

Bylaws

Chapter 1. General Provisions

Article 1 (Name)

The name of the corporation shall be the Public Interest Corporation Japan Radiological Society (JRS).

Article 2 (Administration Office)

The JRS has established its main administration office in Bunkyo Ward, Tokyo Prefecture.

Article 3 (Regional Branches)

The JRS has established its regional branches on an as-required basis with the approval of the board of directors.

Chapter 2. Objectives and Activities

Article 4 (Objectives)

The JRS aims to present research findings, exchange knowledge, and facilitate collaborations among its members and relevant academic organizations in Japan and other countries in radiology and its related fields to promote research in these fields and its progress as well as improve public awareness, and also provide safe and high-quality health care services by conducting various activities that contribute to improving the health and welfare of Japanese people.

Article 5 (Activities)

With the aim of fulfilling the objectives stated in the preceding article, the JRS shall implement the following activities: (1) holding academic conferences and lecture meetings, (2) publication of academic journals and other books, (3) certification of specialists and certified health care institutions, (4) implementation of training and education, (5) promotion of research and recognition of research achievements, (6) implementation of studies and surveys, (7) communication and collaborations with relevant academic organizations, (8) promotion of international academic cooperation and interactions, (9) promotional and educational activities, and (10) other activities required to accomplish the objectives of the corporation.

5-2. The JRS shall implement these activities in Japan and other countries.

Chapter 3. Membership

Article 6 (Types)

Members of the JRS are grouped into the following categories: (1) fully fledged members (persons who agree with the objectives of the corporation and have expertise, specialized skills, or experience required for work and research in radiology and its related fields), (2) supporting members (individuals, corporations, or organizations that agree with the objectives of the corporation and provide support for their activities), and (3) honorary members (persons who have accomplished particular achievements in fields related to the corporation and are recommended in accordance with a resolution adopted at a board meeting).

Article 7 (Admission)

Applicants for JRS membership shall submit an admission application form to the president for the approval of the board of directors.

However, persons who have been recommended as honorary members and accepted the recommendation shall be approved as members without undergoing the admission procedure.

Article 8 (Admission and Memberships Fees)

The admission and membership fees of the JRS shall be decided by the board of directors.

8-2. Honorary members are not required to pay the admission and membership fees.

8-3. Admission and membership fees that have been paid will not be refunded under any circumstances.

Article 9 (Rights)

Fully fledged members of the JRS, as well as its employees as defined in Article 13, are authorized to exercise the following rights stated in the Act on General Incorporated Associations and General Incorporated Foundations (Act No.48 of 2006), in relation to the JRS:

- (1) Rights stated in Article 14, Paragraph 2, of the Act on General Incorporated Associations and General Incorporated Foundations (to view the bylaws).
- (2) Rights stated in Article 32, Paragraph 2, of the Act on General Incorporated Associations and General Incorporated Foundations (to view the company directory).
- (3) Rights stated in Article 50, Paragraph 6, of the Act on General Incorporated Associations and General Incorporated Foundations (to view certificates of employees' authority).
- (4) Rights stated in Article 51, Paragraph 4, and Article 52, Paragraph 5, of the Act on General Incorporated Associations and General Incorporated Foundations (to view the voting form).
- (5) Rights stated in Article 57, Paragraph 4, of the Act on General Incorporated Associations and General Incorporated Foundations (to view the minutes of general meetings).
- (6) Rights stated in Article 129, Paragraph 3, of the Act on General Incorporated Associations and General Incorporated Foundations (to view documents of calculations).
- (7) Rights stated in Article 229, Paragraph 2, of the Act on General Incorporated Associations and General Incorporated Foundations (to view the balance sheets of the corporation in liquidation).
- (8) Rights stated in Article 246, Paragraph 3, Article 250, Paragraph 3, and Article 256, Paragraph 3, of the Act on General Incorporated Associations and General Incorporated Foundations (to view documents on mergers and other agreements).

Article 10 (Withdrawal)

Those wishing to withdraw from the JRS shall submit a notification of withdrawal to the board of directors.

10-2. If any of the following applies to a member, the person will be regarded to have withdrawn from the JRS:

- (1) The person died or was adjudicated to have disappeared.
- (2) The person became an adult ward or a ward.
- (3) The corporation has been dissolved or the status of supporting members has been revoked.
- (4) The person has not paid the membership fee for longer than the period stipulated in the detailed regulations as stated elsewhere and has not complied with the order to pay

it.

Article 11 (Expulsion)

If any of the following applies to a member, the person may be expelled by adopting the resolution at a general meeting with the approval of the majority of employees and three quarters of those authorized to vote:

- (1) The person has violated the bylaws or rules of the corporation.
- (2) The person has dishonored the corporation or acted against the objectives of the corporation.
- (3) When there are other legitimate reasons for expulsion.

11-2. When expelling a member in accordance with the provisions of the preceding paragraph, the person shall: be informed that he/she may be expelled at least one week prior to the resolution on the expulsion at the general meeting with the approval of the board of directors, and be given an opportunity to provide explanations at the meeting.

Article 12 (Rights and Obligations Arising from the Loss of Membership)

A member who has lost his/her membership in accordance with the provisions of Articles 10 or 11 shall be deprived of the rights related to the JRS and exempt from obligations. However, the person shall not be exempt from his/her obligations that have already arisen and not been fulfilled by him/her.

Chapter 4. Employees

Article 13 (Election and Term)

A total of 200 to 300 representatives shall be elected from among and by fully fledged members and appointed as employees (hereinafter referred to as “employees”) as defined by the Act on General Incorporated Associations and General Incorporated Foundations.

13-2. Employees shall be elected from each regional branch in proportion to the number of fully fledged members.

13-3. Fully fledged members are able to become candidates for employees. All fully fledged members shall have the right to vote for new employees.

13-4. In principle, the election stated in Article 13-1 shall be held in October once every two years.

13-5. The term of office for an employee shall be between the day after the regular general meeting held in the year after an election as defined in the preceding section and the end of the regular general meeting held two years after the employee was elected.

However, the term of office for an employee elected to fill a vacancy shall be the remaining term of office for the employee who has retired.

13-6. Employees may be re-elected.

13-7. The detailed regulations required to elect employees shall be established in a board meeting. However, employees must not be elected by the executive board members or board of directors under any circumstances.

13-8. Employees who have appealed for the revocation of resolutions adopted in a general meeting, dissolution, pursuit of responsibilities, or dismissal of board members (Article 266, Paragraph 1, Article 268, Article 278, Article 284 of the Act on General Incorporated Associations and General Incorporated Foundations) (including those who have submitted a request for an appeal as stipulated in Article 278, Paragraph 1, of the Act on General Incorporated Associations and General Incorporated Foundations) shall not be deprived of their status as employees until the lawsuit ends. However, in such cases, the employee shall have no rights to vote for the election of board members

(Article 25), dismissal of board members (Article 29), or modifications to the bylaws (Article 51).

13-9. If executive board members or auditors have failed to implement their tasks, they shall be liable to compensate for the damage caused by the failure, and not be exempt from liability unless all fully fledged members agree to exempt the person, notwithstanding the provisions of Article 112 of the Act on General Incorporated Associations and General Incorporated Foundations.

Article 14 (Deprivation of the Status of an Employee)

Members may withdraw as employees (representatives) anytime by submitting a notification of withdrawal to the board of directors.

14-2. An employee may be expelled only for legitimate reasons by adopting a resolution at a general meeting.

14-3. In addition to the cases stated in Article 14 and 14-2, if any of the following applies to an employee, the person shall be deprived of the status as an employee:

- (1) All other employees have agreed.
- (2) The person has been deprived of full membership.

Article 15 (Rewards)

Employees shall receive no rewards.

Chapter 5. General Meetings

Article 16 (Composition)

A general meeting shall consist of all employees.

Article 17 (Authority)

Resolutions on the following items shall be discussed or adopted at general meetings:

- (1) Expulsion of members and employees.
- (2) Election and dismissal of executive board members and auditors.
- (3) Approval of balance sheets, profit-and-loss statements, and reports on the activities of the corporation.
- (4) Modifications to the bylaws.
- (5) Disposition of basic assets.
- (6) Dissolution and disposition of residual assets.
- (7) Other items on which resolutions shall be made at general meetings as stipulated by the law or bylaws.

Article 18 (Holding of General Meetings)

Regular general meetings are held within three months of the end of each fiscal year, and extraordinary general meetings shall be held on an as-required basis.

Article 19 (Convocation)

General meetings shall be convened by the president in accordance with a resolution adopted in a board meeting unless stipulated otherwise by the law.

19-2. Employees with one tenth of the voting rights of all employees may submit a request to the president for the convocation of a general meeting by presenting the objectives of the meeting and reasons for the convocation.

Article 20 (Chairperson)

The president shall serve as the chairperson of regular general meetings
20-2. The chairperson of an extraordinary meeting shall be elected at the meeting from among employees who have attended it.

Article 21 (Voting Rights)

Each employee has one voting right at a general meeting.

Article 22 (Resolution)

A resolution in a general meeting requires the attendance of the majority of all employees with voting rights, and the approval of the majority of the attendees, unless otherwise stipulated by the law or elsewhere in the bylaws.

22-2. Notwithstanding the provisions of the preceding paragraph, resolutions on the following items require approval by the majority of all employees and two thirds of employees with voting rights:

(1) Expulsion of employees, (2) dismissal of auditors, (3) modifications to the bylaws, (4) dissolution, (5) disposition of basic assets, and (6) other items stipulated by the laws.

22-3. Regarding resolutions on the election of executive board members and auditors, resolutions for each candidate must be made in accordance with the provision of Article 22-1. If the total number of candidates for executive board members or auditors is larger than the quota stipulated in Article 24, candidates who have been supported by the majority of employees shall be elected in the order of the number of votes they have received until they constitute the quorum.

Article 23 (Conference Minutes)

The minutes of general meetings shall be recorded in accordance with the law.

23-2. Conference minutes as stated in the preceding paragraph shall be signed and sealed by the chairperson and executive board members who have attended the meetings.

Chapter 6. Board Members

Article 24 (Types and Quota)

The JRS shall appoint 14 to 18 executive board members and one to three auditors.

24-2. The executive board members shall include one president and one vice president.

24-3. The president and vice president as stated in the preceding paragraph shall serve as representatives of the board of directors as stipulated in Article 77, Paragraph 1, of the Act on General Incorporated Associations and General Incorporated Foundations.

Article 25 (Election)

Executive board members and auditors shall be elected from among employees at a general meeting.

25-2. The president and vice president shall be elected from among executive board members in accordance with a resolution adopted in a board meeting.

Article 26 (Tasks of Executive Board Members and Their Authority)

Executive board members shall comprise the board of directors, and perform tasks in accordance with the law and bylaws.

26-2. The president shall represent the JRS and implement tasks related to the corporation.

26-3. The vice president shall assist and serve as the president in his/her absence.

Article 27 (Tasks of Auditors and Their Authority)

Auditors shall audit the implementation of tasks by executive board members, and create audit reports in accordance with the law.

27-2. Auditors may ask the executive board members and their staff to submit reports on their activities in order to examine the statuses of the activities and properties of the JRS.

Article 28 (Term of Office for Board Members)

The term of office for executive board members shall expire at the end of the regular general meeting in the most recent fiscal year within two years of the election.

28-2. The term of office for auditors shall expire at the end of the regular general meeting in the most recent fiscal year within two years of the election.

28-3. The term of office for executive board members and auditors who have been elected to fill vacancies shall expire at the end of the term of office for their predecessors.

28-4. If the number of executive board members or auditors is smaller than the quota stipulated in Article 24, they shall retain their rights and obligations as executive board members or auditors even following their retirement due to the termination of the term or resign until the newly elected persons take office.

28-5. Executive board members and auditors may be re-elected.

28-6. Board members who have been deprived of their status as employees shall lose their positions as board members.

Article 29 (Dismissal of Board Members)

The executive board members and auditors may be dismissed in accordance with a resolution adopted at a general meeting.

Article 30 (Rewards)

The executive board members and auditors shall receive no rewards.

Chapter 7. Board of Directors

Article 31 (Composition)

The JRS has established the board of directors.

31-2. The board of directors shall consist of all executive board members.

Article 32 (Authority)

The board of directors shall perform the following tasks:

- (1) Decisions on the implementation of the activities of the JRS.
- (2) Management of tasks to be implemented by executive board members.
- (3) Election and dismissal of the president and vice president.

Article 33 (Convocation)

Board meetings shall be convened by the president.

33-2. Executive board members shall convene board meetings in the absence of the president and vice president.

Article 34 (Chairperson)

The president shall serve as the chairperson of a board meeting.

Article 35 (Resolution)

A resolution in a board meeting requires the attendance of the majority of executive board members, excluding those who have particular interests in the resolution, and the approval of the majority of the attendees.

35-2. The chairperson must not participate in the adoption of resolutions as stated in the preceding paragraph. However, when the numbers of votes in favor and opposed are equal, the chairperson shall decide.

35-3. Notwithstanding the provisions of Article 35-1, when the requirements stated in Article 96 of the Act on General Incorporated Associations and General Incorporated Foundations have been fulfilled, the decision shall be regarded as a resolution adopted in a board meeting.

Article 36 (Conference Minutes)

The minutes of board meetings shall be recorded in accordance with the law.

36-2. Conference minutes as stated in the preceding paragraph shall be signed and sealed by the executive board members and auditors who have attended the meetings.

Chapter 8. Academic Conferences

Article 37 (Academic Conferences)

Academic conferences shall be held twice a year in spring and autumn, in which members deliver presentations and implement other activities in relation to the objectives of the JRS.

37-2. The academic conference in spring shall be referred to as the “Annual Meeting of the Japan Radiological Society” and held once a year along with the regular general meeting in spring.

37-3. The academic conference in autumn shall be referred to as the “Autumn Assembly of the Japan Radiological Society” and held once a year.

37-4. Presidents to manage Annual Meeting of the Japan Radiological Society and Autumn Assembly of the Japan Radiological Society shall be elected from among fully fledged members at a general meeting based on the recommendation of the board of directors.

37-5. The terms of office for both meetings each shall expire at the end of the academic conferences of which they are in charge.

Chapter 9. Assets and Accounting

Article 38 (Composition of Assets)

The assets of the JRS consist of: (1) properties stated in the list of assets created at the time of its establishment, (2) admission and membership fees, (3) revenues from assets, (4) revenues from activities, (5) donations, and (6) other revenues.

Article 39 (Types of assets)

The assets of the JRS shall be categorized into basic and investment assets.

39-2. Basic assets include those:

(1) stated in the section of basic assets on the list of assets created at the time of its establishment, (2) donated, which has been specified to be basic assets, and (3) to be transferred to basic assets in accordance with a resolution adopted in a board meeting.

39-3. Investment assets refer to assets other than basic assets.

Article 40 (Management of Assets)

The assets of the JRS shall be managed by the president. Cash out of a type of basic asset shall be managed by the president in a safe manner such as time deposits with the

approval of the board of directors.

Article 41 (Restrictions on Disposition of Basic Assets)

Basic assets must not be assigned, exchanged, held as security, or transferred to investment assets. However, only the partial disposition of these assets may be allowed in accordance with a resolution adopted in a general meeting for inevitable reasons in relation to the implementation of the activities of the JRS.

Article 42 (Payment of Expenditures)

Expenditures for the implementation of the activities of the JRS shall be paid with its investment assets.

Article 43 (Activity Plans and Income and Expenditure Budgets)

Plans for the activities of the JRS, income and expenditure budgets, and documents including estimates of fund procurement and capital investment shall be created by the president and approved by the board of directors earlier than the day before the first day of each fiscal year. Modifications to these documents shall also be approved in the same manner.

43-2. Documents as stated in the preceding paragraph shall be stored in the main administration office until the end of the fiscal year for the public to view them.

Article 44 (Provisional Budget)

If the budget has not been approved earlier than the day before the start of the fiscal year for inevitable reasons, the president may implement the budget until the day it is approved, according to the budget for the previous year, in accordance with a resolution adopted by the board of directors.

44-2. The incomes and expenditures as stated in the preceding paragraph shall be regarded as those based on the approved budget.

Article 45 (Activity Report and Settlements)

Activity and settlement reports of the JRS must undergo audits by auditors and be approved by the board of directors, and the president shall create the following documents at the end of each fiscal year: (1) activities report, (2) annexed detailed statements of activities report,, (3) balance sheets, (4) profit-and-loss sheets, (5) annexed detailed statements of balance sheets and profit-and-loss sheets, and (6) an inventory of assets.

45-2. After the above-mentioned documents are approved, Documents (1), (3), (4), and (6) shall be submitted to a regular general meeting: Document (1) for reporting and other documents for approval.

45-3. In addition to the documents stated in Article 45-1, the following documents, bylaws, and company directory shall be stored for five years in the main administration office for the public to view them: (1) audit report, (2) directories of executive board members and auditors, and (3) documents including summaries of the administrative organization, status of activities, and important data and figures.

Article 46 (Calculation of the Remaining Property acquired for Public Interest purposes)

The president shall calculate the remaining property acquired for public interest purposes at the end of each fiscal year in accordance with an enforcement ordinance Article 48 of the Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundation, and record it on a document as defined in

Article 45, Paragraph 3-(3).

Article 47 (Fiscal Year)

The fiscal year for the JRS starts on March the 1st of every year and ends at the last of February the following year.

Chapter 10. Funds

Article 48 (Contribution and Return of Funds)

The JRS may recruit fund contributors.

48-2. Contributed funds will not be returned until the expiration date on which the corporation and fund contributors have agreed.

48-3. Procedures for returning funds shall be decided in a board meeting and stipulated elsewhere.

Chapter 11. Committees

Article 49 (Establishment of the Committee)

With the aim of accomplishing the objectives of activities conducted by the JRS, the president may establish necessary committees and working group with the approval of the board of directors, and delegate the committee / division members to fully fledged member or others.

Chapter 12: Administration Offices

Article 50 (Administration Offices)

Administration offices shall be established and staff members shall be assigned to them in order to smoothly implement the administrative tasks of the JRS.

50-2. The president shall decide the organization and management of administration offices with the approval of the board of directors and stipulated elsewhere.

Chapter 13. Modification to Bylaws and Dissolution

Article 51 (Modification to Bylaws)

The bylaws may be modified in accordance with resolutions adopted in general meetings.

Article 52 (Dissolution)

The JRS may be dissolved in accordance with a resolution adopted in a general meeting or the provisions of laws.

Article 53 (Donations accompanied by Revocation of Certification as a Public Interest Corporation)

If the certification of the JRS as a public interest corporation has been revoked or absorbed (except when the corporation that will take over the rights and obligations of the JRS is a public interest corporation), its assets equivalent to the residual assets acquired for public interest purposes shall be donated to corporations, central or local governments as defined in Article 5, Paragraph 17, of the Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundation in accordance with a resolution adopted at a general meeting within one month after the date of the revocation as a public interest corporation or the date of absorption.

Article 54 (Attribution of Residual Assets)

The residual assets of the JRS at the time of liquidation shall be donated to

corporations, central or local governments as defined in Article 5, Paragraph 17, of the Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundation in accordance with a resolution adopted at a general meeting.

Chapter 14. Methods for Publication

Article 55 (Publication)

The JRS shall be promoted using electronic media.

Supplementary Provisions

1. The bylaws shall enter into effect on the day of the registration of the establishment of a public interest corporation as stipulated in Article 106, Paragraph 1, Related Acts that Accompany the Enforcement of the Act on General Incorporated Associations and General Incorporated Foundations and Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundation.
2. The first representatives of executive board members shall be Kazuro Sugimura (President) and Keigo Endo (Vice President).
3. When registering the dissolution of a special private corporation and the establishment of a public interest corporation as stipulated in Article 106, Paragraph 1, Related Acts that Accompany the Enforcement of the Act on General Incorporated Associations and General Incorporated Foundations and Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundation, notwithstanding the provisions of Article 47, the day before the registration of the dissolution shall be the end of the fiscal year, and the day of the registration of the establishment shall be the first day of the fiscal year,.
4. The first employees (representatives) after the bylaws entered into effect shall be elected by an election held in advance in the same procedure as stated in Article 13.