

Articles of Association

Japan Association for Working Environment Measurement

Chapter 1: General Provisions

(Name)

Article 1: The name of this Juridical Person shall be the Japan Association for Working Environment Measurement (hereinafter referred to as JAWE).

(Place of business)

Article 2: The major place of business of JAWE shall be located at 4-4-5 Shiba, Minato-ku, Tokyo.

2. JAWE shall be allowed to set up secondary places of business based on resolutions passed by the Board of Directors.

(Purpose)

Article 3: JAWE, as a Juridical Person established, based on the provisions of Article 39 of the Working Environment Measurement Law (hereinafter referred to as “the Law”), shall provide guidance to and communication with JAWE Members so as to maintain the dignity of hygienists in the field of working environment measurement, to help and improve the activities of hygienists in the field of working environment measurement and working environment measurement agencies.

(Operations)

Article 4: JAWE shall engage in the following activities in order to fulfil the Purpose mentioned in the preceding Article. :

- (1) Holding of training institutes and other events related to working environment management based on implementation of working environment measurement and the results of said measurement (in this Article, hereinafter referred to as “working environment measurement, etc.”).
- (2) Collection and offer of information related to working environment measurement, etc.
- (3) Conduct of surveys and researches on working environment measurement, etc., and extension of the results of said surveys and researches.
- (4) Technical guidance and other support (such as accuracy control, itinerant instruction, etc.) related to working environment measurement, etc.
- (5) Publication of organs as well as books and documents on working environment measurement, etc.

- (6) Registration of hygienists in the field of working environment measurement that have been designated by the national government based on the Law.
- (7) Communication and cooperation with related academic societies, etc., both in Japan and abroad.
- (8) Cooperation with government policy related to working environment measurement, etc.
- (9) Other activities necessary to fulfil the JAWE Purpose

(List of JAWE Members)

Article 5: JAWE shall prepare a list of JAWE Members.

2. The list of JAWE Members shall include Members' names or titles, addresses, and other necessary information.

Chapter 2: JAWE Members

(Classification of JAWE Members)

Article 6: JAWE Members shall be classified into following 2 types:

- (1) Full Members
 - a. Hygienists in the field of working environment measurement
 - b. Working environment measurement agencies
 - c. Agencies designated by the Minister of Health, Labour, and Welfare in accordance with the provision of the conditional clause of Paragraph 2 of Article 3 of the Law
 - d. Persons or agencies conducting working environment measurement in designated workplaces stipulated in Item (3) of Article 2 of the Law

- (2) Supporting Members

Individual persons or Juridical persons (excluding the persons and agencies mentioned in the preceding Item) that have joined JAWE in support of the JAWE Purpose.

(Admission)

Article 7: Persons wishing to join JAWE shall submit an application form, which shall be established separately by the President following resolution by the Board of Directors to the President along with the admission fee.

2. The Executive Board of Directors shall make decisions regarding approval or disapproval of the application based on standards separately established by the Board of Directors, and shall report the results of these decisions to the Board of Directors for approval, and the decisions shall be approved by the Board of Directors.

(Withdrawal from membership)

Article 8: In the event that a Member desires to leave JAWE, said Member shall submit a resignation form to the President at least 1 month prior to his or her withdrawal.

2. The Member shall be considered to have withdrawn from JAWE if any of the following conditions apply:
 - (1) The Member's registration as a hygienist in the field of working environment measurement is withdrawn based on the provisions of Article 12 of the Law.
 - (2) The Member's registration as a working environment measurement agency is withdrawn based on the provisions of Paragraph 2 of Article 12 which applies mutatis mutandis to Paragraph 2 of Article 34 of the Law.
 - (3) The Member dies or dissolves.
 - (4) The Member does not pay his or her dues for a period of one year or more after the prescribed deadline.

(Dismissal)

Article 9: In the event that a Member harms the reputation of JAWE or engages in conduct that is in violation of the JAWE Purpose, JAWE may order the dismissal of said Member if a vote taken by Full Members in a General Meeting is in favour of dismissal by a margin of two thirds or more. In this case, the Member facing dismissal shall be given the opportunity to offer an explanation of his or her actions prior to the decision of the General Meeting.

(Admission fee and dues)

Article 10: Members shall make payment of admission fees and dues that are to be separately established at a General Meeting.

(Non-reimbursement of payments)

Article 11: JAWE shall not make any reimbursements of admission fees, dues, and other payments it has received from Members.

Chapter 3: Executive Officers, Advisor, and Consultant

(Executive Officers)

Article 12: The following Executive Officers shall be positioned in JAWE:

- (1) President: 1 person**
 - (2) Vice Presidents: 3 persons or less**
 - (3) Executive Director: 1 person**
 - (4) Managing Directors no less than 7 and no more than 10 persons**
 - (5) Directors: (Including the President, Vice Presidents, Executive Director, Senior Managing Director and Managing Directors): no less than 37 and no more than 42 persons**
 - (6) Inspectors: no less than 2 persons**
2. If necessary, one Senior Managing Director may be positioned in JAWE, within the fixed number of Directors which is approved under the provision of the proceeding paragraph.

(Appointment of Executive Officers)

Article 13: The President, Vice Presidents, Directors, and Inspectors shall be appointed in General Meetings.

2. The Executive Director, Senior Managing Director, and Managing Directors shall be designated by the President from among the Directors.
3. No person may concurrently serve as a Director and an Inspector.

(Duties of Executive Officers)

Article 14: The President shall represent JAWE and have control of JAWE's activities.

2. The Vice President shall assist the President, and, in accordance with instructions previously issued by the President, shall act on behalf of the President when the president should be vacant, suffer illness or accident or otherwise to be unable to perform his or her duties.
3. The Executive Director shall assist the President and Vice President, and shall take responsibility for daily affairs.
4. The Senior Managing Director shall undertake daily affairs based on resolutions issued by the Board of Directors.
5. The Managing Directors shall comprise the Executive Board of Directors, which

shall carry out administration of JAWE activities based on resolutions of the Board of Directors.

6. The Directors shall comprise the Board of Directors, which shall carry out administration of JAWE activities.
7. The Inspectors shall engage in activities that are stipulated in Article 59 of the Civil Code.

(Term of office of Executive Officers)

Article 15: The term of office of Executive Officers shall be 2 years. However, the term of office of substituting Executive Officers shall be the period remaining in their predecessor's term of office.

2. Executive Officers may be reappointed to their positions.
3. Even in instances where an Executive Officer's term of office has expired, he or she must continue fulfilling the duties of his or her position until his or her successor assumes office.

(Dismissal of Executive Officers)

Article 16: In the event that an Executive Officer harms the reputation of JAWE or engages in conduct that is in violation of the JAWE Purpose, JAWE may order the dismissal of said Executive Officer if a vote taken by Full Members in a General Meeting is in favour of expulsion by a margin of two thirds or more. In this case, the Executive Officer facing dismissal shall be given the opportunity to offer an explanation of his or her actions prior to the decision of the General Meeting.

2. The Executive Officer that has been dismissed in accordance with the provisions of the preceding Paragraph shall be notified of his or her dismissal

(Advisor and Consultant)

Article 17: The President may assign an Advisor or Consultant, through resolution issued by the Board of Directors, if he or she feels said person is necessary for fulfilment of the JAWE Purpose.

2. The Advisor shall supply advice to the President on important matters related to JAWE administration.
3. The Consultant shall offer his or her opinions to the President with regard to items connected with management of JAWE administration.
4. Both the Advisor and Consultant shall have a term in office of 2 years. However,

no limitations shall be placed on reappointment.

(Remuneration)

Article 18: Full-time Executive Officers shall be permitted to receive remuneration.

Chapter 4: General Meetings

(Types of General Meetings)

Article 19: The General Meetings of JAWE shall be classified into 2 types: Ordinary General Meetings and Provisional General Meetings.

(Composition)

Article 20: Full Members shall participate in General Meetings

(Authority)

Article 20-2: Resolutions on important items related to the operation of JAWE in addition to items stipulated separately in these Articles of Association shall be issued at General Meetings.

(Convening of General Meetings)

Article 21: Ordinary General Meetings shall be convened once annually and within 2 months of the end of a particular fiscal year.

2. Provisional General Meetings shall be convened in the following instances:

- (1) When the Board of Directors deems that a Provisional General Meeting is necessary.**
- (2) When one third or more of all Full Members request convening of a Provisional General Meeting in a written document that explains the purpose of the Meeting.**
- (3) When the Inspectors call a Provisional General Meeting based on the provisions of Item (4) of Article 59 of the Civil Code.**
- (4) Any other time that the President deems that a Provisional General Meeting is necessary.**

(Calling of General Meetings)

Article 22: Excluding the case stipulated in Item (3) in Paragraph 2 of the preceding Article, the President is responsible for calling General Meetings.

2. The President must call Provisional General Meetings within a period of 1 month from the date that the action stipulated in Paragraph 2 of the preceding Article occurred.
3. When calling a General Meeting, the date, hour, place, purpose, and items of deliberation must be announced by written document no later than 14 days prior to the date of the General Meeting.

(Chairperson)

Article 23: The President shall serve as the Chairperson of General Meetings. However, based on the provisions of Item (3) in Paragraph 2 of Article 21, a Full Member from among the Members attending a Provisional General Meeting is appointed as the Chairperson.

(Quorum)

Article 24: A General Meeting cannot be convened unless a majority of Full Members are in attendance.

(Resolutions)

Article 25: Other than the provisions that are stipulated by these Articles of Association, items of business for General Meetings shall be determined by a majority vote among attending Full Members. In the event that votes are split, the Chairperson shall cast the deciding vote.

(Written balloting, etc.)

Article 26: In the event that a Full Member cannot attend a General Meeting due to unavoidable circumstances, said Full Member may submit a written ballot on issues announced prior to the General Meeting, or he or she may entrust another Full Member to serve as his or her representative in voting.

2. With regard to application of the Provisions of Article 23 and Article 24 above in the case of the preceding Paragraph, it shall be considered that said Full Member has attended the General Meeting.

(Minutes)

Article 27: Minutes of General Meetings that cover the following items, shall be prepared and preserved by JAWE.

- (1) Date, hour and place
 - (2) Current number of Full Members and number of persons that attended the General Meeting (In the event that Full Members have issued written ballots or have utilized representatives in balloting, the number of said Full Members shall be recorded.)
 - (3) Items of deliberation and resolutions
 - (4) Outline of deliberations and their results
 - (5) Items related to appointment of witnesses
2. The Chairperson and at least 2 Full Members that attended the General Meeting and who were appointed as witnesses shall sign and impress their seals on the Minutes.

Chapter 4-2: Board of Directors

(Composition)

Article 27-2: The Directors shall form the Board of Directors.

(Authority)

Article 27-3: The Board of Directors shall make decisions on the following items that are covered separately by these Articles of Association.

- (1) Items to be discussed in General Meetings
- (2) Items related to execution of items decided in General Meetings
- (3) Other items related to execution of JAWE affairs that do not require resolutions issued by General Meetings

(Types and convening of Board of Directors meetings)

Article 27-4: There shall be 2 types of the Board of Directors meetings: Ordinary Meetings and Provisional Meetings.

2. Ordinary Meetings shall be held twice annually.
3. Provisional Meetings shall be held if either of the following conditions apply:
 - (1) When the President deems that a Provisional Meeting is necessary

- (2) When one third or more of all current Members of the Board of Directors requests convening of a Provisional Meeting in a written document that explains the purpose of the Meeting.

(Calling of Board of Directors Meetings)

Article 27-5: The President is responsible for calling a Board of Directors Meetings.

2. In the event that a Provisional Meeting is called for under the provisions of Item (2) in Paragraph 3 of the preceding Article, the President must call the Provisional Meeting within a period of 14 days from the date of this action.
3. When calling a Board of Directors Meeting, the date, hour, place, purpose, and items of deliberation must be announced by written document no later than 7 days prior to the date of the General Meeting.

(Chairperson)

Article 27-6: The President shall serve as the Chairperson of the Board of Directors Meetings.

(Quorum, etc.)

Article 27-7: The provisions of Articles 24 to 27 shall apply mutatis mutandis to the Board of Directors Meetings. In this case, the term “General Meeting” shall read as “Board of Directors Meeting”, and the term “Full Member” shall read as “Director”.

Chapter 4-3: Executive Board of Directors

(Composition)

Article 27-8: The President, Vice Presidents, Executive Director, Senior Managing Director, and Managing Directors shall form the Executive Board of Directors.

(Authority)

Article 27-9: The Executive Board of Directors shall make decisions, in addition to the items that are covered separately by these Articles of Association, on

items that are entrusted to it by the Board of Directors, require immediate decision, or are otherwise connected with the operation of JAWE.

(Convening of Executive Board of Directors Meetings)

Article 27-10: The Executive Board of Directors shall meet in either of the following 2 cases:

- (1) When the President deems that an Executive Board of Directors Meeting is necessary.
- (2) When one third or more of persons currently included as The President, Vice Presidents, Executive Director, Senior Managing Director, and Managing Directors request that an Executive Board of Directors Meeting shall be convened.

(Calling of Executive Board of Directors Meetings, etc.)

Article 27-11: The President is responsible for calling the Executive Board of Directors Meetings.

2. In the event that an Executive Board of Directors Meeting is called for under the provisions of Item (2) of preceding Article, the President must call the Executive Board of Directors Meeting within a period of 14 days from the date of this action.
3. The items that are decided by the Executive Board of Directors shall be reported to the Board of Directors and approved by it, and if the Board of Directors does not approve said Items, they shall lose hereafter their validity.
4. The President shall serve as the Chairperson of Executive the Board of Directors Meetings.

(Notification, etc.)

Article 27- 12: The provisions of Articles 24 to 27 shall apply mutatis mutandis to the Executive Board of Directors Meetings. In this case, “General Meeting” shall read as “the Executive Board of Directors Meeting”, and “Full Member” shall read as “the President, Vice Presidents, Executive Director, Senior Managing Director, and Managing Directors”.

Chapter 5: Sectional Meetings and Committees

(Sectional Meetings)

Article 28: The President shall have the right to form Sectional Meetings that consider specified items through resolutions passed by the Board of Directors.

2. The Board of Directors shall determine items related to the Sectional Meetings.

(Committees)

Article 29: The President shall have the right to form Committees through resolutions passed by the Board of Directors.

2. The Board of Directors shall determine items related to the Committees.

Chapter 6: Assets and Accounting

(Assets)

Article 30: The assets of JAWE shall consist of the following items:

- (1) Entrance fees and dues
 - (2) Contributions
 - (3) Income gained from assets
 - (4) Income gained from operations
 - (5) Other income
2. The assets of JAWE shall be managed by the President based on items established by the Board of Directors.

(Expenses)

Article 31: Expenses of JAWE shall be paid using the assets of JAWE.

(Operations planning and budgeting of revenue and expenditure)

Article 32: The President shall prepare operations plans and budgets for revenue and expenditure, through resolutions of the Board of Directors, prior to the beginning of each fiscal year. These plans and budgets must be submitted for approval to a General Meeting.

2. If the General Meeting mentioned in the preceding Paragraph is held after the

beginning of said fiscal year, revenue and expenditure shall be handled using the budget for revenue and expenditure of the previous fiscal year as a guide during the interim.

(Settlement of accounts)

Article 33: The President must prepare an operations report, revenue and expenditure account statement, a statement of increase or loss in accounting capital, and a balance sheet, through resolutions of the Board of Directors, within 2 months of the end of the fiscal year. These items must be submitted for approval to a General Meeting after inspection by the Inspector.

(Disposal of Surplus Funds)

Article 34: In the event that surplus funds emerge following settlement of accounts for revenue and expenditure as mentioned in the preceding Article, these fund shall be carried into the next fiscal year through resolutions passed at a General Meeting.

(Fiscal year)

Article 35: The JAWE fiscal year shall begin each year on 1, April and end on 31, March of the following year.

Chapter 7: Branches

(Branches)

Article 36: JAWE shall have the right to establish Branches through resolutions passed at General Meetings.

2. The Board of Directors shall determine items related to the Branches.

Chapter 8: Secretariat

(Secretariat)

Article 37: A Secretariat shall be established within JAWE, and a Secretary-

General and staff members shall be assigned to the Secretariat.

2. The President shall be responsible for assignment and dismissal of the Secretary-General and staff members.
3. The President shall determine necessary items related to the Secretariat through resolutions passed by the Board of Directors.

Chapter 9: Training Centre

(Training Centre)

Article 38: A Training Centre shall be established within JAWE, and a Director and staff members shall be assigned to the Training Centre.

2. The President shall be responsible for assignment and dismissal of the Director and staff members.
3. The President shall determine necessary items related to the Training Centre through resolutions passed by the Board of Directors.

Chapter 10: Accuracy Control Centre

(Accuracy Control Centre)

Article 39: An Accuracy Control Centre shall be established within JAWE, and a Director and staff members shall be assigned to the Accuracy Control Centre.

2. The President shall be responsible for assignment and dismissal of the Director and staff members.
3. The President shall determine necessary items related to the Accuracy Control Centre through resolutions passed by the Board of Directors.

Chapter 11: Revisions to the Articles of Association

(Revisions to the Articles of Association)

Article 40: Revisions to these Articles of Association will not be permitted unless

two thirds or more of the Full Members of a General Meeting approve said revisions and the Ministry of Health, Labour, and Welfare endorses said revisions.

Chapter 12: Dissolution

Article 41: JAWE shall be dissolved based on the provisions of Item (2) to (4) in Paragraph 1 of Article 68 and Paragraph 2 of said Article, of the Civil Code.

2. In the event that JAWE shall be dissolved based on a resolution of a General Meeting as stipulated in Item (1) in Paragraph 2 of Article 68 of the Civil Code, two thirds or more of the Full Members attending to General Meeting must agree with this action.

(Disposal of remaining assets)

Article 42: Assets remaining after dissolution of JAWE shall be put toward purposes similar to the items stipulated in the JAWE Purpose through resolutions passed by a General Meeting and with the consent of the Ministry of Health, Labour and Welfare.

(Settler of accounts)

Article 43: The President shall serve as the settler of accounts in the event that is JAWE dissolved.

Chapter 13: Miscellaneous Rules

(Formulation of regulations)

Article 44: The President shall separately determine necessary items related to enforcement of these Articles of Association through resolutions passed by the Board of Directors.

(Information disclosure)

Article 45: The following documents and materials on JAWE operations, assets,

etc., shall be placed in major places of operation. In general, these documents and materials shall be open to the public.

- (1) Articles of Association
- (2) List of Executive Officers
- (3) List of Full Members
- (4) Operations Reports
- (5) Revenue and Expenditure Account Statements
- (6) Statements of Increase or Loss in Accounting Capital
- (7) Balance Sheets
- (8) Inventories of Assets
- (9) Operations Plans
- (10) Budgets for Revenue and Expenditure

Supplementary Provisions

1. These Articles of Association shall take effect on the date when they are approved by a competent authority (1, December, 1979).
2. Regardless of the provisions of Paragraph 1 of Article 13, Executive Officers of JAWE at the time of its establishment shall be as indicated on the separate list of Executive Officers. Regardless of the provisions of the text other than conditional clause of Paragraph 1 of Article 15, the Term in Office of Executive Officers shall begin on the date when the Articles of Association are approved and shall extend until persons appointed to the Executive Officer positions in the Ordinary General Meeting to be held in FY1980 begin their duties, based on the provisions of Paragraph 1 of Article 21.
3. Regardless of the provisions of Article 35, the inaugural JAWE fiscal year following its establishment shall begin on the day when JAWE establishment is approved and shall extend until 31, March, 1980.
4. Regardless of the provisions of Article 10 and Article 32, operations plans, the budget for revenue and expenditures, entry fee, and dues shall be determined at the inaugural General Meeting.

Supplementary Provisions

These revised provisions of Articles of Association shall become effective within 6 months of the date of their approval by a competent authority (17, September, 1980).

Supplementary Provisions

These revised provisions of Articles of Association shall become effective from the date of their approval by a competent authority (26, July, 1983).

Supplementary Provisions

These revised provisions of Articles of Association shall become effective from the date of their approval by a competent authority (18, August, 1986).

Supplementary Provisions

These revised provisions of Articles of Association shall become effective from the date of their approval by a competent authority (10, November, 1989).

Supplementary Provisions

These revised provisions of Articles of Association shall become effective from the date of their approval by a competent authority (10, June, 1991).

Supplementary Provisions

These revised provisions of Articles of Association shall become effective from

the date of their approval by a competent authority (18, October, 1993).

Supplementary Provisions

These revised provisions of Articles of Association shall become effective from the date of their approval by a competent authority (22, March, 2002).

Supplementary Provisions

These revised provisions of Articles of Association shall become effective from the date of their approval by the Minister of Health, Labour and Welfare (16, June, 2003).