Architectural Institute of Japan
A General Incorporated Association

Constitution

Chapter 1. General Rules

Article 1. Name

The name of this institute shall be the Architectural Institute of Japan (hereinafter referred to as the “Institute”).

Article 2. Head Office

The Institute shall place its head office in Minato-ku, Tokyo.

Article 3. Chapters

1. The Institute shall establish its chapters by dividing Japan into the following nine regions; Hokkaido, Tohoku, Kanto, Tokai, Hokuriku, Kinki, Chugoku, Shikoku and Kyushu.

2. Necessary matters concerning the organization and operation of the chapters shall be established by the Board of Directors.

Chapter 2. Objective and Activities

Article 4. Objective

The objective of the Institute shall be the advancement and development of science, technology and art concerning architecture, with the mutual collaboration of its members.

Article 5. Activities

1. The Institute shall carry out the following activities regarding architecture in order to achieve the objective stated in Article 4.

   (1) Investigation and research, and their promotion
(2) Holding of research presentation meetings
(3) Publication of Institute journals, transactions, and results of research and studies
(4) Collection and utilization of literature and other material
(5) Educational promotion, and dissemination/awareness raising concerning research achievements
(6) Holding of lectures, seminars, exhibitions, study visits etc. and other PR activities
(7) Offering recommendations and advice externally
(8) Interchange within and outside the Institute
(9) Commendation for achievements
(10) Management of the AIJ Building
(11) Additional activities required for the achievement of the Institute’s objective

2. Activities listed in the foregoing clause shall be carried out in Japan and overseas.

Chapter 3. Membership

Article 6. Membership Composition and Categories

1. The Institute shall be comprised of individuals, corporations and other organizations who have endorsed the Institute’s objective. The membership categories shall be as stated below.

(1) Regular Member
   (a) An individual with architectural knowledge and experience
   (b) A corporation or other organization which is engaged in architecture related business
(2) Associate Member
   An individual who does not fall into the category of Regular Member.
(3) Supporting Member
   Either an individual, a corporation or other organization which endorses the objective and activities of the Institute.

2. An Associate Member shall be made a Regular Member upon obtaining the qualifications required for regular membership.

Article 7. Admission

Those wishing to become a member shall submit the designated application form through the introduction of a Regular Member, in order to obtain the
Article 8. Membership Fee and Admission Fee

Members shall be required to pay the membership fee as stipulated in the Institute’s Bylaws (hereinafter referred to as “Bylaws”), as funds to be allocated for expenses regarding the Institute’s activities. Individual Regular Members and Associate Members shall be required to pay an admission fee stipulated in the Bylaws.

Article 9. Rights of Members

1. The rights of members shall be as stated below, and belong exclusively to them.

(1) All Regular Members shall possess voting rights and be eligible for election regarding election of the Representatives.
(2) Regular Members are entitled to attend the General Meeting and voice their opinion.
(3) All members shall receive the Institute Journal.
(4) All members shall be granted privileges regarding the Institute’s publications, and be entitled to attend activities the Institute organizes.
(5) Regular Members are entitled to exercise the rights of the Legal Members set forth in the Act on General Incorporated Associations and General Incorporated Foundations (hereinafter referred to as “Corporation Law”) and listed below against the Institute, as are the Representatives.

Right of access to:
(a) the Constitution
(b) name list of the Representatives
(c) minutes of the General Meeting
(d) documents evidencing the Representatives’ authority of proxy
(e) voting forms
(f) financial statements
(g) balance sheet of the juridical person under liquidation
(h) merger agreements

2. The rights of members mentioned in items (1) and (2) of the foregoing clause shall be one each. In the case of corporate members, each of their representatives who have been registered with the Institute as a rights executor can exercise the said rights.
3. In the case that a Director or Auditor neglects his or her duties, he or she shall be liable to the Institute for all damages arising as a result thereof, and notwithstanding the provisions in Article 112 of the Corporation Law, such liability cannot be absolved without obtaining the consent of all Regular Members.

Article 10. Resignation

All members may resign from the Institute by submitting a notice of resignation.

Article 11. Dismissal and Restoration of Rights

1. The Institute may dismiss any member who falls into any one of the following items upon a resolution by the General Meeting;
   (1) when he or she brings disgrace on the Institute, or acts against the objective of the Institute
   (2) when he or she is in violation of this Constitution
   (3) when he or she is subject to a justifiable reason for dismissal

2. When a person who has been dismissed wishes to re-join the Institute, he or she shall be required to obtain the approval of the General Meeting.

Article 12. Loss of Member Qualification

A member who falls into any one of the following items shall lose his or her qualification as a member;
   (1) when dismissed
   (2) upon resignation
   (3) when his or her unpaid membership fee equals the amount of one year or more, and when considered to have resigned upon a resolution by a meeting of the Board of Directors.
   (4) when an individual member is deceased, or a corporate or organization member is dissolved
   (5) when all Legal Members have agreed

Article 13. Rights/Obligations and Refund of Paid Fees Following the Loss of Member Qualification

1. Any member who has lost member qualification shall lose their rights as a member, however he or she may not seek the refund of any admission or
membership fees already paid.

2. Any member who has lost member qualification shall however not be absolved from his or her unfulfilled obligations.

**Article 14. Lifetime Member**

Any individual Regular Member who continuously holds membership for fifty years or more, shall be given the status of Lifetime Member upon a resolution by a meeting of the Board of Directors.

**Article 15. Honorary Title**

The Institute may grant the title of Honorary Member upon a resolution by the General Meeting to those who have made a significant contribution to the achievement of the Institute’s objective, or those who have rendered remarkable services to the advancement and development of science, technology and art concerning architecture.

**Chapter 4. Representatives**

**Article 16. Representatives**

1. The Institute shall install the Representatives who shall be elected at a rate of one out of approximately 300 Regular Members.

2. The Representatives shall be the Legal Members under the Corporation Law.

3. The Representatives shall be elected from the Regular Members affiliated to their chapters as set forth in Article 3, by a vote of the said Regular Members. The Directors or the Board of Directors are not entitled to elect the Representatives.

4. Elections for the Representatives shall be held in accordance with the Regulations for Election of the Architectural Institute of Japan (hereinafter referred to as "Regulations for Election").

5. Half of the Representatives shall be elected every year.

6. The Representative’s term of office shall continue until the conclusion of the election for Representatives to be held two years following their election; provided however, in the event that any Representative has filed an action
against the Legal Members’ General Meeting for rescission of its resolution, dissolution, or action for pursuing liability, or dismissal of Officers, the Representative in question shall not lose his or her position as a Legal Member until any such action is concluded. Meanwhile, the Representative in question shall not have voting rights concerning the election or dismissal of Officers, or amendment to this Constitution.

7. Representatives may not be reappointed.

8. In the event that there is a vacancy which results in a shortfall in the number of the Representatives, such vacancy shall be filled with a Representative from those on a waiting list. The terms of office of such Representatives shall be the remaining term of his or her predecessor.

9. The Representatives shall lose their positions as Representatives, when they are disqualified as members as stipulated in Article 12.

Chapter 5. General Meetings

Article 17. Composition

1. The General Meeting shall be composed of all the Representatives.

2. The General Meeting set forth in the foregoing clause shall be the Legal Members’ General Meeting under the Corporation Law.

Article 18. Authority

The following matters shall be resolved at the General Meeting.
(1) Dismissal of a Member
(2) Election and dismissal of Directors and Auditors
(3) Remunerations for Directors and Auditors
(4) Annual report, balance sheet, statement of changes in net asset, and supplementary schedules thereof
(5) Acquisition and disposal of the principal property
(6) Activity plan, and the income/expenditure budget
(7) Amendment of this Constitution
(8) Dissolution of the Institute and disposition of the residual property
(9) Establishment, revision and abolition of regulations
(10) Election of an Election Committee Member
(11) Any other matters provided under laws and regulations, or this Constitution requiring resolution at the General Meeting.
Article 19. Types and Holding of General Meetings

1. The General Meeting consists of two types; the Ordinary General Meeting and the Extraordinary General Meeting.

2. The Ordinary General Meeting shall be held annually within three months following the end of the previous business year. The Ordinary General Meeting shall be the Ordinary Legal Members’ General Meeting under the Corporation Law.

3. The Extraordinary General Meeting shall be held as necessary.

Article 20. Convening of General Meetings

1. The General Meeting shall be convened by the President upon a resolution at a meeting of the Board of Directors unless otherwise provided for in laws and regulations.

2. The Representatives who have one-tenth or more of the voting rights of the total Representatives are entitled to demand a General Meeting by presenting to the President the matters that form the purpose and reason for convening the General Meeting.

3. To convene a General Meeting, a notice including date, time, place and subjects on the agenda shall be given to the Representatives, by mail or telegraphic means, at least two weeks prior to the said meeting.

4. A notice with the same description as that in the foregoing clause shall be given to the Regular Members through its publication in the Institute Journal.

Article 21. Chairperson

The General Meeting shall be chaired by the President.

Article 22. Voting Rights

1. The Representatives shall have one voting right each.

2. The Representatives may exercise their right to vote by written or electromagnetic means.
3. The Representatives may exercise their right to vote by another Regular Member as their proxy.

4. The Representatives who exercise their voting rights by the methods in the foregoing clauses 2 and 3 shall be deemed as having attended.

**Article 23. Resolution**

1. Unless otherwise provided for in laws and this Constitution, the resolution of the General Meeting shall require the attendance of the Representatives holding a majority of the voting rights of all the Representatives, and shall be passed by a majority of the Representatives present at the meeting.

2. Notwithstanding the foregoing clause, the following resolutions shall be passed by at least a two-thirds majority of the voting rights of all the Representatives;
   (1) Dismissal of a Member
   (2) Dismissal of an Auditor
   (3) Amendment of this Constitution
   (4) Dissolution of the Institute
   (5) Any other matters provided under laws and regulations

**Article 24. Minutes**

1. Minutes shall be prepared of the meeting proceedings pursuant to the laws and regulations.

2. The Chairperson, and two Representatives present at the meeting and designated by the Chairperson shall sign and set their seals on the minutes in the foregoing clause.

**Chapter 6. Officers**

**Article 25. Officers**

1. The Institute shall install the following Officers;
   (1) Directors: 29 minimum and 33 maximum
   (2) Auditors: Two

2. The Institute shall install one President and five Vice Presidents from among
the Directors.

3. The President and Vice Presidents in the foregoing clause shall be the Representative Directors under the Corporation Law, and all Directors other than the said President and Vice Presidents shall be the Operating Directors under the Corporation Law.

4. The Institute may install one Managing Director from among the Operating Directors, as the need arises.

**Article 26. Election of Directors and Auditors**

1. Directors and Auditors shall be elected from among the Regular Members upon a resolution by the General Meeting.

2. The President, Vice Presidents and Managing Directors shall be elected from among the Directors upon a resolution by a meeting of the Board of Directors.

3. Each Chapter may recommend one candidate for Director per chapter.

4. Directors and Employees may not concurrently assume the office of Auditor.

5. Among the Directors, the total number of those who are spouses, third degree relatives, and person(s) having a special relationship shall not exceed one-third of the total number of Directors.

**Article 27. Duty and Authority of Directors**

1. Directors shall constitute the Board of Directors and execute their duties in accordance with the provisions stipulated in laws and this Constitution.

2. The President shall represent the Institute and execute its operations.

3. The Vice Presidents shall assist the President and shall execute the operations of the Institute stipulated in the Bylaw. In the event that the President is absent due to unavoidable circumstances or his or her position is vacant, a Vice President shall act on his or her behalf based on the order of ranking specified in advance by the Board of Directors.

4. The Managing Director shall assist the President and Vice Presidents upon the President’s instruction, and shall administer operation of the overall affairs of the Institute, as well as executing operations entrusted by the Board
of Directors.

5. The Directors other than those stated in the clauses 2, 3 and 4, shall assist the President and Vice Presidents, and shall bear their share of the operations of the Institute stipulated in the Bylaw.

Article 28. Duty and Authority of Auditors

1. Auditors shall audit the execution of duties by Directors and prepare audit reports pursuant to laws and regulations.

2. Auditors may at any time request Directors and Employees to provide a report of activities, thereby investigating the status of the operations and finances of the Institute.

Article 29. Officers’ Terms of Office

1. The Officers’ terms of office shall continue until the conclusion of the Ordinary General Meeting for the last fiscal year which ends within two years from the time of their election.

2. Approximately half of the Vice Presidents, Directors and Auditors shall be renewed every year.

3. No Officers other than the Managing Director may be reappointed as an Officer in a position of the same category (President, Vice President, Director other than President and Vice President, and Auditor).

4. The term of office of a Director or Auditor who has been appointed to fill a vacancy, shall be the remaining term of his or her predecessor.

5. In the event that the number of Directors and/or Auditors set forth in Article 25 becomes short, due to expiration of their term of office or resignation, Directors and/or Auditors shall continue to have the rights and obligations of their office, even following such retirement until a newly elected person is inaugurated.

Article 30. Supplementation of Officers

In the event that a vacancy occurs for the position of Officer, it shall be supplemented in accordance with Article 26.
Article 31. Dismissal of Officers

Directors and/or Auditors may be dismissed upon a resolution by the General Meeting.

Article 32. Remuneration

Directors and Auditors shall serve without remuneration, except full-time Directors to whom remuneration may be provided within the gross amount stipulated by the General Meeting and calculated based on the standards for payment of the remuneration separately determined by the General Meeting.

Article 33. Partial Exemption from Liability for Damages to Officers

With respect to the damages set forth in Clause 1, Article 111 of the Corporation Laws, the Institute may exempt an Officer from liability for damages up to the limit of the exemption allowed in the provisions of Clause 1, Article 113 of the Corporation Law, when deemed necessary following consideration of the facts that caused the liability, the status of the execution of the duties of the said Officer and other circumstances, and in the event that the Officer is in good faith with no gross negligence concerning the performance of his or her duties, upon a resolution by a meeting of the Board of Directors.

Chapter 7. Board of Directors

Article 34. Composition

1. The Institute shall install a Board of Directors.

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

Article 35. Authority

The Board of Directors carry out the following duties.
(1) Decisions concerning execution of the Institute’s operations
(2) Supervision of Directors’ execution of duties
(3) Selection and removal of the President, Vice Presidents, Managing Director and Operating Directors
Article 36. Convening of Board of Directors' Meetings

Meetings of the Board of Directors shall be convened by the President.

Article 37. Chairperson

Meetings of the Board of Directors shall be chaired by the President.

Article 38. Resolution

Resolutions of the Board of Directors’ Meeting shall require attendance of a majority of the Directors except for those having a special interest in the resolution in question, and shall be passed by a majority of the Directors present.

Article 39. Omission of Resolution

In the event that Directors submit a proposal with respect to a matter which is the purpose of the resolution of the Board of Directors’ Meeting, and when all Directors who are entitled to participate in votes with respect to such proposal manifest their intention to agree to such proposal in writing or by means of Electromagnetic Records (except when the Auditors express an objection), it shall be deemed that the resolution to approve such proposal at the board of directors meeting has been made.

Article 40. Minutes

1. Minutes shall be prepared of the meeting proceedings pursuant to the laws and regulations.

2. The President, Vice Presidents and Auditor(s) present at the meeting shall sign and set their seals on the minutes in the foregoing clause.

Chapter 8. Assets and Accounting

Article 41. Basic Property

1. The property of the Institute shall be as stated under Annex.
2. The property shall be administered with due care of a prudent manager as specified separately by the General Meeting, in order to achieve the objective of the Institute. Disposition of the property shall require the approval of the General Meeting following a prior resolution passed at a meeting of the Board of Directors.

**Article 42. Fiscal Year**

The Institute’s fiscal year shall begin on the 1st of April every year and end on the 31st of March of the following year.

**Article 43. Property Management**

1. The management of the Institute’s property shall be administered by the President in the manner stipulated in the Regulations for Accounting of the Architectural Institute of Japan.

2. The Institute cannot make a distribution of surplus.

**Article 44. Activity Plan and Budget**

The activity plan and the income and expenditure budget of the Institute shall be prepared by the President no later than the day preceding the commencement of each fiscal year, and shall obtain the approval of the General Meeting following a resolution passed at a meeting of the Board of Directors.

**Article 45. Activity Report and Settlement of Accounts**

1. The following documents regarding the activity report and the settlement of accounts of the Institute shall be prepared by the President after the end of every fiscal year, and shall obtain the approval of the General Meeting following an audit by the Auditor and resolution passed at a meeting of the Board of Directors.
   (1) Activity report
   (2) Supplementary schedules of the activity report
   (3) Balance sheet
   (4) Statement of changes in net asset
   (5) Supplementary schedules of the balance sheet and statement of changes in net
2. The Institute shall give public notice of its balance sheet immediately after the conclusion of the Ordinary General Meeting in the foregoing clause.

Chapter 9. Amendment of this Constitution and Dissolution

Article 46. Amendment to this Constitution

This Constitution may be amended upon a resolution by the General Meeting.

Article 47. Dissolution

This Institute shall be dissolved upon a resolution by the General Meeting or in accordance with the reasons stipulated by laws and regulations.

Article 48. Residual Property

In the event that the Institute dissolves, the residual property which the Institute possesses shall be donated to a juridical person set forth in Item 17, Article 5 of the Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations, a national government or local government, following a resolution passed at the General Meeting.

Chapter 10. Annual Convention and Committees

Article 49. Annual Convention

The Institute shall hold the Annual Convention at least once every year by inviting all members, and include presentations of members' works and other events necessary for the achievement of the Institute's objective.

Article 50. Committees

1. The Institute shall organize committees required for the operation of the Institute's affairs and activities.

2. The Board of Directors shall decide on the creation or dissolution of the committees.
3. Committee Members shall be nominated by the President upon a resolution by a meeting of the Board of Directors.

Chapter 11. Secretariat

Article 51. Secretariat

1. The Institute shall install a Secretariat for the administration of its affairs.

2. The Secretariat shall have a Secretary General and necessary staff members.

3. Appointment and dismissal of staff members shall be implemented by the President upon a resolution by a meeting of the Board of Directors.

4. Labor agreements to be executed with staff members shall be implemented by the President upon a resolution by a meeting of the Board of Directors.

Chapter 12. Public Notice

Article 52. Means of Public Notice

The public notice of the Institute shall be given by means of an electronic public notice.

Chapter 13. Supplementary Rules

Article 53. Regulations and Rules

All regulations (“kisoku”) which may become necessary for the implementation of this Constitution shall be stipulated upon a resolution by the General Meeting, and all rules (“kitei”) at a meeting of the Board of Directors.

Additional Provisions

1. This Constitution shall come into force on the day of registration for the establishment of the general incorporated association, pursuant to Clause 1, Article 106 of the Act on the Maintenance of Related Laws according to
enforcement of the General Incorporated Associations and Foundations Act and the Act on the Authorization of Non-profit Associations and Non-profit Foundations (hereinafter referred to as "Maintenance Law") which is applied mutatis mutandis by making relevant changes in interpretation as specified in Clause 1, Article 121 of the said law.

2. The Officers at the time of incorporation of the Institute are as follows;

Representative Directors
Akira Wada (President)
Masaru Ozaki (Vice President)
Kiyoshi Shingu (Vice President)
Yuji Hasemi (Vice President)
Shuji Funo (Vice President)
Nobuo Mori (Vice President)

Managing Director
Yasumori Maki

Operating Directors
Akihito Aoi
Toshie Iwata
Motomu Uno
Masakazu Emoto
Makoto Osaki
Akira Okada
Yukihiro Kado
Satoru Kuno
Hisako Koura
Koji Kodama
Tsuyoshi Takada
Noriyuki Takahashi
Toru Takeuchi
Tsuyoshi Tachikawa
Reiji Tanaka
Koji Tokimatsu
Shinya Nishimura
Fumio Nohara
Shigeru Hioki
Yoshinobu Hirano
Kazutoshi Fujimoto
Osamu Hosozawa
Manabu Matsushima
Naomi Matsunaga
Takashi Yokota
Yasuko Yoshino

Auditors
Izuru Takewaki
Mitsumasa Midorikawa

3. The first Representatives following the coming into force of this Constitution shall be those elected by the last election for Representatives which was held while the Institute was still a special case juridical person ("tokurei-minpo-hojin"). The term of their office shall be the same as before.

4. When registering the dissolution of the Institute as a special case juridical person ("tokurei-minpo-hojin") and its establishment as a general incorporated association, pursuant to Clause 1, Article 106 of the “Maintenance Law” which is applied mutatis mutandis by making relevant changes in interpretation as specified in Clause 1, Article 121 of the said law, the day preceding the said registration of the dissolution shall be the last day of the fiscal year, and the day of the registration shall be the day of commencement thereof, notwithstanding the provision of Article 42 herein.

Annex

Land: 3,003.93 square meters
26-20, Shiba 5-chome, Minato-ku, Tokyo