The Articles of Association of the Institute of Electronics, Information and Communication Engineers (IEICE)

Section 1 General Provisions

Article 1 The name of this Institute shall be the Institute of Electronics, Information and Communication Engineers (hereafter the Institute).

Article 2 The principal office of the Institute shall be located in Minatoku, Tokyo.

Section 2 Objectives and Activities

Article 3 The objectives of the Institute are to contribute to the development and promotion of knowledge, technology related pursuits through scholarship, study of technology, and exchanges of research and knowledge relating to electronic engineering, information, and communications.

Article 4 Pursuant to the objectives in the preceding article, the Institute shall conduct the following activities:

(a) Publish the IEICE Periodical Publications
(b) Hold lectures, discussions, courses, and study trips relating to electronic engineering, information, and communications
(c) Conduct scientific studies and research relating to electronic engineering, information, and communications
(d) Enact standards and specifications relating to electronic engineering, information, and communications
(e) Recognize and honor outstanding achievement in areas relating to electronic engineering, information, and communications
(f) Promote activities that spread knowledge and technology relating to electronic engineering, information, and communications
(g) Publish books and journals focusing on electronic engineering, information, and communications
(h) Other activities that further the objectives of the Institute

2. The Institute shall pursue the full range of activities listed in the preceding paragraph in Japan and throughout the world.

Section 3 Members

Article 5 The Institute establishes the following classes of members:

(a) Honorary Members: Members who have shown outstanding achievement in academic, technical, or related activities in the areas of electronic engineering, information or communications and who are recommended for honorary membership through resolution of the Board of Directors.
(b) Members: Members with specialized knowledge or expertise in electronic engineering, information, or communications, or comparable experience who support the objectives of the Institute.
(c) Student Members: Members pursuing courses in electronic engineering, information or communications at schools offering such courses, and who support the objectives of the Institute. Graduate students may join the Institute as either a Member or as a Student Member.
(d) Associate Supporting Members: Members who support the objectives of the Institute and join the Institute under a name other than his/her personal name.
(e) Supporting Members: Members or organizations that support the objectives of the Institute and are recommended for membership through a resolution of the Board of Directors.

(Delegates System)

2. Members of the Institute are covered by the Act on General Incorporated Associations and General Incorporated Foundations (hereafter Juridical Persons Act) since one-three hundredth (1/300) of the total membership including Members and Honorary Members or other Members are elected as delegates (Handling of fractions shall be determined by the Board of Directors)

3. Delegates shall be elected by the Members-at-Large in a delegate election. Detailed regulations needed to conduct the delegate election shall be determined by the Board of Directors.

4. Delegates shall be selected from among the Members-at-Large. Members-at-Large can run for election in the delegate election described in the preceding paragraph.

5. Pursuant to the delegate election in the preceding paragraph 3, all Members-at-Large have an equal right to vote for Delegates in the election. Directors and members of the Board of Directors may not participate in the election of Delegates.

6. The delegate election described in preceding paragraph 3 takes place every March, and the Delegates’ term of office is one year from April 1 until March 31 of the following year. In the event Delegates bring an action to rescind a resolution of a General Assembly, an action seeking dissolution, an action pursuing liability, or an action to remove an officer (Juridical Persons Act, Article 206 paragraph 1, Article 208, Article 278, and Article 284) (including requests for the filing of actions as provided in Juridical Persons Act, Article 278 paragraph 1), said Delegates shall not lose their status as Members (said Delegates may elect or remove officers as provided in Juridical Persons Act, Articles 63 and 70) but may not participate in voting to amend the Articles of Association (Juridical Persons Act, Article 146) until such time as the action(s) is settled.

7. In the event that a vacancy occurs among Delegates, an election may be held to fill the position. The term of the new replacement Delegate shall be the remaining term of his/her predecessor.

8. Members-at-Large exercise the following rights within the Institute, the same as regular Members, as provided by the Juridical Persons Act:

(a) Juridical Persons Act, Article 14 paragraph 2, right to inspect the Articles of Association
(b) Juridical Persons Act, Article 32 paragraph 2, right to inspect the membership list
(c) Juridical Persons Act, Article 57 paragraph 4, right to inspect the minutes of General Assembly
(d) Juridical Persons Act, Article 50 paragraph 6, right to inspect member proxy certificates
(e) Juridical Persons Act, Article 32 paragraph 4 and Article 32 paragraph 5, right to inspect financial documents
(f) Juridical Persons Act, Article 129 paragraph 3, right to inspect financial documents
Article 12  Members who withdraw from the Institute because
9. When Directors or Auditors have neglected their
duties, he/she shall be liable to compensate the
Institute for any damages that have been caused,
and notwithstanding the provisions of Juridical
Persons Act Article 112, cannot be absolved unless
all Members-at-Large are in agreement.

Article 14  General Assembly makes resolutions on the following
matters:
(a)  Expulsion of members
(b)  Election and removal of Directors and Auditors
(c)  Determining the amount of compensation and rules
regarding compensation for Directors and Auditors
(d)  Ratifying the balance sheet and income statement
(e)  Amending the Articles of Association
(f)  Dissolution and disposing of residual assets
(g)  Other matters relating to resolutions of General
Assembly affecting rules, regulations, and the
Articles of Association of the Institute.

Article 15  General Assembly is held once a year within three
months after the end of each fiscal year, and at
other times when required.

Article 20  Delegates who are unable to attend the General
Assembly may exercise their voting rights by
proxy. In this case, said Delegates must submit a
proxy certificate for each General Meeting that
they are unable to attend.

Article 22  The Institute shall establish the following officers:
(a)  Between 20 and 30 Directors.
(b)  One or two Auditors.
(c)  The Institute-Elect and up to four Vice Presidents.

Section 5 Officers
3. The President and the President-Elect in the previous paragraph are the Representative Directors of the Juridical Persons Act.

4. Other Directors aside from the President and the President-Elect are designated the Operational Directors of the Juridical Persons Act.

(Election of Officers)

Article 23 Directors and Auditors are elected by resolution of the General Assembly.

2. The President, the President-Elect and Operational Directors shall be selected from among the Directors by resolution of the Board of Directors.

3. The total number of relatives and people with whom a Director has a special relationship may not exceed one-third (1/3) of the total number of Directors (the current number of Directors).

4. Auditors of the IEICE may not include Directors (including relatives and people with whom the Director has a special relationship) or employees of the IEICE. What is more, Auditors may not be related to or have a special relationship with any other Auditor of the IEICE.

(Duties and Authority of Directors)

Article 24 Directors compose the Board of Directors and carry out their duties in accordance with the laws and regulations and the Articles of Association.

2. The President and the President-Elect represent the Institute and carry out their duties in accordance with the laws and regulations and Articles of Association of the Institute, and Operational Directors carry out their assigned duties as provided for separately by the Board of Directors.

3. The President, the President-Elect and Operational Directors shall report the status of the execution of their duties to the Board of Directors at least twice each business year at intervals of at least four months.

(Duties and Authority of Auditors)

Article 25 Auditors may at any time request reports on IEICE operations from directors and employees, and can investigate the corporation’s operations and the status of its assets.

2. Auditors may audit the execution of the duties of the directors, and issue auditor’s reports, pursuant to the laws and regulations.

3. Auditors may at any time request reports on IEICE operations, and can investigate the corporation’s operations and the status of its assets.

4. Auditors who have been elected to fill vacancies shall serve out the term of their predecessors.

5. In the event there are not enough members (quorum is not met) as provided in Article 22 and a Director or Auditor retires or steps down because his/her term is up, said Director or Auditor shall continue to have the rights and obligations as a Director or Auditor until a newly elected officer assumes the position.

(Officer’s Term of Office)

Article 26 The Directors’ term of office shall continue until the conclusion of the General Assembly for the last business year which ends within two years of their selection.

2. The Auditors’ term of office shall continue until the conclusion of the General Assembly for the last business year which ends within two years of their selection.

3. Officers who have been elected to fill vacancies shall serve out the term of their predecessors.

4. In the event there are not enough members (quorum is not met) as provided in Article 22 and a Director or Auditor retires or steps down because his/her term is up, said Director or Auditor shall continue to have the rights and obligations as a Director or Auditor until a newly elected officer assumes the position.

(Removal of Officers)

Article 27 Officers shall be removed by resolution of the General Assembly.

(Compensation)

Article 28 Officers shall serve without compensation. Note, however, that fulltime officers may receive an allowance within the range of total amounts available for compensation as provided separately by the General Assembly.

(Restrictions on Competition and Conflicting Interest Transactions)

Article 29 If a Director intends to carry out any of the following types of transactions, he must disclose important facts concerning said transactions and obtain the approval of the Board of Directors.

(a) Any transaction, for himself/herself or for a third party, which is in the line of business of the IEICE.

(b) Any transaction with the Institute, for himself/herself or for a third party.

(c) Any transaction in which the Institute guarantees the obligations of a Director.

(d) Any other transaction with a person other than the Director where there is a conflict of interest between the Institute and the Director.

2. Any Director engaged in a transaction as cited in the preceding paragraph with approval of the Board of Directors shall report to the Board of Directors about the important facts concerning said transaction without delay after the transaction is complete.

(Partial Exemption of Officers from Liability for Damages to the Institute)

Article 30 Notwithstanding the provisions in Article 5 paragraph 2, any Director engaged in a transaction as cited in the preceding paragraph with approval of the Board of Directors shall report to the Board of Directors about the important facts concerning said transaction without delay after the transaction is complete.

Section 6 Board of Directors

(Composition)

Article 31 The Institute shall establish a Board of Directors.

2. The Board of Directors shall be composed of all the Directors.

(Duties and Authority)

Article 32 The Board of Directors shall perform the following duties.

(a) Decisions on the execution of business of the Institute.

(b) Supervising the execution of duties by Directors.

(c) Appointment and removal of the President, the President-Elect and other Operational Directors.

(d) Enacting, amending, and abolishing rules and regulations of the IEICE.

(e) Deciding matters relating to the date, the location, and the addenda of the General Assembly.

(Convocation)

Article 33 The Board of Directors shall be convened by the President, who is also the Chair of the Board of Directors.

2. In the event of a vacancy in the post of President or the President is unavailable due to an accident, the President-Elect shall convene the Board of Directors and take over the role of Chair during the President’s absence.

3. Besides the President or the President-Elect (Convener), a board member may demand that the President or the President-Elect convene a Board of Directors by presenting subject matter that must be addressed in a Board Meeting.

4. If notification to convene a Board of Directors within two weeks from the date is not sent out within five days of the request pursuant to the preceding paragraph, the board member making the request can convene a Board of Directors on his/her own authority.

(Resolutions)

Article 34 Resolutions of the Board of Directors shall be adopted by a majority of the board members when a majority of the board is present and excluding any directors who may have a conflict of interest in the matter at hand.

2. The preceding provision notwithstanding, in cases where directors submit a proposal with respect to any matter that is within the purview of the Board of Directors, if all directors express their intention to agree to such proposal in writing or by means of electromagnetic records (excluding proposals that the Auditor considers a conflict of interest), it shall be deemed that the resolution to approve such proposal at the Board of Directors has been passed.

(Minutes)

Article 35 Minutes shall be prepared of the Board of Directors proceedings in accordance with the laws and regulations.

2. The president President, the President-Elect and Auditor shall affix their names and seals to the minutes in the
Article 36  The Institute's business year starts on April 1 and ends on March 31 of each year.

Article 37  The President prepares a business plan and budget sometime before the day of the commencement of every business year, that must be approved by the Board of Directors. If the plan or budget are amended, this too must be approved by the Board of Directors.

Article 38  The following business and settlement reports for the Institute are prepared by the President after the end of every business year, and once audited by the Auditor, must be approved by the Board of Directors:
(a) Business report
(b) Business report detailed statement
(c) Balance sheet
(d) Income statement (statement of changes in net assets)
(e) Balance sheet and income statement (statement of changes in net assets) detailed statements.

Article 39  The Institute cannot distribute surpluses.

Article 40  The Articles of Association may be amended by the Board of Directors.

Article 41  The Institute can be dissolved by resolution of the General Assembly or pursuant to other laws and regulations.

Article 42  Residual assets after settling the Institute's debts shall, through resolution of the General Assembly, be donated to a juridical person based on Article 5 paragraph 17 of the Act on Authorization of Public Interest Incorporated Associations and Public-Interest Incorporated Foundation to the national government or to a local government agency.

Article 43  When required to promote and further its operations, the Institute can, through resolution of the Board of Directors, establish committees, regional affiliates, and societies reflecting the Institute's different areas of concern (hereafter committees).

Article 44  A headquarters office is established to conduct the administrative work of the Institute.

Article 45  The Institute discloses public notices for the Institute by electronic public notice.

Article 46  Officier provisions not covered in these Articles of Association that are found to be necessary for managing and running the Institute shall be determined through resolution of the Board of Directors.

Supplementary Provisions

1. These Articles of Association and Regulations shall come into effect from the day of registration as a general incorporated association as set forth in Article 106 paragraph 1 of the Act on General Incorporated Association and General Incorporated Foundation and the Act on the Authorization, etc. of Public-interest Incorporated Associations and Public-interest Incorporated Foundation and the Act on the Authorization, etc. of Public-interest Incorporated Associations and Public-interest Incorporated Foundation.

2. These Articles of Association and Regulations shall come into effect shall be those elected as the initial Delegate prospects in the Delegate election held in advance pursuant to Article 41 of the Act on the Authorization, etc. of Public-interest Incorporated Associations and Public-interest Incorporated Foundation.

3. Notwithstanding the provisions regarding registering dissolution of special case juridical persons under the Civil Code as set forth in Article 106 paragraph 1 of the Act on General Incorporated Association and General Incorporated Foundation and the Act on the Authorization, etc. of Public-interest Incorporated Associations and Public-interest Incorporated Foundation, the last day of the business year will be the day before registration is dissolved and the first day of the business year will be the day that the association's establishment is registered.

4. Initial Delegates after these Articles of Association go into effect shall be those elected as the initial Delegate prospects in the Delegate election held in advance pursuant to Article 5 paragraphs 27.

Supplementary Provisions

1. Changed to these Articles of Association are applied from concluding the Extraordinary General Assembly on October 18, 2012.

Suandary Provisions

1. Changed to these Articles of Association approved at the Ordinary General Assembly on June 2, 2016 are applied from concluding the said Ordinary General Assembly.