

## Statutes of the Japanese Society of Certified Pension Actuaries

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### Section 1. General Provisions

#### Article 1. Name

The name of the society shall be Koeki Shadan Hojin Nihon Nenkin Surininkai (“Society”), and in English it shall be written as the Japanese Society of Certified Pension Actuaries.

#### Article 2. Office

1. The principal office of the Society shall be located in Minato-ku, Tokyo.
2. The Society may, following a resolution of a General Meeting, also establish secondary offices at other necessary locations.

## **Section 2. Purpose and Activities**

### Article 3. Purpose

Considering the mission and professional responsibilities of certified pension actuaries stipulated in paragraph 2 of Article 97 of Defined-Benefit Corporate Pension Act and paragraph 2 of Article 176-2 of the former Employees' Pension Insurance Act, that remains in force in accordance with the provisions of paragraph 1 of Article 5 of the Supplemental Provisions and/or paragraph 1 of Article 38 of the Supplemental Provisions of the Act for Partial Revisions of the Employees' Pension Insurance Act, et cetera for Ensuring the Stability and the Reliability of the Public Pension System ("Certified Pension Actuaries"); the purpose of the Society shall be to engage in activities necessary to help widely diffuse and develop pension systems, including the maintenance and enhancement of the financial soundness of Employees' Pension Funds, National Pension Funds, and Defined Benefit Corporate Pension Plans, and to contribute to enhancing the financial well-being and welfare of citizens by striving to enhance the skill levels and uphold the integrity of the actuarial profession, and progressively improve pension actuarial services.

### Article 4. Activities

1. In order to achieve the purpose stated in the preceding article, the Society shall engage in the following activities:
  - (1) Establish, amend, and abolish the standard of practice necessary to engage in services concerning the funding of Employees' Pension Funds and Defined Benefit Corporate Pension Plans;
  - (2) Establish, amend, and abolish the standard of practice necessary to engage in services concerning post-employment benefit accounting;
  - (3) Establish, amend, and abolish the standard of practice necessary to engage in services concerning Defined Contribution Pension Plans;
  - (4) Establish, amend, and abolish a Code of Professional Conduct to uphold the integrity of members;

- (5) Conduct research and study to progressively improve pension actuarial services;
  - (6) Engage in activities for training and education to enhance the skill levels of members and to progressively improve pension actuarial services;
  - (7) Conduct the JSCPA Examinations to determine the satisfaction of membership requirements;
  - (8) Administer materials relating to the register of Certified Pension Actuaries;
  - (9) Transmit information such as by issuing and publishing Society bulletins, public-relations periodicals, and other publications; and
  - (10) Engage in any activities necessary to accomplish the purpose provided for in the preceding article other than those activities stated in each of the preceding items.
2. The activities provided for in the preceding paragraph may be conducted both in Japan and overseas.

### **Section 3. Members**

#### Article 5. Classes of Members

1. The Society's membership is composed of the following classes with the respective requirements for membership qualification:
  - (1) Full members  
A Certified Pension Actuary who has completed any of the following courses:
    - (a) Professionalism course provided by the Society; or
    - (b) Equivalent course(s) to (a).
  - (2) Associate members  
A person falling under any of the following subitems:

- (a) A person who has passed all the JSCPA Examinations implemented by the Society;
- (b) A person who has passed all the primary qualifying examinations and all the selected secondary qualifying examinations prescribed by the Institute of Actuaries of Japan; or
- (c) A person who has passed all the primary qualifying examinations prescribed by the Institute of Actuaries of Japan and who wishes to contribute the Society, aspiring to become a Certified Pension Actuary.

(3) Honorary members

A person the Board of Directors has admitted to have contributed to the development of the Society.

(4) Auxiliary members

A Full member or an Associate member aged 70 or over who has applied for exemption of the membership fee and whose application has been adopted by the Board of Directors.

(5) Supporting members

A corporation that supports the purpose of the Society.

2. Full members, Associate members and Honorary members provided for in the preceding paragraph shall be members under the Act on General Incorporated Associations and General Incorporated Foundations (Act No. 48 of June 2, 2006; “General Incorporated Associations/Foundations Act”).

#### Article 6. Admission

1. An applicant for admission to the Society as a Full member shall submit to the chairperson of the Board of Directors the application form for full membership prepared by the Board of Directors.
2. An applicant for admission to the Society as an Associate member shall submit to the chairperson of the Board of Directors the application form for associate membership prepared by the Board of Directors.

3. A corporation for admission to the Society as a Supporting member shall submit to the chairperson of the Board of Directors the application form for supporting membership prepared by the Board of Directors.
4. The admission propriety of an applicant for a Full member or an Associate member, or a corporation for a Supporting member shall be determined by the Board of Directors, and then the chairperson of the Board of Directors shall notify the applicant or the corporation of the determination.
5. The date of admission as a Full member, an Associate member or a Supporting member shall be the date when the determination provided for in the preceding paragraph is done by the Board of Directors.

#### Article 7. Initiation and Membership Fees

A member shall pay the initiation fee and the membership fee prescribed in the membership fee regulations in order to cover expenses necessary for the Society's activities.

#### Article 8. Withdrawal

1. A member shall lose membership in the event that any one of the following items applies:
  - (1) The member's registration has been canceled or deleted from the register of Certified Pension Actuaries by the Minister of Health, Labour and Welfare;
  - (2) A request for withdrawal submitted by the member has been accepted by the chairperson of the Board of Directors;
  - (3) The member has died or become the subject of the adjudication of disappearance;
  - (4) In the case of a corporation, the corporation has been dissolved or become bankrupt;
  - (5) The member has been expelled from the Society;

- (6) The member has been in arrears of the membership fee for one year or more from the payment due date and the Board of Directors has passed a resolution for withdrawal; or
  - (7) In the case of an auxiliary member, the Society has been unable to contact that auxiliary member for one year or more and the Board of Directors has passed a resolution for withdrawal.
2. Notwithstanding the provisions of item (2) of the preceding paragraph, a member subject to disciplinary procedures in accordance with the provisions of Article 9 may not withdraw until such procedures are completed.

#### Article 9. Disciplinary Action

1. Disciplinary action may be taken against a member if the member falls under any one of the following items:
  - (1) The member has violated these Statutes or the Society's regulations;
  - (2) The member has violated the Society's Code of Professional Conduct; or
  - (3) The member has damaged the reputation of the Society.
2. Disciplinary action shall be carried out by one of the methods stated in each of the following items:
  - (1) Admonition;
  - (2) Reprimand; or
  - (3) Expulsion.
3. Disciplinary action shall be carried out against a member deemed to correspond to such grounds following a decision of the Disciplinary Committee or an Appeals Panel; provided, however, that in the case of item (3) of the preceding paragraph, following a decision of the Disciplinary Committee or an Appeals Panel, disciplinary action shall be determined by a resolution of a General Meeting, the member concerned having been granted the opportunity to explain.

4. The chairperson of the Board of Directors shall notify the member concerned of the decision of the Disciplinary Committee and Appeals Panel or the resolution of General Meeting provided for in the preceding paragraph.
5. Other necessary matters shall be in accordance with the provisions of the Disciplinary Regulations stipulated separately.

#### Article 10. Nonrefundable Money or Goods

Once paid or provided, no refunds of the initiation fee, the membership fee, or other contributed money or goods shall be made.

### **Section 4. General Meetings**

#### Article 11. Types

1. The Society shall have two types of General Meetings: Ordinary General Meetings and Extraordinary General Meetings.
2. Ordinary General Meetings and Extraordinary General Meetings provided for in the preceding paragraph shall be general meetings of members provided for in the General Incorporated Associations/Foundation Act.

#### Article 12. Composition

1. A General Meeting shall be composed of all full members, associate members, and honorary members.
2. Full members, associate members, and honorary members shall each have one voting right at a General Meeting.

#### Article 13. Convocation

1. An Ordinary General Meeting shall be convened within three months of the end of each business year of the Society.

2. An Extraordinary General Meeting shall be convened in the event that any one of the following items applies:
  - (1) The Board of Directors has considered it necessary; or
  - (2) At least one-fifth of all full members, associate members, and honorary members have requested convocation after presenting the subject matters of the meeting.

#### Article 14. Calling

1. A General Meeting shall be convened by the chairperson of the Board of Directors following a resolution of the Board of Directors.
2. When convening a General Meeting, it shall be notified by no later than two weeks before the day of the General Meeting.
3. If a request is made pursuant to item (2) of paragraph 2 of the preceding article, the chairperson of the Board of Directors shall convene a General Meeting within 30 days of the date that the request is made.

#### Article 15. Authority

Matters to be resolved at a General Meeting shall be as follows:

- (1) Establishment, amendment, and abolition of Code of Professional Conduct;
- (2) Establishment, amendment, and abolition of Disciplinary Regulations;
- (3) Establishment, amendment, and abolition of Due Process for Actuarial Standards of Practice and Actuarial Guidance;
- (4) Establishment, amendment, and abolition of Membership Fee Regulations;
- (5) Establishment, amendment, and abolition of regulations concerning officers' remunerations, etc. and expenses;
- (6) Establishment, amendment, and abolition of election management regulations concerning candidates for directors and auditors;



- (7) Appointment of directors and auditors;
- (8) Dismissal of directors and auditors;
- (9) Expulsion of members;
- (10) Amendments to these Statutes;
- (11) Dissolution;
- (12) Borrowing of funds excluding short-term borrowings;
- (13) Approval of balance sheets, profit and loss statements (statements of changes in net assets), and inventories of property;
- (14) Cancellation of public-interest corporation authorization or donation of property following merger;
- (15) Donation of the remaining property following liquidation;
- (16) Establishment of secondary offices; and
- (17) Matters provided for in the General Incorporated Associations/Foundations Act and matters stipulated in these Statutes other than those stipulated in each of the preceding items.

#### Article 16. Quorum

Unless otherwise stipulated in these Statutes, a General Meeting shall be established by a majority of all full members, associate members, and honorary members being in attendance.

#### Article 17. Chairperson of General Meetings

The chairperson of a General Meeting shall be elected from among the full members in attendance at such General Meeting.

#### Article 18. Resolutions

1. A resolution of a General Meeting shall be made by a majority of all the voting rights of full members, associate members, and honorary members in attendance.

2. Only matters notified in advance pursuant to the provisions of paragraph 2 of Article 14 may be resolved at a General Meeting.
3. Notwithstanding the provisions of paragraph 1, a resolution of a General Meeting concerning the dismissal of directors shall be made by a majority of two-thirds or more of all the voting rights of full members, associate members, and honorary members in attendance.
4. Notwithstanding the provisions of paragraph 1, a resolution of a General Meeting concerning the following matters shall be made by a majority of two-thirds or more of all the voting rights of all full members, associate members, and honorary members:
  - (1) Expulsion of members;
  - (2) Dismissal of auditors;
  - (3) Amendments to these Statutes;
  - (4) Dissolution; and
  - (5) Other matters stipulated in laws and regulations.
5. When passing a resolution on a proposal to appoint directors or auditors, the resolution provided for in paragraph 1 shall be made for each candidate.
6. Full members, associate members, and honorary members who do not attend a General Meeting may exercise their voting rights in writing or electronically, or may appoint other full members, associate members, or honorary members to exercise their voting rights as their proxy.
7. When full members, associate members, and honorary members who do not attend a General Meeting exercise voting rights pursuant to the provisions of the preceding paragraph, they shall be deemed to have attended a General Meeting pursuant to the provisions of Article 16 and paragraphs 1 to 5 of Article 18.

#### Article 19. Minutes

1. Minutes with regard to the proceedings of General Meetings shall be prepared in accordance with stipulations in laws and regulations.

2. When the minutes provided for in the preceding paragraph are prepared in writing, they shall be signed and sealed by the chairperson of the General Meeting and by two full members who are in attendance and elected at the meeting to serve as signatories to the minutes.

## **Section 5. Officers**

### Article 20. Establishment of Officers

1. The Society shall have the following officers:
  - (1) At least 10, but no more than 20, directors; and
  - (2) At least one, but no more than three, auditors.
2. From among the directors, one shall be appointed chairperson of the Board of Directors.
3. From among the directors other than the chairperson, one may be appointed president.
4. The chairperson provided for in paragraph 2 and the president provided for in the preceding paragraph shall be representative directors.
5. From among the directors other than the chairperson of the Board of Directors and the president, up to five may be appointed vice chairmen.
6. A director other than a representative director may be appointed as a director who executes the business of the Society (“Executive Director”).

### Article 21. Appointment of Officers

1. An officer shall be elected in accordance with the provisions of election management regulations concerning candidates for directors and auditors and shall be appointed by a General Meeting; provided, however, that directors who are not members shall be one-third or less of all directors.
2. The chairperson of the Board of Directors shall be appointed by a resolution of the Board of Directors.

3. The president shall be appointed by a resolution of the Board of Directors.
4. A vice chairperson shall be appointed by a resolution of the Board of Directors.
5. An Executive Director shall be appointed by a resolution of the Board of Directors.
6. A director may not serve concurrently as an auditor, and vice versa.
7. When a change of director or auditor occurs, it shall be registered within two weeks and notified without delay to the administrative agency, the notification to be accompanied by a certificate of registered matters and other documentation.

#### Article 22. Duties and Authority of Directors

1. The Board of Directors shall be constituted of directors, and a director shall execute duties in accordance with stipulations in laws and regulations and these Statutes.
2. The chairperson of the Board of Directors shall represent the Society and execute the business of the Society in accordance with stipulations in laws and regulations and these Statutes.
3. The president shall represent the Society and execute the business of the Society entrusted by the chairperson of the Board of Directors in accordance with stipulations in laws and regulations and these Statutes.
4. A vice chairperson shall assist the chairperson of the Board of Directors and the president.
5. A representative director and Executive Director shall report the state of execution of their duties to the Board of Directors at least once every three months.

#### Article 23. Duties and Authority of Auditors

1. An auditor shall audit the execution of duties by directors and prepare audit reports in accordance with stipulations in laws and regulations.

2. An auditor may at any time request business reports from directors and employees and investigate the state of the Society's business or property.
3. An auditor may request the convocation of a meeting of the Board of Directors from the chairperson of the Board of Directors when deemed necessary.

#### Article 24. Term of Office of Officers

1. The term of office of a director or an auditor shall expire at the conclusion of the Ordinary General Meeting for the final business year which ends within two years of his or her appointment; provided, however, that a director and auditor may be reappointed.
2. The term of office of a director appointed to fill vacancies or to increase the number of directors shall expire at such time as the term of office of his or her predecessor would have expired or at the expiry of the term of office of current directors.
3. The term of an auditor appointed to fill vacancies shall expire at such time as the term of office of his or her predecessor would have expired.
4. If the minimum number of directors or auditors stipulated in Article 20 is not met, a director or auditor shall have the rights and duties as a director or auditor even after leaving office due to the expiration of his or her term or resignation until a newly appointed director or auditor takes office.

#### Article 25. Dismissal of Officers

A director or auditor may be dismissed by a resolution of a General Meeting at any time.

#### Article 26. Officers' Remuneration, Etc.

1. A director or auditor shall be unpaid; provided, however, that a nonmember director or auditor shall be paid remuneration based on regulations concerning officers' remuneration, etc. and expenses.

2. A director or auditor may be reimbursed for his or her expenses.

## **Section 6. Board of Directors**

### Article 27. Establishment and Composition

1. The Society shall have a Board of Directors.
2. The Board of Directors shall be composed of all directors.
3. An auditor shall attend meetings of the Board of Directors and express opinions regarding duties if necessary.

### Article 28. Convening and Calling

1. A meeting of the Board of Directors shall be held in the event that any one of the following items applies:
  - (1) The chairperson has considered it necessary;
  - (2) A director has requested convocation in writing stating the subject matters of the meeting; or
  - (3) An auditor has requested convocation pursuant to the provisions of paragraph 3 of Article 23.
2. The chairperson of the Board of Directors shall convene meetings of the Board of Directors; provided, however, that if there is no chairperson or the chairperson is incapacitated any director may convene a meeting of the Board of Directors.
3. When convening a meeting of the Board of Directors, a written notice stating the date and time, place, and the subject matters of the meeting and details thereof shall be given by no later than seven days before the day of the meeting; provided, however, that notices may be issued by electromagnetic means in place of issuing a written notice.

4. If item (2) or (3) of paragraph 1 applies, the chairperson shall convene a meeting of the Board of Directors within 14 days of the date that the request is made.

#### Article 29. Authority

The Board of Directors shall engage in the following duties:

- (1) Decide the execution of business of the Society;
- (2) Supervise the execution of directors' duties;
- (3) Appoint and dismiss representative directors and Executive Directors;
- (4) Establish, amend, and abolish standards of practice, etc. for the funding of Employees' Pension Funds and Defined Benefit Corporate Pension Plans;
- (5) Establish, amend, and abolish the actuarial standard of practice for post-employment benefits accounting;
- (6) Establish, amend, and abolish the actuarial standard of practice for Defined Contribution Pension Plans;
- (7) Establish, amend, and abolish committee regulations;
- (8) Establish, amend, and abolish the JSCPA Examinations regulations;
- (9) Establish, amend, and abolish accounting regulations;
- (10) Establish, amend, and abolish regulations on honoraria and other expenditures;
- (11) Establish, amend, and abolish the secretariat organization and management regulations;
- (12) Matters to be proposed to General Meetings; and
- (13) Matters concerning the execution of the Society's business that do not require a resolution of a General Meeting other than those stipulated in each of the preceding items.

#### Article 30. Quorum

A meeting of the Board of Directors may not be held unless a majority of directors are in attendance.

#### Article 31. Chairperson of Meetings of the Board of Directors

The chairperson of the Board of Directors shall preside over meetings of the Board of Directors; provided, however, that if there is no chairperson or the chairperson is incapacitated, the chairperson shall be elected from among and by the directors in attendance at such meeting of the Board of Directors.

#### Article 32. Resolutions

1. A resolution of the Board of Directors shall be made by a majority of the directors present at a meeting where a majority of the directors who do not have a special interest in the matter to be resolved are in attendance.
2. Notwithstanding the provisions of the preceding paragraph, in the event that a director has proposed a matter to be resolved at the Board of Directors, a resolution of the Board of Directors approving such proposal shall be deemed to have been made when all directors, excluding directors with a special interest in the matter to be resolved, have indicated their intention to agree to such proposal in writing or by electromagnetic record; provided, however, that this shall not apply if auditors have stated objections to such proposal.

#### Article 33. Minutes

1. Minutes with regard to the proceedings of meetings of the Board of Directors shall be prepared in accordance with stipulations in laws and regulations.
2. When the minutes provided for in the preceding paragraph are prepared in writing, they shall be signed and sealed by the representative directors and auditors in attendance; provided, however, that if all representative directors are absent, directors and auditors who attended shall sign and seal the minutes provided for in the preceding paragraph.



#### Article 34. Partial Exemption of Liability

If the statutory requirements are met, the Society may, by a resolution of the Board of Directors, exempt a director or auditor from the liability for damages prescribed in paragraph 1 of Article 111 of the General Incorporated Associations/Foundations Act to the extent of the amount obtained by subtracting the minimum liability amount stipulated in laws and regulations from the amount for which he or she is liable.

### **Section 7. Councilors and Executive Advisers**

#### Article 35. Councilors

1. The Society may have at least 10, but no more than 20, councilors.
2. The chairperson of the Board of Directors shall commission councilors from among experts or persons of learning and experience, at the recommendation of the Board of Directors.
3. A councilor may not hold the office of director or auditor concurrently.
4. The term of office of a councilor shall expire at the time the term of office of the chairperson who commissioned him or her expires.
5. A councilor may be reappointed.
6. The chairperson may relieve a councilor of his or her commissioned duties after consulting the Board of Directors.

#### Article 36. Executive Advisers

1. The Society may have one or more executive advisers.
2. At the request of the chairperson of the Board of Directors, an executive adviser may attend meetings of the Board of Directors and express his or her opinions.

3. The chairperson shall commission executive advisers from among persons who have contributed to the Society's development, at the recommendation of the Board of Directors.
4. An executive adviser may not hold the office of director or auditor concurrently.
5. The chairperson may relieve an executive adviser of his or her commissioned duties after consulting the Board of Directors.
6. The term of office of an executive adviser shall expire at the time the term of office of the chairperson who commissioned him or her expires.
7. An executive adviser may be reappointed.
8. An executive adviser shall be unpaid.

### **Section 8. Board of Councilors**

#### Article 37. Board of Councilors

1. The Society may have a Board of Councilors.
2. The Board of Councilors shall be composed of councilors.
3. The Board of Councilors shall deliberate important matters relating to the management of the Society in response to inquiries by the Board of Directors and report its opinions to the Board of Directors.
4. Matters necessary for the management of the Board of Councilors shall be determined by the Board of Directors.

### **Section 9. Accounting**

#### Article 38. Business Year

The Society's business year shall be from April 1 of each year to March 31 of the following year.

#### Article 39. Business Plans and Budgets

1. The Society's business plans, budget for revenue and expenditure, and documents that state fund procurement and capital investment forecasts shall be prepared by the day immediately preceding the start of each business year and, having been approved by the Board of Directors, shall be submitted to the administrative agency.
2. The documents provided for in the preceding paragraph shall be submitted to and the content shall be reported at an Ordinary General Meeting.
3. When amending the documents provided for in paragraph 1, approval from the Board of Directors shall be obtained.
4. If the documents provided for in paragraph 1 are amended after the reports provided for in paragraph 2 were made, an Extraordinary General Meeting shall be held and such details shall be reported; provided, however, that this shall not apply in the case of minor amendments.
5. The documents provided for in paragraph 1 shall be kept at the principal office until the end of the relevant business year, and shall be available for public inspection. The same shall apply if the documents provided for in paragraph 1 are amended.

#### Article 40. Business Reports and Accounts

1. After the end of each business year, the chairperson of the Board of Directors shall prepare the following documents regarding the Society's business reports and settlement of accounts and, having had documents inspected by auditors, shall obtain approval from the Board of Directors:
  - (1) Business reports;
  - (2) Supplementary schedules to business reports;
  - (3) Balance sheets;
  - (4) Profit and loss statements (statements of changes in net assets);
  - (5) Supplementary schedules to balance sheets and profit and loss statements (statements of changes in net assets); and

- (6) Inventories of property.
2. Of the documents approved in the preceding paragraph, the documents provided for in items (1), (3), (4), and (6) shall be submitted to an Ordinary General Meeting, and the details of documents provided for in item (1) shall be reported and other documents shall be approved.
3. In addition to the documents provided for in paragraph 1, the documents provided for in paragraph 1 of Article 22 of the Act on the Authorization of Public-Interest Incorporated Associations and Public-Interest Incorporated Foundations (Act No. 49 of June 2, 2006; “Authorization Act”) shall be submitted to the administrative agency within three months of the end of each business year.
4. In addition to the documents provided for in paragraph 1, the following documents shall be kept at the principal office for five years and shall be available for public inspection, and these Statutes and the register of members (register of the members provided for in paragraph 2 of Article 5) shall be kept at the principal office and shall be available for public inspection:
  - (1) Audit reports;
  - (2) Registers of directors and auditors;
  - (3) Documents that state standards for payment of directors’ and auditors’ remuneration, etc.; and
  - (4) Documents that outline the governing structure and the state of business activities and state important figures relating to such structure and activities.

#### Article 41. Accounting Principles, Etc.

1. The Society’s accounts shall conform to generally accepted accounting practices for public-interest corporations.
2. Matters necessary for the Society’s accounting treatment shall be provided for in accounting regulations.

3. Handling of reserve funds for specified expenses and of funds held for appropriation to the acquisition or improvements to specified assets shall be provided for in accounting regulations.

#### Article 42. Calculating the Remaining Amount of the Public-Interest Purposes Acquired Property

The chairperson of the Board of Directors shall, each business year, calculate the remaining amount of the public-interest purposes acquired property on the last day of that business year, pursuant to the provisions of Article 48 of the Ordinance for Enforcement of the Act on the Authorization of Public-Interest Incorporated Associations and Public-Interest Incorporated Foundations (Cabinet Office Ordinance No. 68 of September 7, 2007), and state the amount in the documents provided for in item (4) of paragraph 4 of Article 40.

#### Article 43. Long-Term Borrowings

1. A resolution of a General Meeting shall be passed if the Society wishes to borrow funds, except with regard to short-term borrowings to be repaid out of revenue in the relevant business year.
2. The provisions of paragraph 3 of Article 18 shall apply mutatis mutandis with regard to the resolution provided for in the preceding paragraph.

### **Section 10. Amendment of the Statutes and Dissolution**

#### Article 44. Amendment of the Statutes

These Statutes may be amended by a resolution of a General Meeting.

#### Article 45. Dissolution

The Society may be dissolved by a resolution of a General Meeting or due to other reasons stipulated in laws and regulations.

Article 46. Donations Following Cancellation of Public-Interest Corporation Authorization, Etc.

If the Society has received a disposition of the cancellation of its public-interest corporation authorization, or if the juridical person extinguishes as a result of merger (excluding a case in which a juridical person that succeeds its rights and duties is a public-interest corporation), then following a resolution of a General Meeting, property equivalent to the remaining amount of the public-interest purposes acquired property shall be donated to the juridical persons listed in item (17) of Article 5 of the Authorization Act or the national government or local governments within one month of the date of such cancellation of public-interest corporation authorization or the date of such merger.

Article 47. Attribution of Remaining Property, Etc.

1. In the event of the Society's liquidation, its remaining property shall, following a resolution of a General Meeting, be donated to the juridical persons listed in item (17) of Article 5 of the Authorization Act or the national government or local governments.
2. The Society shall not pay the dividend of surplus.

**Section 11. Method of Giving Public Notices**

Article 48. Method of Giving Public Notices

The Society shall give a public notice by posting it in a place conspicuous to the public in the principal office.

**Section 12. Auxiliary Provisions**

Article 49. Committees

1. The Society may have committees to facilitate the management of its activities.

2. A committee shall study or deliberate upon matters relating to the objectives for which it is established.
3. Necessary matters relating to committees shall be provided for in committee regulations.

#### Article 50. Secretariat

1. A secretariat shall be established for the purpose of handling the administrative affairs of the Society.
2. The secretariat shall be staffed by a secretary-general, a deputy secretary-general, and personnel.
3. The secretary-general and the deputy secretary-general shall be commissioned by the chairperson of the Board of Directors following a resolution of the Board of Directors, and the personnel shall be appointed and dismissed by the chairperson.
4. Necessary matters relating to the organization and management of the secretariat shall be provided for in secretariat organization and management regulations.

#### Article 51. Operational Bylaws

Matters necessary for the management of the Society that are not provided for in these Statutes shall be determined separately by the chairperson of the Board of Directors following a resolution of the Board of Directors.

#### Supplemental Provisions

Article 1 Notwithstanding the provision of item (1) of paragraph 1 of Article 5, a person who was a Full member as of May 26, 2015 shall be a Full member.

However, this shall not apply to an applicant for re-admission as a Full member who was a Full member as of that date and withdrew on or after that date in accordance with the provision of item (1), (2), (5) or (6) of paragraph 1 of Article 8.

Article 2 Notwithstanding the provision of item (2) of paragraph 1 of Article 5, a person who was an Associate member as of March 15, 2022 shall be an Associate member.

However, this shall not apply to an applicant for re-admission as an Associate member who was an Associate member as of that date and withdrew on or after that date in accordance with the provision of item (2), (5) or (6) of paragraph 1 of Article 8.

Article 3 A person who has passed all the knowledge and skill examinations implemented by the Society before FY 2021 (Hereinafter referred to as “old knowledge and skill examinations”.) shall fall under the provision of item (2)(a) of paragraph 1 of Article 5.

Article 4 In addition to the preceding article, in the case where a person who has passed the subjects designated by the Board of Directors in the old knowledge and skill examinations has passed all of the subjects in the JSCPA Examinations designated by the Board of Directors or the subjects in the qualifying examinations prescribed by the Institute of Actuaries of Japan for unpassed subjects, he/she shall be deemed to have passed all of the subjects in the old knowledge and skill examinations and the provision of the preceding article shall apply.

Article 5 The activities, business and authority of the Board of Directors of the Society concerning the knowledge and skill examinations provided for in item (6) of paragraph 1 of Article 4 of the Statutes prior to the amendment on March 16, 2022 shall be governed by the provisions then in force.