

# International Press-in Association



## Constitution

Established 3<sup>rd</sup> August 2010

Amended 22<sup>nd</sup> June 2017

IPA Secretariat

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# Constitution

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## CHAPTER I General

### Article 1 – Name

The name of this Association will be the International Press-in Association, hereafter referred to as the “Association”. The abbreviation of the Association will be “IPA”.

### Article 2 – Office

The Association will be located at 2-4-12 Konan, Minato-ku, Tokyo, Japan.

### Article 3 – Branches

The Association may establish branches based on the resolution of the Board of Directors.

## CHAPTER II Purpose and Activities

### Article 4 – Purpose

The Association will have the purposes of advancing the press-in engineering through the international cooperation amongst practitioners, project owners and academia, promoting environmentally-considered construction, and thus contributing to the development of society.

### Article 5 – Activities

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

- (1) To encourage information exchange among specialized piling contractors, general contractors, design engineers, project owners, material suppliers, machine manufacturers and academia for improving the planning, design and construction of embedded structures and walls, that is the prime purpose of the press-in engineering and the Association.
- (2) To promote research and development by organizing committees and/or working groups of engineers and academia from various disciplines that compose press-in engineering such as but not limited to geotechnical engineering, environmental engineering, mechanical engineering, measuring-surveying-monitoring engineering, data and information processing.
- (3) To compile State of the Art and Practice of press-in engineering and help practicing engineers solve real-life problems and assist government agencies develop relevant

codes and standards.

- (4) To support and hold international conferences, symposia, lectures and seminars related to press-in engineering.
- (5) To evaluate studies, technologies, and practices related to press-in engineering and award honors.
- (6) To improve public and government awareness of press-in engineering through IPA web site and publications.
- (7) To promote the communication among the members of the Association and the professional development of the members.
- (8) To perform other activities required to attain the purpose of the Association.

### **CHAPTER III Membership**

#### **Article 6 – Types of Memberships**

Membership will comprise the following three types.

- Individual Member: Individuals who have educational background or professional experiences related to the press-in engineering and are in favor of the aims of the Association.
- Corporate Member: Corporations or organizations who are willing to support the activities of the Association.
- Student Member: Students of the universities, colleges, junior colleges or technical colleges who are interested in the press-in engineering.

#### **Article 7 - Admittance and dues**

1. To become an Individual Member, a Corporate Member or a Student Member, an applicant 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 the Association shall submit its withdrawal form after having fulfilled any outstanding obligations.
2. Any member may be treated as having withdrawn from the Association if such member has not paid dues over one year.

### **Article 10 – Removal**

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

## **CHAPTER IV Directors and Auditors**

### **Article 11 - Number of Directors and Auditors**

The Association will have the following Directors and Auditors:

- (1) Directors not less than ten (10) members and not more than thirty (30) members.
- (2) Not more than two (2) Auditors.

### **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) President and not more than five (5) Vice President from among themselves.
3. One (1) Secretary General may be appointed by the President when necessary.
4. In the case of vacancy of Directors or Auditors, substitute Directors or Auditors may be elected. In this case Section 1 of the Article 12 shall apply.

### **Article 13 - Duties of Directors**

1. Directors will discharge their duties as provided below:
  - (1) The President will represent the Association and oversees the affairs of the Association.
  - (2) Vice Presidents will assist the President and, if and when the President is unable to discharge its duties or is vacant, will discharge the duties of the President in its place in such order prescribed by the President in advance.
  - (3) Secretary General will assist the President and Vice Presidents, 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 the President and Vice Presidents, and perform affairs of the 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 the General Assembly any failure to comply with laws, constitution or material unfair practices if such failures or practices are found
  - (4) to call the 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, Auditors, President and Vice Presidents**

1. The term of office for Directors and Auditors shall be two years.
2. The term of office for the President and Vice Presidents shall be two years.
3. A director or an auditor may not serve more than five (5) consecutive terms. After the term limits, a director or an auditor must vacate his/her position at least one year before seeking reelection. Provided, however, that if a Director is elected to the President or a Vice President, the Director's term shall automatically be extended for as long as the Director remains serving as the President or a Vice President.
4. The term of office for Directors and Auditors shall begin at the time of election at the General Assemblies.
5. The term of office for the President and Vice Presidents shall begin at the time of election at the Meeting of the Board of Directors.
6. The term of office for substitute Directors and Auditors shall be the unexpired term of office for the predecessors.
7. 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 can be remunerated on the payment basis stipulated in the Regulations.

### **CHAPTER V Meetings**

#### **Article 17 - Organization and Convocation of Board of Directors**

1. The Board of Directors shall consist of Directors, and the President will preside at the meetings thereof.
2. The meetings of the Board of Directors will be called by the President not less than once a year. If the President 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**

1. 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
2. The Board of Directors, by its resolution, may entrust the management of the Association between meetings of the Board of Directors to the Executive Steering Committee to the extent authorized by the Board of Directors. The Executive Steering Committee shall consist of the President, the Secretary General and the chairperson(s) of the Standing Committee(s) which the Board of Directors considers necessary to establish.
3. The Standing committees will assist the role of the Executive Steering Committee. The chairperson of the committees will be appointed by the President from among the Directors.

### **Article 19 - Quorum and Resolution of the Board of Directors**

1. 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.
2. 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, the President shall have a casting vote.

### **Article 20 - Organization and Convocation of General Assemblies**

1. General Assemblies shall consist of Individual Members specified in Article 6.
2. Ordinary General Assemblies will be called by the President once for each Fiscal Year within two months from the end of such Fiscal Year.
3. Extraordinary General Assemblies shall be held by the call of the President or Auditors, as the case may be, in each of the following cases:
  - (1) when the President considers necessary;
  - (2) when Auditors consider necessary;
  - (3) when not less than one-twentieth of the Individual members demand the convocation of the 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.
  - (4) The President will preside at the meetings of the General Assemblies.

### **Article 21 - Call of General Assemblies**

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

### **Article 22 - Quorum and Resolutions**

1. 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.

2. 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**

The General Assembly will resolve the following matters:

- (1) Election of Directors and Auditors;
- (2) Business plan and budgets of revenue and expenditure;
- (3) Business report and settlements of report and expenditure;
- (4) Alteration of Constitution;
- (5) Transfer into Fundamental Assets;
- (6) Approval of long-term borrowings;
- (7) Disposition, mortgaging, pledging or other encumbrance of Fundamental Assets;
- (8) Dissolution and liquidation;
- (9) Any other matters as considered necessary by the Board of Directors.

### **Article 24 – Minutes**

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

### **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**

1. The Association may have a secretariat and paid staff thereof to deal with its affairs.
2. Employment and dismissal of staff members will be made by the President with the resolution of the Board of Directors.
3. 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 the General Assemblies.

Operating Assets: Assets consisting of income from membership fees, profits generated from business activities, benefits derived from assets, donations and properties other than fundamental 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 the General Assembly.

### **Article 31 – Dissolution**

The dissolution of the Association may be made by a majority vote of three-quarters of the members present at a meeting of the General Assembly.

### **Article 32 - Disposal of Remaining Assets**

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

## **CHAPTER IX Supplementary Provisions**

### **Article 33 - Enforcement of Constitution**

By-laws and regulations that may be required for the enforcement of the Constitution may be provided by the resolution of the Board of Directors.

### **Article 34**

The Association is organized and existing under the laws of Japan, and if any dispute or difference of opinion arises relating to the 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.
2. The Article 2 for Office of the Chapter 1 was amended on 3rd August 2010. This was resolved as the sixth (6) agenda at the General Assembly held on 3rd August 3, 2010 and herein record as the Additional Provision 2.