approved: 1 May 2014

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The official version of the Articles is written in Japanese. This English translation is to represent the gist of the Articles for members who do not read Japanese.

17 September 2015 and 14 December 2015
Kazuo Ueda

1 General Rules

Article 1. Name The name of this corporate organization shall be the Society for Bioacoustics.

Article 2. Main Office The address of the main office of the Society shall be 358-6 Yamabuki-cho, Shinjuku-ku, Tokyo, Japan.

Article 3. Branches The Society may hold branches in necessary places, which shall be subject to the approval of the board of trustees.

2 Objectives and Business

Article 4. Objectives The objectives of the Society shall be to organize scientific activities for the furtherance of investigations, surveys, and presentations on topics like the abilities of dealing with sound by various species and the effects of sound on them, to encourage scholarly progress through those activities, and to contribute to improvement of social activities and human welfare.

Article 5. Business The Society shall organize the following activities to achieve those objectives in Article 4.

- (1) Scientific and lecture meetings for exchanging and propagating information.
- (2) Issuing learned publications, e.g., proceedings, for distributing information.
- (3) Social contributions by cooperating with related societies.
- (4) Furthering education in bioacoustics and diffusion of knowledge about bioacoustics.
- (5) Furthering international cooperations related to bioacoustics.
- (6) Any other activities that are necessary to achieve the objectives.

3 Membership

Article 6. Membership of the Society The Society consists of the following members.

- (1) Regular members: individuals who agree on the objectives of the Society and are qualified.
- (2) Student members: students who agree on the objectives of the Society and are qualified. High-school students, undergraduate students, and their equivalents are included in this category. Graduate students are eligible for regular membership.

- (3) Group members: public groups that agree on the objectives of the Society and are qualified.
- (4) Supporting members: individuals, corporations, or groups who agree on the business of the Society.

2 (Describing relationship between the members and the laws.)

Article 7. Acquiring Membership To acquire membership, one has to follow the application procedure that shall be provided by the board of trustees, and has to be qualified by the board of trustees.

Article 8. Membership Dues Members of the Society have to pay membership dues, which shall be used to maintain the activities of the Society. The amounts of the dues shall be decided by a general assembly of the Society.

2 No refund will be made for the membership dues that are once paid.

Article 9. Voluntary Withdrawal A member, as defined in Article 6, may withdraw voluntarily upon submission of a withdrawal notice with a format defined by the board of trustees.

Article 10. Expulsion A member may be expelled from the Society with a special resolution of a general assembly, which is defined by Article 49, section 2 in the Act on General Incorporated Associations and General Incorporated Foundations, when the member commits one of the following.

- (1) Violation of these Articles, or other rules.
- (2) Disgracing the Society, or behaving against the objectives of the Society.
- (3) Other actions or behavior considered sufficient reason for expulsion.

Article 11. Disqualification A member shall be disqualified when one of the following conditions is met.

- (1) If the membership dues defined in Article 8 have not been paid for two years or more in succession.
 - (2) If all the other members of the Society agree on one's disqualification.
 - (3) If a member is deceased or pronounced as disappeared. Or if a corporation or a group, which has been one of the members of the Society, is dissolved.
- 2** The member shall lose his/her rights and obligation to the Society, if the disqualification goes into effect. If any unfilled obligation remains, however, one shall not evade it, including the one defined in Article 8.

4 General Assembly

Article 12. Members of General Assembly A general assembly consists of the regular members of the Society.

2 (Describing relationship between a general assembly and the laws.)

Article 13. Power A general assembly resolves the following issues.

- (1) Election and dismissal of the Executives.
- (2) Amendment(s) of the Articles.
- (3) Approval for a business report and a closing report at the end of every fiscal year.
- (4) Expulsion of a member.
- (5) Dissolution and merger of the Society, and disposal of remaining property.
- (6) Other issues defined by the laws or the Articles.

Article 14. Categories and Timing A scheduled general assembly shall be held every year within three months from the end of a fiscal year. An extraordinary general assembly is held when it is necessary.

Article 15. Calling A board of trustees decides a calling of a general assembly, and the president of the Society calls the general assembly.

Article 16. Chairperson A chairperson of an assembly shall be elected from regular members.

Article 17. Voting Rights Each regular member possesses one voting right.

Article 18. Resolution In order for a general assembly to reach a decision, it is necessary that regular members of the Society, who possess one twentieth or more of the voting rights of the Society in total, attend the assembly, and that more than a half of the voting rights that are possessed by the attendees approve a bill, except when the laws or the Articles have other rules.

2 It is necessary that more than a half of the regular members attend a general assembly, and that two thirds or more of the voting rights of the Society approve a bill about the following issues, regardless of the Article above.

- (1) Expulsion of a member.
- (2) Dismissal of an inspector.
- (3) Amendment(s) of the Articles.
- (4) Dissolution.
- (5) Merger and transfer of a part or the whole of the business.
- (6) Other issues defined by the laws.

Article 19. Omission of Resolution When one of the trustees or regular members makes a proposal that is included in the power of the general assembly, and if all the regular members of the Society represent their will to approve the proposal by letter or by digital data, the Society regards that the proposal is approved.

Article 20. Proxy Votes Regular members of the Society may vote by letter or by digital data on the issues notified, or ask another member to employ one's voting right as a proxy.

- 2 The regular members who will employ the above procedure will be regarded to be present in the general assembly.

Article 21. Minutes The proceedings of a general assembly shall be kept in minutes in accordance with the laws.

- 2 The chairperson, and the secretary who has been elected at the assembly, shall sign their names and put their seals on the minutes.

5 Executives

Article 22. The Fixed Number of Executives The Society has the following executives: 10 or more but not more than 15 trustees, and not more than two inspectors.

- 2 One president shall be elected from the trustees. One vice-president may be elected from the trustees.
- 3 (Describing the relationship between the president and the laws.)

Article 23. Election of Executives Trustees and inspectors shall be elected with resolutions of a general assembly.

- 2 The president and the vice-president shall be elected by resolutions of a board of trustees.
- 3 It is prohibited that the total number of trustees who are relatives within the third degree of each other, or are in other special relationships, exceeds more than one third of the present number of trustees.
- 4 No inspector of the Society should be a trustee, someone who is a relative of a trustee, someone who is in a special relationship with a trustee, or an employee of the Society. It is prohibited that inspectors are relatives or in a special relationship with each other.

Article 24. Official Power of Trustees The trustees form the board of trustees; they execute their duties in accordance with the laws and the Articles.

- 2 The president represents the Society and executes his/her duties in accordance with the laws and the Articles as the representative trustee. The trustees share and execute their duties in accordance with the decisions by the board of trustees.
- 3 The president has to report present situations in executing his/her duties to the board of trustees, twice or more per fiscal year, with intervals of more than four months.

Article 25. Duties and Power of Inspectors The inspectors review, and report in accordance with the laws, how the trustees execute their duties.

- 2 The inspectors may require at any time the trustees and employees to report about their business; they may inspect at any time the situation of business and property of the Society.

Article 26. Term of Service A term of service of the trustees expires at the end of the scheduled general assembly that is held in the last fiscal year within two years after their election. (The president shall not be reappointed more than once in succession.)

- 2 The term of service of the inspectors expires at the end of the scheduled general assembly that is held in the last fiscal year within two years after their election.
- 3 The term of service of a trustee who has been elected as a substitute ends when his/her predecessor's term ends.
- 4 The trustees and inspectors have the right and obligation to continue their duties until newly elected ones assume the posts, if the posts become vacant after their resignation or the end of their terms.

Article 27. Dismissal The trustees and inspectors may be dismissed by a resolution of a general assembly.

Article 28. Payment The trustees are unpaid.

- 2 The inspectors may be paid for their services. The amount of payment shall be decided in accordance with a resolution of a general assembly, which defines an upper limit of a total amount and a formula for the calculation of the payment.

Article 29. Partial Exemption of Compensation The Society may exempt the trustees or inspectors from compensation for damages that may be caused by their neglecting duty in accordance with a resolution by a board of trustees. The upper limit of the exemption is defined by the law (Article 144, section one in the Act on General Incorporated Associations and General Incorporated Foundations).

6 Board of Trustees

Article 30. Organization The Society organizes the board of trustees.

- 2 The board of trustees consists of all the trustees.

Article 31. Power The board of trustees executes the following duties.

- (1) Deciding business of the Society.
 - (2) Supervising execution of duties by the trustees.
 - (3) Electing and dismissing the president.
- 2 The board of trustees must not delegate its power for deciding the following issues and other important issues to a trustee or trustees.
 - (1) Disposing of or buying important properties.
 - (2) Borrowing a large amount of money.
 - (3) Electing and dismissing an important employee.
 - (4) Establishing, amending, and abolishing an important organization, like a secondary office, etc.

- (5) Improving an internal management system.
- (6) Exempting compensation defined in Article 29.

Article 32. Calling The president calls a board of trustees.

- 2 The vice-president calls a board of trustees, if the president is missing or involved in an accident.

Article 33. Chairperson The president takes on the role of a chairperson of a board of trustees.

- 2 The vice-president takes on the role of a chairperson, if the president is missing or involved in an accident.

Article 34. Resolution A board of trustees comes into a decision when more than a half of the trustees, except those who have special interests with the decision, attend and when more than a half of the trustees who attend the board approve the decision.

Article 35. Omission of Resolution When one of the trustees makes a proposal that is included in the power of the board of trustees, and if all the trustees represent their will to approve the proposal by letter or by digital data, the board shall regard that the proposal is approved. This rule does not hold, however, if an inspector raises an objection to the proposal.

Article 35. Minutes The proceedings of a board of trustees shall be kept in minutes in accordance with the laws.

- 2 The chairperson and the inspector(s) who attend the board shall sign their names and put their seals on the minutes.

7 Fund

Article 37. Funding The Society may seek benefactors of the funding.

- 2 Benefaction shall not be refunded until the Society's dissolution.
- 3 Procedures, the place, the method, and so forth of refunding will be decided by a liquidator in accordance with the law (Article 236 in the Act on General Incorporated Associations and General Incorporated Foundations).

8 Accounts

Article 38. Fiscal Year The fiscal year of the Society starts from the first of October every year and ends at the 31st of September the next year.

Article 39. Business Plan and Budget The president has to prepare the documents describing a plan of business, budget, financing, and equipment investment before the first day of every fiscal year. The documents shall be subject to approval of the board of trustees. Amendment of the plan shall be also subject to approval of the board of trustees.

- 2 The above documents shall be open to the public in the main (and secondary) office(s) until the end of its fiscal year.

Article 40. Business and Financial Statements The president has to prepare the documents listed below. The documents shall be subject to audit of the inspector(s), and to approval of a board of trustees and a scheduled general assembly.

- (1) A business statement.
- (2) An attached detailed statement of the business statement.
- (3) A balance sheet.
- (4) A profit and loss statement.
- (5) Attached detailed statements of the balance sheet and the profit and loss statement.
- (6) An inventory.

- 2 In addition to the documents listed above, an audit report shall be kept in the main office for five years, along with the Articles and a member list.

Article 41. Prohibition of Distributing a Surplus Fund The Society is prohibited to distribute a surplus fund.

9 Amendments of Articles, Merger, and Dissolution

Article 42. Amendments of Articles The Articles may be amended by a resolution of a general assembly.

Article 43. Merger The Society may merge with another organization, transfer all or a part of its business to another organization, and abolish all of its public utilities by a resolution of a general assembly.

Article 44. Dissolution The Society may be dissolved by a resolution of a general assembly or other ground defined in the laws.

Article 45. Donation of Remained Property (Describing a nonprofit corporation defined in accordance with the laws that will receive the remaining property of the Society in case it is dissolved.)

10 Secretariat

Article 46. Establishing a Secretariat The Society may form a secretariat in order to handle its paperwork.

- 2 The Society may hire a necessary number of staff member(s) in the secretariat.
- 3 The president appoints and dismisses important employees in the secretariat with approval of a board of trustees.
- 4 The president decides details of the organization and management of the secretariat with resolutions of a board of trustees.

11 Method of Public Announcements

Article 47. Method of Public Announcements The Society makes its public announcements electronically.