

## **Bylaws of the Deep Ocean Water Applications Society**

Established on January 17, 1997  
Partially amended on April 24, 1998  
Partially amended on April 21, 2000  
Partially amended on April 1, 2006  
Partially amended on May 17, 2006  
Partially amended on May 23, 2008  
Partially amended on May 29, 2009  
Partially amended on May 28, 2010  
Partially amended on May 21, 2013  
Partially amended on May 23, 2014  
Partially amended on May 27, 2016  
Partially amended on May 24, 2018  
Partially amended on May 24, 2021

### Objective

Article 1. The objective of the Deep Ocean Water Applications Society (DOWAS) is to promote the research into the applications of deep ocean water (DOW), announce and evaluate research results, exchange information, and interact with the members.

### Name

Article 2. The name of the Society is the Deep Ocean Water Applications Society.

### Activities

Article 3. The Society shall perform the following activities to attain the objective in Article 1.

- (1) Publication of newsletters
- (2) Holding of research conferences
- (3) Publication of journals
- (4) Other activities necessary to attain the objective

### Members

Article 4. There shall be the following three classes of members: individual, corporate, and supporting members.

- (1) Individual members shall be individuals who are interested in the objective and activities of the Society and admitted to membership.
- (2) Corporate members shall be corporations who are interested in the objective and activities of the Society and admitted to membership. A representative of the corporate member shall be appointed.
- (3) Supporting members shall be individuals or corporations who agree with the objective and activities of the Society and support the Society.

### Member's Rights

Article 5. The members shall have the right to participate in the activities conducted by the Society. The supporting members shall have no right to vote for Directors or resolutions at general meetings.

2. The members shall have the right to receive the publications of the Society.

## Membership

Article 6. Those who seek for membership in the Society shall submit an application for membership to the President for approval of the Board of Directors.

## Withdrawal of Membership

Article 7. The member who wishes to withdraw his/her membership from the Society shall submit a withdrawal notice.

2. The membership shall be withdrawn by the Board of Directors for failure to pay dues for more than two years.

## Dues

Article 8. The members shall pay the following dues.

- (1) The individual members shall pay an annual due of ¥5,000.
- (2) The corporate members shall pay an annual due of ¥50,000.
- (3) The supporting members shall pay an annual due of at least ¥50,000 in increments of ¥50,000.

2. The membership fee shall be paid within the fiscal year.

3. If payment of the membership fee within the period is hindered due to unavoidable circumstances, and if the secretariat is promptly contacted and the board of directors approve, a grace period for payment may be extended until resolved. During the grace period, the application of Article 7.2 will be excluded.

## Members of the Board of Directors

Article 9. The following members of the Board of Directors shall be assigned.

- (1) President: One
- (2) Vice-presidents: One or more
- (3) Auditor: One
- (4) Directors: Not less than ten or more than fifteen

## Election of the Members of the Board of Directors

Article 10. The election of the members of the Board of Directors shall be as follows.

- (1) Not less than ten or more than fifteen Directors shall be elected among the individual and corporate members.
- (2) Directors shall be elected by a secret ballot with multiple entries. Each corporate member shall be entitled to have the number of votes equal to one vote of each individual member.
- (3) President shall be elected by mutual vote among the Directors.
- (4) Vice-president shall be nominated by the President among the Directors.
- (5) Auditor shall be elected by mutual vote among the Directors.
- (6) If it becomes difficult for a Director to perform his/her duty, the Director may be changed after approval at the general meeting based on the nomination of the Board of Directors.

## Term of Office of the Board of Directors Members

Article 11. The members of the Board of Directors shall serve for two years and may be re-elected.

## Duties of the Members of the Board of Directors

Article 12. The members of the Board of Directors shall perform the following duties.

- (1) The President shall oversee the activities of the Society and shall be its main representative.
- (2) The Vice-president shall assist the President and act on behalf of the President during his/her absence.
- (3) The Auditor shall audit and report on the financial condition of the Society at general meetings.
- (4) The Directors shall constitute the Board of Directors, discuss the operation of the Society and adopt a resolution.

#### Secretariat

Article 13. The Secretariat shall be established in the Society.

#### General Meetings

Article 14. General meetings shall be regular and extraordinary general meetings, and have quorum with the presence of not less than one-fifth the number of individual and corporate members (including presence by proxy.) The attendances of corporate members shall be counted on the basis that one corporate member is equal to one individual member.

2. Regular general meetings shall be convened annually by the President.

3. Extraordinary general meetings shall be convened by the President if so demanded by not less than one-third the number of individual and corporate members or admitted to be necessary by the President. In this case, the number of corporate members is counted on the basis that one corporate member is equal to one individual member.

4. The following matters shall be approved at the regular general meetings.

- (1) The business report and the settlement of balance of the previous fiscal year
- (2) The business report and the draft budget of the current fiscal year
- (3) Others admitted to be necessary by the Board of Directors

5. Decision making at general meetings shall be as follows.

- (1) Proceedings at general meetings shall be resolved by the majority of the membership present at the general meeting. In the event of a tie vote, the President shall cast the deciding vote.
- (2) The voting right vests in individual and corporate members.
- (3) The number of votes for the resolution of proceedings shall be counted on the basis that one corporate member is equal to one individual member.

#### Board of Directors

Article 15. The Board of Directors shall have quorum with the presence of majority of the Directors.

2. The Board of Directors shall discuss the operation of the Society and adopt a resolution.

3. The Board of Directors shall be composed of the President, Vice-president, Auditor and Directors.

4. The Board of Directors shall be convened and chaired by the President.

#### Fiscal Years

Article 16. The fiscal year for the Society shall begin on April 1 and end on March 31 of the following year.

#### Accounting

Article 17. The asset of the Society shall consist of the following.

- (1) Dues
- (2) Contributions
- (3) Other incomes

2. The budget of the Society shall be prepared by the President after the end of each fiscal year, submitted to the Board of Directors and approved at the general meeting.

3. The settlement of balance of the Society shall be prepared by the President without delay after the end of each fiscal year, with the opinion of the Auditor attached, and approved at the general meeting.

#### Amendment to the Bylaws

Article 18. Any amendment to the bylaws of the Society shall be proposed to the Board of Directors and approved by an affirmative vote of the majority of the membership present at the general meeting (including presence by proxy.)

#### Supplementary Provisions

1. The date of establishment of the Society shall be January 17, 1997.

2. The authority of the Board of Directors of the Society at the time of establishment shall be delegated to the founders of the Society, regardless of the provisions of Article 10. The term of office of the founders shall be from the date of establishment to the date of the first regular general meeting.

3. The activities and budget plans of the Society of the first fiscal year after the establishment shall be decided at the inaugural meeting, regardless of the provisions of Article 14.

4. The first fiscal year of the Society after the establishment shall be from the date of establishment to March 31, 1998, regardless of the provisions of Article 16.

5. The Secretariat of the Society is located at Kochi University, 200 Otsu Monobe, Nankoku City, Kochi Prefecture. This provision was abolished at the 2010 General Meeting.

6. The Secretariat of the Society is located at Osaka Prefectural University, 1-1 Gakuencho, Naka-ku, Sakai City, Osaka Prefecture from 2010. This provision was abolished at the 2014 General Meeting.

7. The Secretariat of the Society is located at Tokyo University of Marine Science and Technology, 4-5-7 Konan, Minato-ku, Tokyo from 2014. This provision was abolished at the 2016 General Meeting.

8. The Secretariat of the Society is located at Saga University, 1 Honjomachi, Saga City, Saga Prefecture from 2016.

This is a translation of the original Japanese-language bylaws for the convenience of our membership. In the case of discrepancy, the provisions of the Japanese-language original take precedence.