

**Articles of Incorporation
of
The Society of Physical Therapy Science
A General Incorporated Association**

November 20, 2006	Enacted these Articles of Incorporation.
November 20, 2006	Approved these Articles of Incorporation.
December 8, 2006	Established as a corporation
April 1, 2009	Organized into a general incorporated association.
April 17, 2010	Amended these Articles of Incorporation.
April 20, 2013	Amended these Articles of Incorporation.

Articles of Incorporation

Chapter 1 General Provisions

Article 1 (Name)

The name of the Association shall be "*Ippan Shadan Hojin Rigakuryoho Kagaku Gakkai*" in Japanese and "The Society of Physical Therapy Science" in English.

Article 2 (Location of Principal Office)

The Principal Office of the Association shall be located at 24-12, Sugamo 1-chome, Toshima-ku, Tokyo, Japan.

Article 3 (Purpose)

The purpose of the Association:

The purpose of the Society is to promote the development of science and diffusion of knowledge in the field of physical therapies and thereby contribute to the development of academic cultures and, in order to achieve this purpose, to engage in the following activities:

- (1) To hold regular scientific meetings, seminars and other educational sessions;
 - (2) To publish journals, books and other publications;
 - (3) To communicate or collaborate with relevant academic societies in and outside of Japan;
- and
- (4) Other activities necessary to achieve the foregoing objectives.

Article 4 (Total Amount of Fund)

The total amount of the funds of the Association shall be 3,000,000 yen.

Article 5 (Method of Public Notification)

Public notices of the Association shall be posted on its website (<http://spts.inn.com/>).

Article 6 (Provisions on the Rights of Contributors to Funds)

The funds contributed to the Association shall not be returned until the Association is dissolved.

Article 7 (Procedures for Returning Funds)

Return of funds to the contributors shall be carried out, by resolution at an Annual General Meeting of the Association, in such an aggregate amount as determined by Directors.

Chapter 2 Members

Article 8 (Definitions)

The members of the Association, hereinafter referred to as "Association Members" (*shain*), shall be the individuals having the status of a Full Member.

Article 9 (Categories of Members)

The Members of the Society, hereinafter referred to as "Society Members" (*kai-in*), shall be as follows:

- (1) Full Members: Individuals who have joined the Society agreeing with its purpose and is involved in the promotion of the Society's management and activities.
- (2) Ordinary Members: Individuals who have joined the Society agreeing with its purpose and are able to participate in the activities of the Society.
- (3) Honorary Members: Individuals who have made a significant contribution to the development of physical therapy science. Honorary Members shall be nominated by the Representative Director based on a resolution of the Board of Directors and the Board of Councilors and approved by a General Meeting.
- (4) Supporting Members: Individuals or corporations who support the business of the Society.

Article 10 (Joining the Society)

Any person who wishes to become a Society Member shall make an application by submitting a prescribed form to the Representative Director or by transmitting necessary information electronically via the Association's website. However, a person who has been nominated as an Honorary Member shall not be required to undergo the said membership procedures and shall automatically become an Honorary Member upon his/her consent.

Article 11 (Costs)

1. Society Members shall pay the following membership fee to cover the costs necessary to achieve the purpose of the Association:

- (1) Full Members and Ordinary Members: 5,000 yen/year
- (2) Supporting Members: 10,000 yen or more/year

2. The paid fees shall not be refunded for any reason.
3. The amounts of the membership fee may be changed by resolution of a General Meeting.
4. Honorary Members shall not be required to pay any membership fee.

Article 12 (Resignation)

1. Society Members may resign from the Society at any time by submitting to the Representative Director a notice of resignation accompanied by the reason therefor.
2. In addition to the case of the preceding paragraph, a Society Member shall lose its membership upon the occurrence of any of the following events:
 - (1) When the Society Member resigns;
 - (2) When the Society Member becomes an adult ward or a person under curatorship or is declared to be bankrupt;
 - (3) When the Society Member dies; or
 - (4) When the Society Member is expelled from the Society.

Article 13 (Expulsion)

1. Where there are good reasons, a Society Member may be expelled from the Society by resolution of a General Meeting. In such case, the Association shall notify the Member at least one week prior to the date of the General Meeting that the Member is to be expelled, and shall give the Society Member the opportunity to explain himself or herself at the General Meeting.
2. The resolution referred to in the preceding paragraph shall be adopted by a majority of three fourths or more of the votes of the Association Members present at the meeting where a majority of the Association Members entitled to vote at such meeting are present.
3. A Society Member shall not be expelled unless the Member is given notice to that effect.

Article 14 (Member List)

The Association shall prepare a list of Society Members showing the names and addresses of the Members.

Article 15 (Names and Addresses of Members at Incorporation)

The names and the addresses of Association Members at incorporation are as follows:

Name: Hitoshi Maruyama

Address: 23-7, Sakaecho, Itabashi-ku, Tokyo, Japan

Name: Hiroshi Imaizumi

Address: 7390-3, Funatsu, Fujikawaguchiko-machi, Minami Tsuru-gun, Yamanashi, Japan

Chapter 3 General Meetings

Article 16 (General Meetings)

1. General meetings of the Association shall consist of Annual General Meetings to be held annually and Extraordinary General Meetings to be held whenever necessary.
2. General Meetings shall be attended by Association Members, who are Full Members under Article 8 of these Articles.

Article 17 (Matters to be Resolved at General Meetings)

In addition to the matters required by law or these Articles of Incorporation, a General Meeting shall resolve the following matters:

- (1) Matters relating to business plans and operating budgets;
- (2) Matters relating to business reporting and operating results;
- (3) Matters relating to inventories of property and balance sheets; and
- (4) Other important matters relating to the operation of the Society that the Board of Directors considers necessary to be resolved at a General Meeting.

Article 18 (Convocation)

1. Annual General Meetings shall be convened by the Representative Director once a year within 3 months after the end of each business year.
2. An Extraordinary General Meeting may be convened by a decision taken by a majority of Directors if the number of Directors is more than one.
3. Where necessary, an Extraordinary General Meeting may be convened at any time.
4. In addition to the cases of the preceding paragraphs, an Association Member may request the convocation of an Extraordinary General Meeting in accordance with law.

Article 19 (Notice of Convocation)

Notice of convocation of a General Meeting shall be given in writing or by electronic means at least one week prior to the meeting. The notice shall state the date, time and place of the meeting and the matters to be discussed at the meeting.

Article 20 (Chairperson)

The chairperson of a General Meeting shall be elected from the Full Members present at the meeting.

Article 21 (Method of Resolutions)

1. Unless otherwise provided by law, resolutions of a General Meeting shall be adopted by a majority of the votes of the Association Members present at the meeting where a majority of the Association Members entitled to vote at such meeting are present.
2. Association Members who are unable to attend a General Meeting for an unavoidable reason may vote in writing or by electronic means, or by proxy, on the agenda items proposed. Members who have expressed his or her intention in writing in advance about the agenda items proposed shall be deemed to have attended the meeting.
3. Unless otherwise provided in these Articles of Incorporation, resolutions of a meeting of the Board of Directors shall be adopted by a majority of the votes of the Directors present at the meeting

Article 22 (Voting Rights)

Each Association Member shall have one vote at a General Meeting.

Article 23 (Notice to Society Members)

A summary of discussions at a General Meeting and the matters resolved shall be notified to all Society Members.

Article 24 (Meeting Minutes)

As provided by ordinance of the Ministry of Justice, minutes shall be prepared for each General Meeting.

Chapter 4 Directors, Board of Directors, and Auditors

Article 25 (Officers)

The Society shall have the following officers:

- (1) Directors: At least one (1) but no more than fifteen (15)
- (2) Auditors: At least (1) but no more than three (3)

Article 26 (Election of Officers)

Directors and Auditors shall be elected from Councilors at a meeting of the Board of

Councilors and shall be approved by a General Meeting.

Article 27 (Term of Office)

1. The term of office of Directors shall be until the close of the Annual General Meeting held in respect of the last business year that ended within 2 years from the date of assuming office. The term of office of Auditors shall be until the close of the Annual General Meeting held in respect of the last business year that ended within 4 years from the date of assuming office.
2. The term of office of a Director elected to fill a vacancy created by a Director who resigned prior to the expiration of his/her term or to increase the number of Directors shall be the same as the remaining term of office of the Director who has resigned or of other Directors then in office.
3. The term of office of an Auditor elected to fill a vacancy created by an Auditor who has resigned prior to the expiration of his/her term shall be equal to the remaining term of office of the Auditor who has resigned.

Article 28 (Dismissal of Officers)

Where there are good reasons, Directors and Auditors may be dismissed by resolution of a General Meeting. In such case, the Association shall give the Directors and Auditors the opportunity to explain himself/herself prior to the resolution.

Article 29 (Representative Director)

1. If the number of Directors is more than one, the Association shall have a Representative Director who shall be elected from among the Directors.
2. The Representative Director shall represent and supervise the operation of the Association.
3. Directors constitute the Board of Directors and shall have the duties, in addition to those required by law or by these Articles of Incorporation, to resolve on matters other than those that are within the authority of General Meetings and implement the resolutions.

Article 30 (Duties of Auditors)

1. Auditors shall have the duties, in addition to those required by law, to provide the following services in connection with the business and assets of the Association.
 - (1) To audit the status of the assets of the Society;
 - (2) To audit the execution of business by Directors;
 - (3) To report to the Board of Directors and General Meetings if any wrongdoing has been discovered in connection with the status of assets or the execution of business; and

(4) To convene a meeting of the Board of Directors or a General Meeting if necessary in order to make the report under the preceding paragraph.

2. Auditors may attend and express opinions at meetings of the Board of Directors, General Meetings and meetings of the Board of Councilors.

Article 31 (Remuneration of Directors and Auditors)

The remuneration of Directors and Auditors shall be determined by resolution of a General Meeting.

Article 32 (Convocation of Meetings of the Board of Directors)

1. Meetings of the Board of Directors may be convened by the Representative Director at any time; provided, however, that if one third or more of the Directors currently in office request a meeting of the Board of Directors in writing indicating the matters to be discussed at the meeting, the Representative Director shall convene an extraordinary meeting of the Board of Directors within 20 days from the date of the request.

2. Meetings of the Board of Directors shall be chaired by the Representative Director.

Article 33 (Quorum of Meetings of the Board of Directors, Etc.)

1. Meetings of the Board of Directors may not be held nor may they make any resolutions unless two thirds or more of the Directors currently in office are present; provided, however, that Directors who are unable to attend a meeting of the Board of Directors for an unavoidable reason may vote in writing or by electronic means on the agenda items proposed. Directors who have expressed his or her intention in writing in advance about the agenda items proposed shall be deemed to have attended the meeting.

2. Unless otherwise provided in these Articles of Incorporation, resolutions of a meeting of the Board of Directors shall be adopted by a majority of the votes of the Directors present at the meeting

Chapter 5 (Councilors and Board of Councilors)

Article 34 (Election of Councilors)

1. The Society shall have at least one and not more than 100 Councilors.

2. Councilors shall be elected from Full Members at a General Meeting.

3. With respect to Councilors, the provisions of Articles 28 and 29 that relate to Directors shall apply mutatis mutandis. In this case, the term "Director(s)" in said provisions shall be deemed

to be replaced with the term "Councilor(s)."

Article 35 (Duties of Councilors)

Councilors constitute the Board of Councilors and shall have the duties, in addition to those required by these Articles of Incorporation, to provide necessary advice to the Representative Director at the request of the Board of Directors.

Article 36 (Staff)

1. The Association shall have a secretariat, which shall handle administrative affairs of the Association.
2. The secretariat shall consist of a Secretary General and a necessary number of staff members.
3. Staff members shall be appointed and dismissed by the Representative Director.

Article 37 (Board of Councilors)

1. Regarding the following matters, Councilors' opinions shall be heard by the Board of Directors before they are referred to a General Meeting.
 - (1) Matters relating to business plans and operating budgets;
 - (2) Matters relating to business reporting and operating results;
 - (3) Matters relating to basic property;
 - (4) Matters relating to long-term borrowings;
 - (5) Matters relating to assumption of new obligations or waiver of rights, other than those specified in the foregoing items (1), (3) and (4); and
 - (6) Other important matters relating to the operation of the Society that the Board of Directors considers necessary to be resolved at a General Meeting.
2. Honorary Members may attend and express opinions at meetings of the Board of Councilors.

Article 38 (Convocation of Meetings of the Board of Councilors)

1. Meetings of the Board of Councilors shall be convened by the Representative Director once a year; provided, however, that if one third or more of the Councilors currently in office request a meeting of the Board of Councilors in writing indicating the matters to be discussed at the meeting, the Representative Director shall convene an extraordinary meeting of the Board of Councilors within 20 days from the date of the request.
2. The chairperson of a meeting of the Board of Councilors shall be elected from the

Councilors present at the meeting.

Article 39 (Quorum of Meetings of the Board of Councilors, Etc.)

1. Meetings of the Board of Councilors may not be held nor may they make any resolutions unless a majority of the Councilors currently in office are present
2. In the case of the preceding paragraph, the provision of the proviso to Article 33, paragraph 1 shall apply mutatis mutandis.
3. Unless otherwise provided in these Articles of Incorporation, resolutions of a meeting of the Board of Councilors shall be adopted by a majority of the votes of the Councilors present at the meeting. In case of a tie in voting, the chairperson shall have a casting vote.

Chapter 6 Accounts

Article 40 (Business Year)

The business year of the Association shall commence on April 1 of each year and end on March 31 of the following year.

Chapter 7 Assets

Article 41 (Composition of Assets)

The assets of the Society are composed of the following:

- (1) The assets listed on the inventory of property prepared at the time of incorporation;
- (2) Membership fees;
- (3) Revenues from business;
- (4) Revenues from assets;
- (5) Money and goods donated; and
- (6) Other revenues.

Article 42 (Categories of Assets)

The assets of the Society are classified into the two categories of Basic Property and Operating Property.

2. Basic Property consists of the following:

- (1) The assets listed as Basic Property on the inventory of property prepared at the time of incorporation;
- (2) The assets that are decided to be included in Basic Property by resolution of the Board of

Directors; and

(3) The assets donated on the condition that they shall be included in Basic Property.

3. Operating Property consists of assets other than those classified as Basic Property.

Article 43 (Management of Assets)

The assets of the Society shall be managed by the Representative Director. Of Basic Property, cash shall be kept in the custody of the Representative Director, who shall safeguard the cash in a secure manner such as placing it in a term deposit or otherwise based on a resolution of the Board of Directors.

Article 44 (Restrictions on Disposal of Basic Property)

Basic Property shall not be transferred, exchanged, encumbered, or included in Operating Property, provided, however, that if there is a compelling business reason, Basic property may be disposed of (but only in part) by resolutions of the Board of Directors and a General Meeting.

Article 45 (Payment of Expenses)

The expenses incurred by the Society in performing its business shall be paid out of Operating Property.

Article 46 (Business Plans and Operating Budgets)

The Society's business plans and their operating budgets shall be approved by resolutions of the Board of Directors and a General Meeting. The same shall apply to any amendments thereto.

Article 47 (Operating Results)

1. The Society's operating results shall be prepared by the Representative Director and submitted to the Board of Directors and a General Meeting for their approvals together with Auditors' opinions along with the inventory of property, balance sheet, business report, statement of changes in assets, and statement of changes in the Society Members.

2. If the Society's operating results generate a surplus, all or part of the surplus shall be included in Basic Property or carried over to the next year by resolution of the Board of Directors and approval of a General Meeting.

Article 48 (Long-term Borrowings)

Any borrowings by the Society other than short-term borrowings that may be repaid with revenues generated in the relevant business year shall be subject to approval by resolution of the Board of Directors

Article 49 (Assumption of New Obligations, Etc.)

Subject to the provisions of the proviso of Article 44 and of the preceding Article and except as provided in operating budgets, any assumption of new obligations or waiver of rights by the Society shall be subject to approval by resolutions of the Board of Directors and a General Meeting if such obligations or rights are material.

Chapter 8 Amendment to Articles of Incorporation

Article 50 (Amendment to Articles of Incorporation)

1. These Articles of Incorporation may be amended by resolution of a General Meeting.
2. The resolution referred to in the preceding paragraph shall be adopted by a majority of three fourths or more of the votes of the Association Members present at the meeting where a majority of the Association Members entitled to vote at such meeting are present.

Chapter 9 Dissolution

Article 51 (Dissolution)

1. The Society shall dissolve for any of the following reasons:
 - (1) Resolution of a General Meeting;
 - (2) Merger (a merger as a result of which this general incorporated association dissolves);
 - (3) Reduction in the number of Association Members to one;
 - (4) Ruling of commencement of bankruptcy proceedings; or
 - (5) Court order for dissolution.
2. The resolution referred to in (1) of the preceding paragraph shall be adopted by a majority of three fourths or more of the votes of the Association Members present at the meeting where a majority of the Association Members entitled to vote at such meeting are present.

Article 52 (Ownership of Residual Assets)

The ownership of the assets remaining upon dissolution shall be determined by resolution of a General Meeting.

Chapter 10 Supplementary Provisions

Article 53 (First Business Year)

The first business year of the Association shall be from the date of its incorporation to March 31, 2007.

Article 54 (Term of Office of First Directors and Auditors)

The term of office of the first Directors and Auditors of the Association shall be until the close of the Annual General Meeting held in respect of the last business year that ended within one year from the date of assuming office.

Article 55 (First Directors and Auditors)

Directors and Auditors at the time of incorporation shall be as follows:

Director: Hitoshi Maruyama

Address: 23-7, Sakaecho, Itabashi-ku, Tokyo, Japan

Auditor: Hiroshi Imaizumi

Address: 7390-3, Funatsu, Fujikawaguchiko-machi,
Minami Tsuru-gun, Yamanashi, Japan

Article 56 (Miscellaneous)

Any matters not provided for in these Articles of Incorporation shall be subject to the provisions of the Act on General Incorporated Associations and other applicable laws. If any matter is not addressed by law or in these Articles of Incorporation, such matter shall be determined at a General Meeting.