General Incorporated Association
RWTH Alumni Association of Japan
Articles of Incorporation

Section 1. General Regulations

Name
Article 1. The name of this general incorporated association will be the RWTH Alumni Association of Japan.

Main business address
Article 2. The Association’s main office will be located in Minato-Ku, Tokyo.

Purpose
Article 3. The purpose of the Association is to promote contact and fellowship among alumni, graduates, faculty members of the RWTH Aachen University (hereinafter called “University”) and those supporting the development of the University and assist the University Alumni Association in achieving its mission, for which following activities will be performed:

1. promote contact and fellowship among the Club members;
2. publish information, such as through journals or homepage
3. support orientation and integration into the Japanese culture and job market
4. promote German-Japanese research projects
5. exchange with the University through grants, awards and collaboration
6. promote cooperation between University and Japanese universities as well as educational-industrial complex
7. conduct business that is incidental or related to the previous items

Public notices
Article 4. Public notices from the Association will be made via electronic public notice.

一般社団法人
アーヘン工科大学日本アルムニ会
定款

第１章　総則

（名称）
第１条 当法人は、一般社団法人アーヘン工科大学日本アルムニ会（英文名：RWTH Alumni Association of Japan）と称する。

（主たる事務所等）
第２条 当法人は、主たる事務所を東京都港区に置く。

（目的）
第３条 当法人は、ドイツ・アーヘン工科大学（以下「大学」という）の卒業生及び修了者並びに教職員及び教職員として勤務した者並びに大学の発展に協賛する者相互の親睦を図り、大学アルムニ会の目的及び経営の遂成に寄与する事を目的とし、その目的に資するため、次の事業を行う。

1. 会員相互の親睦を図るための事業
2. 会報・ホームページ等を通じた情報発信を行うための事業
3. 会員の日本社会への適応支援、就職支援に資する事業
4. 日独間の研究プロジェクトの奨励と推進
5. 大学との交流に対する奨励、助成、支援
6. 大学と国内研究機関及び産学との連携への協力に関する事業
7. 前各号に掲げる事業に附帯又は関連する事業

（公告）
第４条 当法人の公告は、電子公告により行う。
Appointment of officers

Article 5. The Board of Directors and Auditors will be appointed to the Association.

Section 2. Members

Classification

Article 6. The members of this Association are classified under the following three groups, out of which Full Member is a member in accordance with the Law pertaining to General Incorporated Foundations (hereinafter referred to as the “General Corporation Law”).

1. Full Member: Inducted individuals or organizations consenting to the purpose of this Corporation.
2. Affiliate Member: Inducted individuals or organizations supporting the activities of this Corporation.
3. Honorary Member: An individual who has performed distinguished service for this Association or a literate individual recommended during a General Meeting of Members.

Induction

Article 7. Parties who wish to join as Full Members or Affiliate Members must make an application for membership using form prescribed separately by the Association and receive the approval of a Representative Director.

Induction fees and membership fees

Article 8. Full Members must pay induction and membership fees determined separately in the General Meeting of Members.
2. Affiliate members must pay the affiliate membership fees determined separately in the General Meeting of Members.
3. Any exception to the preceding two provisions are to be determined by the Board of Directors.

第5条 当法人は、理事会及び監事を置く。

第2章 会員

（種別）

第6条 当法人の会員は、次の3種とし、正会員をもって一般社団法人及び一般財団法人に関する法律（以下「一般法人法」という。）上の社員とする。

（1）正会員 当法人の目的に従って入会した個人又は団体
（2）賛助会員 当法人の事業を賛助するため入会した個人又は団体
（3）名誉会員 当法人に功労のあった者又は学識経験者で社員総会において推選された者

（入会）

第7条 正会員又は賛助会員として入会しようとする者は、当法人所定の様式により申し込み、代表理事の承認を受けなければならない。

（入会金及び会費）

第8条 正会員は、社員総会において別に定める入会金及び会費を納入しなければならない。
2. 賛助会員は、社員総会において別に定める賛助会費を納入しなければならない。
3. 前二項の規定の例外については、理事会が決定する。

（任意退会）

第9条 会員は、あらかじめ事業年度末1カ月以上前に理事会において当法人所定の様式を当法人に提出することにより、事業年度の終わりにおいて退会することができる。

（除名）

第10条 会員が次のいずれかに該当するに至ったときは、社員総会の決議によって当該会員を除名することができる。

（1）この定款その他の規則に違反したとき。
（2）当法人の名誉を傷つけ、又は目的に反する行為をしたとき。
Voluntary withdrawal

Article 9. Members may withdraw from the Association by submitting a notice of withdrawal specified separately by the Association to the Association at least one month before the end of the financial year.

Expulsion

Article 10. A member may be expelled when any of the following applies based on a resolution of a General Meeting of Members.

1. In the event of a violation of these Articles of Incorporation or other rules.
2. Damaging the reputation of the Association or acting in contrary to the goals.
3. Other reasons that would merit expulsion.

Loss of membership

Article 11. A member may lose that status of member when any of the following apply.

1. When dues have not been paid after a period of 2 consecutive years.
2. In the event of death or dissolution.

Section 3. General meetings

General Meeting of Members

Article 12. Meetings of members of this Association can be ordinary or extraordinary. Ordinary meetings are held within 6 months after the closing of the business year and extraordinary meetings are held as required.

Organization

Article 13. The general meeting consists of Full Members.
2. The voting rights at a general meeting will be one vote per each Full Member.
Summonsing

Article 14. A General Meeting of Members is convened when called by the Chairman Of The Board after being determined by the Board of Directors.

Chairman of the general meeting

Article 15. The Chairman of the general meeting will be the Chairman Of The Board. In the event of an impediment to the Chairman such as an accident the members will elect a Chairman of the general meeting from among the attending directors during a general meeting.

Decisions

Article 16. A resolution of a General Meeting of Members is passed by a majority vote of Full Members attending a meeting with at least half of the Full Members with voting rights in attendance, excluding cases where separate procedure is established by Law.

Section 4. Officers

Appointment of officers

Article 17. The following officers will be appointed to the Association.

(1) Directors 3 or more
(2) Auditors 2 or less
2. Of the Directors, up to 4 will be Representative Directors.
3. Of the Representative Directors one person will be made the Chairman of the Board.
4. The Board of Directors can make selections of those to be named from the Board to conduct activities on behalf of the Association under the title of Managing Director.

第4章 役員等

（役員の設置等）
第17条 当法人に、次の役員を置く。
1) 理事 3名以上
2) 監事 2名以内
2 理事のうち、4名以内を代表理事とする。
3 代表理事の1名を会長とする。
4 理事会、必要に応じ理事の中から当法人の業務を執行する理事として常務理事若干名を選定することができる。

（選任等）
第18条 理事及び監事は、社員総会の決議によって選任する。
2 会長及び業務執行理事は、理事会の決議によって理事の中から定める。
3 理事のうち、理事のいずれかの1名とその配偶者又は3親等内の親族その他特別の関係にある者の合計数は、理事総数の3分の1を超えてはならない。監事についても、同様とする。
4 他の同一の団体（公益法人を除く）の理事又は使用人である者の他これに準ずる相互に密接な関係にある者である理事の合計数は、理事の総数の3分の1を超えてはならない。監事についても、同様とする。

（理事の職務権限）
第19条 代表理事は、当法人を代表し、その業務を執行する。
2 常務理事は、当法人の業務を分担執行する。

（任期）
第20条 理事の任期は、選任後2年以内に終了する事業年度のうち最終のものに関する定時社員総会の終結の時までとし、再任を妨げない。
2 監事の任期は、選任後2年以内に終了する事業年度のうち最終のものに関する定時社員総会の終結の時までとする。
Elections

Article 18. Directors and Auditors are appointed based on a resolution of the General Meeting of Members.

2. The Chairman and Managing Directors will be selected from the Directors based on a decision by the Board of Directors.

3. No more than one third of the total number of the Association's Directors may be family members, third degree relatives or have a special relationship with any individual director. The same applies to auditors.

4. No more than one third of the total number of the Association's Directors may have a close relationship with the directors, staff, or any equivalent position in another similar organization (excluding public service corporations). The same applies to auditors.

Directors' duties and authority

Article 19. The Representative Director will represent the Association and carry out its business.

2. The Managing Director will execute part of the Association's business.

Term of office

Article 20. The Director's term of office concludes at the time of the scheduled General meeting of the members before the end of the business year two years after appointment, but shall not preclude reappointment.

2. The Auditors' term of office concludes at the time of the scheduled General Meeting of Members before the end of the business year within two years after appointment.

3. The term of office of the Director or Auditor chosen to fill a vacancy shall be the remaining term of office of the predecessor.

Remuneration

Article 21. Remuneration of officers, bonuses or other consideration for the performance of duties from profit garnered from the assets of the Association (hereinafter referred to as the "remuneration") will be decided by a resolution of the General Meeting of Members.

3. 補欠として選任された理事又は監事の任期は、前任者の任期の満了する時までとする。

(報酬等)

第21条 役員の報酬、賞与その他の職務執行の対価として当法人から受ける財産上の利益（以下「報酬等」という）は、社員総会の決議をもって定める。

(取引の制限)

第22条 理事が次に掲げる取引をしようとする場合は、その取引について重要な事実を開示し、理事会の承認を得なければならない。

① あらかじめ当法人の事務の報告に属する取引

② あらかじめ当法人との取引

③ 当法人がその理事の債務を保証することその他理事以外の者の間における当法人とその理事との利益が相反する取引

(名誉会長及び顧問)

第23条 当法人に、名誉会長及び若干名の顧問を置くことができる。

2. 名誉会長及び顧問は、会員の中から、理事会において任期を定めた上で選任する。

3. 名誉会長及び顧問は、無報酬とする。ただし、その職務を行うために要する費用の支払をすることができる。

(名誉会長及び顧問の職務)

第24条 名誉会長及び顧問は、会長の諮問に応え、会長に対し、意見を述べることができる。

第5章 理事会

(種類及び開催)

第25条 理事会は、通常理事会及び臨時理事会の2種とする。

2. 通常理事会は、毎年2回開催する。

3. 臨時理事会は、次の各号の一に該当する場合に開催する。
Restrictions on activities

Article 2. Directors must disclose the relevant details and obtain approval of the Board of Directors in the event they intend to undertake the following activities.

(1) Transactions classified as Association activities on the behalf of oneself or a third party.
(2) Transactions with the Association on the behalf of oneself or a third party.
(3) Activities counter to the generation of profit by the Association between directors and parties other than the directors where the debt of its directors is guaranteed.

Honorary Chairman and Advisors

Article 3. The title of Honorary Chairman and Advisor may be granted within this Association.

2. Honorary Chairman and Advisors are selected from among the members and terms of service and appointments are ratified by the Board of Directors.

3. Honorary Chairman and Advisors do not receive payment. However, it is possible to pay for expenses incurred during the performance of duties.

Duties of the Honorary Chairman and Advisors

Article 4. The Honorary Chairman and Advisors can provide opinions to the Chairman in response to consultation from the Chairman.

Section 5. The Board of Directors

Classification and appointment

Article 5. There are two types of meetings of the Board of Directors, normal and extraordinary.

2. Normal meetings of the Board of Directors are held twice a year.

3. An Extraordinary Meeting of the Board of Directors will be held in the event of any of the following items.
   (1) If deemed necessary by the Chairman.
   (2) If there is a request for the Chairman to convene a meeting in writing detailing the
purpose of the meeting from a director other than the Chairman.

1) If considered necessary by the Auditor who makes a request to the Chairman to convene a meeting.

**Summonsing**

Article 2 6. The Board of Directors will be summoned by the Chairman.

2. In the event the Chairman is missing or suffers an accident each Director will summon the Board of Directors.

**Decisions**

Article 2 7. Decisions by the Board of Directors are made by a majority vote when more than half of all members are in attendance, excluding Directors with a vested interest in the decision.

2. A decision by the Board of Directors will be deemed to have been made when the requirements of Article 96 of the Act on General Incorporated Associations are met, irrespective of the provisions of the preceding paragraph.

**Meeting minutes**

Article 2 8. Minutes will be created for points discussed during meetings of the Board of Directors as established by the provisions of the Law and regulations which must be signed, stamped or affixed with digital signature by attending Directors and Auditors.

**Section 6. Funds**

**Contribution to the Fund**

Article 2 9. The Association will be able to request the contribution of funds from members or third parties.

**Collection of funds**

Article 3 0. The procedure for the collection, allocation, and payment of funds will be decided by the Board of Directors.

(基金の返還の手続き)

第３２条 基金の返還の手続きについては、基金の返還を行う場所及び方法その他の必要な事項を清算人において別に定めるものとする。

第７章 計算

(事業年度)

第３３条 当法人の事業年度は、毎年１月１日から２月２８日までの年１期とする。

(剰余金の分配の禁止)

第３４条 当法人の剰余金は、これを一切分配してはならない。

(残余財産の帰属等)

第３５条 当法人が清算をする場合において有する残余財産は、社員総会の決議を経て、公益認定法第５条第１７号に掲げる法人又は団、地方公共団体若しくは公益社団法人、公益財団法人に贈与するものとする。

第１２章 附則

(最初の事業年度)

第３６条 当法人の設立初年度の事業年度は、当法人の成立の日から平成２９年１２月３１日までとする。

(設立時役員等)

第３７条 当法人の設立時役員は、次のとおりである。

設立時理事 △△△△
設立時理事 ○○○○
設立時理事 ○○○○
Rights of Contributors to the Fund

Article 3.1. Funds contributed are not returned until the dissolution of the Association.

Procedure for the return of funds

Article 3.2. The procedure for the return of funds will be determined separately by the liquidator according to the location, methods, and other requirements relating to the funds that are to be returned.

Section 7. Accounting

Business year

Article 3.3. The Association's business year is a period of one year beginning on the first of January of each year and terminating on the thirty-first of December.

Prohibition of the distribution of surplus funds

Article 3.4. No part of any surplus generated by the Association should be distributed.

Attribution of residual assets

Article 3.5. In the event of the liquidation of the Association, residual assets will be donated to a corporation stipulated in Article 5 Item 17 of the Public Interest Recognition Act or a national or local public entity or a Public Interest Incorporated Association or a Public Interest Incorporated Foundation by resolution of a general meeting of the members.

Section 12. Supplementary regulations

First business year

Article 3.6. The Association's first financial year will be established as the period beginning on date of foundation and terminating on the thirty-first of December 2017.
Founding officers

Article 3 7. The Association’s officers at the time of foundation are as follows:

- Founding Director
  - XXXX
- Founding Director
  - 
- Founding Director
  - 
- Founding Director
  - 
- Founding Director
  - 
- Founding Representative Director
  - XXXX
- Founding Auditor
  - 

The names and addresses of members at the time of foundation

Article 3 8. The names and addresses of members at the time of foundation are as follows:

<table>
<thead>
<tr>
<th>Founding member</th>
<th>1</th>
<th>Address</th>
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<td>3</td>
<td>Address</td>
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<td></td>
<td></td>
<td>Name</td>
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Legal compliance

Article 3 9. All matters not set for in these Articles of Incorporation shall be subject to the

General Corporate Law and other regulations.