



Constitution of International Press-in Association

CHAPTER I General

Article 1 - Name

The name of this Association will be the International Press-in Association, hereafter known as the Association.

Article 2 - Office

This Association will be located at 1-3-28 Ariake, Koto-ku, Tokyo 135-0063, Japan.

Article 3 - Branches

This Association will have the following branches; Japan, UK, USA, Singapore

CHAPTER II Purpose and Activities

Article 4 - Purpose

This Association will have the purposes of advancing press-in engineering and developing the press-in process as well as improving the public and professional awareness of press-in technology, thus promoting environmentally-considered construction, engineering science and contributing to the development of the society.

Article 5 - Activities

In order to attain the purposes set out in the preceding Article 4, this Association will be engaged in the following activities:

- (1) To promote scientific research concerning the press-in principles via cooperation among the universities, industries and government agencies;
- (2) To encourage research and promotion of the press-in engineering;

- (3) To establish the standards for press-in engineering;
- (4) To develop cooperation with other fields related to press-in technology, other fields such as geotechnical engineering, mechanical engineering, measuring-surveying-monitoring engineering, construction sites, machinery, data and information processing;
- (5) To overcome the environmental issues associated with construction;
- (6) To encourage research into press-in technology and award honors;
- (7) To support and hold international conferences related to press-in engineering;
- (8) To promote the communication and education of the members;
- (9) To perform other activities required to attain the purposes of this Association.

CHAPTER III Membership

Article 6 - Types of Membership and Titles

Membership will comprise the following four types.

Individual Member:

Individuals who have academic or other experiences in scientific research related to press-in technology or dissemination or promotion thereof and are in favor of the aims of the Association.

Corporate Member:

Corporations or associations who are willing to support the activities of the Association.

Student Member:

Students of the universities, colleges, junior colleges or technical colleges whose study is related to press-in engineering or who are interested in press-in engineering.

Honorary Member:

Individuals with conspicuous contribution to the development of

press-in engineering and who are nominated by the resolutions of the General Assembly of the Association.

Article 7 - Admittance and dues

1. To be elected to Individual Member, Corporate Member or Student Member, nominees shall make all required procedures for admittance and shall be approved by the Board of Directors.
2. In the case of Corporate Member, any such member shall nominate and file with the Association an individual who represents such member and exercise its powers (known as "Individual Member Representative of Corporate Member"). Any alteration of such Representative of Corporate Member shall be filed in the same manner.
3. All members shall pay annual dues as provided for in the Regulations.
4. Annual dues shall be non-refundable for any reason.

Article 8 - Termination of Membership

Membership shall be terminated if any of the following occur:

- (1) Withdrawal,
- (2) Appointment of judicial guardianship, or bankruptcy,
- (3) Death, court decision of disappearance, or dissolution for Corporate Member,
- (4) Removal.

Article 9 - Withdrawal

1. A member who desires to withdraw from this Association shall submit its withdrawal form after having fulfilled any outstanding

obligations.

2. Any member may be treated as having withdrawn from the Association after the resolution of the Board of Directors, if such member has not paid dues over one year.

Article 10 - Removal

Any member who disgraces the honor of this Association and commits behaviors contrary to the purpose of this Association may be removed from the membership of this Association after the resolution of the Board of Directors.

CHAPTER IV Directors and Auditors

Article 11 - Number of Directors and Auditors

1. This Association will have the following Directors and Auditors:
 - (1) Directors not less than ten (10) members and not more than thirty (30) members. Of the Directors, one (1) Chairman and not more than five (5) Vice Chairmen and one (1) Secretary General will be nominated;
 - (2) Not more than two (2) Auditors.
2. Honorary President may be nominated.

Article 12 - Election of Directors and Auditors

1. Directors and Auditors will be elected from among the Individual Members (Including Individual Members of Representative of Corporate Member) of the Association by the resolution of the General Assembly.
2. The Directors will elect one (1) Chairman and not more than five (5) Vice Chairmen and one (1) Secretary General.
3. In the case of vacancy of Directors or Auditors, substitute Directors or Auditors may be elected. In this case Section 1 of this Article 12 shall apply.

Article 13 - Duties of Directors

1. Directors will discharge their duties as provided below:
 - (1) Chairman will represent the Association and overseas the affairs of the Association.
 - (2) Vice Chairmen will assist the Chairman and, if and when the Chairman is unable to discharge its duties or is vacant, will discharge the duties of the Chairman in its place in such order prescribed by Chairman in advance.
 - (3) Secretary General will assist Chairman and Vice Chairmen, and will be responsible for the smooth management of the whole affairs of the Association, and discharge duties assigned to it by the resolutions of the Board of Directors.
 - (4) Directors other than those specified in the preceding

paragraphs will assist Chairman and Vice Chairmen, and perform affairs of this Association in accordance with the resolution of the Board of Directors.

2. Directors will consider and decide by voting the matters stipulated in Article 18.
3. Directors may not be Auditors at the same time.

Article 14 - Duties of Auditors

1. Auditors shall perform duties as provided below:
 - (1) to audit the status of assets of the Association;
 - (2) to audit the business performed by Directors;
 - (3) to report to General Assembly any failure to comply with laws, constitution or material unfair practices if such failures or practices are found
 - (4) to call General Assemblies to report the matters listed above.
2. Auditors may be present at the meetings of the Board of Directors, and state opinions, but may not vote thereat.
3. Auditors may not be Directors at the same time.

Article 15 - Terms of office for Directors and Auditors

1. The term of office for Directors and Auditors shall be two years, and reappointment may be permitted.
2. The term of office for Directors and Auditors shall begin at the time of election at the Ordinary General Assemblies.
3. The term of office for substitute Directors and Auditors shall be the unexpired term of office for the predecessors.
4. Directors and Auditors shall continue their respective offices until the election of the successors irrespective of the termination of their offices or their resignation.

Article 16 - Remuneration of Directors and Auditors

Directors and Auditors will not be paid with remuneration.

CHAPTER V Meetings

Article 17 - Organization and Convocation of Board of Directors

1. The Board of Directors shall consist of Directors and Auditors, and Chairman will preside at the meetings thereof.

- The meetings of the Board of Directors will be called by the Chairman not less than once a year. If Chairman considers necessary, or at the request of not less than one-third of all Directors showing the purposes of the meetings, Extraordinary Meetings of the Board of Directors will be held.

Article 18 - Matters to be resolved by the Board of Directors

The Board of Directors will resolve the agenda to be proposed to the General Assemblies and the matters necessary for the management of the Association except those matters falling within the powers of the General Assemblies.

Article 19 - Quorum and Resolution of the Board of Directors

- The quorum for the meetings of the Board of Directors shall be a majority of Directors, provided however that any Director shall be deemed to be present if such Director shows its intents in writing (including but not limited to email) for the matters to be considered in the meetings.
- Resolutions shall be adopted by an affirmative vote of a majority of Directors present at the meetings. If the respective number of the affirmative votes and negative votes are equal, Chairman shall have a casting vote.

Article 20 - Organization and Convocation of General Assemblies

- General Assemblies shall consist of Individual Members specified in Article 6.
- Ordinary General Assemblies will be called by Chairman once for each Fiscal Year within two months from the end of such Fiscal Year.
- Extraordinary General Assemblies shall be held by the call of Chairman or Auditors, as the case may be, in each of the following cases:
 - when Chairman considers necessary;
 - when Auditors consider necessary;
 - when not less than one-twentieth of the Individual members demand the convocation of General Assemblies showing the agendas to be transacted thereat. In this case, the meetings therefore shall be held within thirty days from the date of such demand.
- Chairman will preside at the meetings of General Assemblies.

Article 21 - Call of General Assemblies

All meetings of General Assemblies will be notified to each member by a notice (including but not limited to notice by email), a publication of the Association within two weeks before the time of such meeting showing the date and hours, places and agenda to be transacted thereat.

Article 22 - Quorum and Resolutions

- The quorum of the General Assembly shall be a majority of all Individual Members, provided however that any Individual Members shall be deemed to be present if such Individual Member shows its decisions in writing (including but not limited to email) with respect to the agenda of the meetings.
- Each Individual Member will have one vote, and all transactions will be adopted by a majority of Individual Members present at the meetings, unless otherwise provided for the required number of votes for resolutions.

Article 23 - Matters to be resolved by General Assemblies

General Assembly will resolve the following matters:

- Election of Directors and Auditors;
- Business plan and budgets of revenue and expenditure
- Business report and settlements of report and expenditure;
- Alteration of Constitution;
- Transfer into Fundamental Assets;
- Approval of long-term borrowings;
- Disposition, mortgaging, pledging or other encumbering of Fundamental Assets
- Dissolution and liquidation
- Any other matters as considered necessary by the Board of Directors.

Article 24 - Minutes

All minutes of General Assemblies and the Board of Directors will be prepared by Chairman, and will be signed by Chairman and two representatives present at the meetings and preserved by Chairman.

Article 25 - Notice of Resolutions of General Assemblies

All resolution will be notified to Members.

CHAPTER VI Secretariat and Staff

Article 26 - Secretariat and Staff

- This Association may have a secretariat and paid staff thereof to deal with its affairs.
- Employment and dismissal of staff members will be made by

Chairman with the resolution of the Board of Directors.

- Organization and other matters related to the Secretariat will be determined separately.

CHAPTER VII Assets and Accounting

Article 27 - Assets

The Assets of the Association shall be divided into the following two

kinds.

- Fundamental Assets:

Assets resolved to be included as such by General Assemblies.

(2) **Operating Assets:**

Assets consisting of income from membership fees, profits generated from business activities, benefits derived from assets, donations and properties other than basic assets.

Article 28 - Restrictions to Disposition of Fundamental Assets

The fundamental Assets may not be disposed of or served as

security, provided, however, that part of the same may be disposed of or served as security by the resolution of the General Assembly if it is necessary for the performance of business.

Article 29 - Fiscal Year

The fiscal year of the Association shall begin on April 1 each year and end on March 31 of the next calendar year.

CHAPTER VIII Amendments of Constitution and Dissolution

Article 30 - Amendments of the Constitution

The Constitution may not be altered without an affirmative vote of a majority of three-quarters of the members present at a meeting of General Assembly.

Article 31 - Dissolution

The dissolution of this Association may be made by a majority vote

of three-fourth of the members present at a meeting of General Assembly.

Article 32 - Disposal of Remaining Assets

Disposition of the remaining assets after the dissolution of this Association may only be made by a majority vote of three-quarters of the members present at a meeting of General Assembly.

CHAPTER IX Supplementary Provisions

Article 33 - Enforcement of Constitution

Regulations that may be required for the enforcement of the Constitution may be provided by the resolution of the Board of Directors.

Article 34

This Association is organized and existing under the laws of Japan,

and if any dispute or difference of opinion arises relating to this Association or the Constitution, such dispute or difference of opinion shall be resolved by the consultation among the parties in issue. Should resolution have not reached by such consultation, then resolution shall be subject to the exclusive jurisdiction of Tokyo District Court of Japan."

Additional Provision

1. This Constitution shall take effect as of 16th February 2007.

(English Ver. 1.0 / Resolved 16 Feb, 2007)