

Articles of Association of the General Incorporated Association Society of Industrial Technology for Antimicrobial Articles

Chapter 1 General Provisions

Article 1 (Name)

The name of the association is Society of Industrial Technology for Antimicrobial Articles (hereinafter referred to as "Society").

Article 2 (Purpose)

The purpose of this Society is to present the guidelines necessary for its members' self-management and other activities, in order for the members to deliver steady supplies of antibacterial products and antifungal products with better quality and safety, so as to help to improve the profitability of the business activities of members, to promote the sound evolution and advancement of relevant industries, and to raise the standard of living for consumers.

Article 3 (Operation)

The Society shall conduct the following operations in order to accomplish the purposes in the preceding article.

- (1) Matters concerning standards/regulations and indication methods of antibacterial products, antifungal products, antibacterial agents, and antifungal agents
- (2) Matters concerning quality control of antibacterial products, antifungal products, antibacterial agents, and antifungal agents
- (3) Matters concerning application technologies of antibacterial products, antifungal products, antibacterial agents, and antifungal agents
- (4) Matters concerning information exchanges with administrative agencies and related organizations
- (5) Research, studies, public relations, information disclosures, and hosting of research meetings, lecture meetings, workshops, and discussion meetings regarding paragraph 1-4
- (6) Other operations necessary for accomplishment of the purposes of this Society

Article 4 (Responsibility)

The Society shall be responsible for the contents of the guidelines concerning quality and safety stipulated in Article 2. Provided, however, any and all responsibilities concerning antibacterial products, antifungal products, antibacterial agents, and antifungal agents supplied to consumers by a member under its own management shall be borne by the member as a supplier.

Article 5

The Society shall have its office in Tokyo.

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Chapter 2 Members

Article 6 (Categories of Members)

1. Members shall be categorized in the following four types:
 - (1) Regular Member
 - (2) Supporting Member
 - (3) Special Member
 - (4) Associate Member
2. A Regular Member shall be a legal entity manufacturing and/or distributing antibacterial products, antifungal products, antibacterial agents, and/or antifungal agents that supports the purposes of the Society and is accepted by the Board of Directors as eligible as a Regular Member upon fulfilling the criteria stipulated separately.
3. A Supporting Member shall be an organization interested in manufacturing, application technologies and/or evaluation technologies of antibacterial products, antifungal products, antibacterial agents, and/or antifungal agents that supports the purposes of the Society and is accepted by the Board of Directors.
4. A Special Member shall be an academic expert who belongs to an educational institution such as a university or public institution/organization, or an individual with extensive business experience capable of giving advice to the Society concerning its operation, and is recommended by the Board of Directors.
5. An Associate Member shall be a legal entity manufacturing and/or distributing antibacterial products, antifungal products, antibacterial agents and/or antifungal agents or interested in gaining knowledge thereof that supports the purposes of the Society, falls under any one of the requirements in the regulations concerning members stipulated separately, and is accepted by the Board of Directors as eligible as an Associated Member upon fulfilling the criteria stipulated separately.

Article 7 (Acquisition of Membership)

Any person who wishes to become a member of the Society shall submit an application form to the Board of Directors for its approval.

Article 8 (Enrollment Fee and Membership Fee)

Regular Members, Supporting Members, and Associate Members shall pay the enrollment fees and membership fees stipulated separately by the General Assembly to support the operation of the Society.

Article 9 (Withdrawal)

A member may withdraw from the Society in the event that:

- (1) the member submits its withdrawal notice in writing; or
- (2) the individual member dies, or the member entity or organization is dissolved.

Article 10 (Expulsion)

A member may be expelled from the Society upon resolution of the General Assembly in the event that:

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- (1) a Regular Member, Supporting Member, or Associate Member fails to pay any membership fees when due and for one (1) year or more after being reminded of the payment; or
- (2) a member slanders the Society's reputation or acts in contrary to the purposes of the Society.

Chapter 3 Organization

Article 11 (Number of Executives)

The Society shall have the following executives:

Chairperson: 1 person

Vice Chairpersons: up to 4 persons

Executive Director: 1 person

Standing Directors: up to 10 persons

Directors: up to 30 persons (including Chairperson, Vice Chairpersons, Executive Director, and Standing Directors)

Auditors: up to 2 persons

Article 12 (Election of Executives)

1. Directors and Auditors shall be elected at the General Assembly.
2. Chairperson, Vice Chairpersons, and Executive Director shall be elected by mutual vote of Directors.
3. Standing Directors shall be appointed by Chairperson from among Directors.
4. If any executive becomes impossible to perform its duties, the Board of Directors may elect a successor executive.

Article 13 (Duties of Executives)

1. Chairperson shall represent the Society and preside over the operations of the Society.
2. Vice Chairpersons shall assist Chairperson and, in the event of any absence or inability to perform his/her duties on the part of Chairperson, act for Chairperson.
3. Executive Director shall take charge of the Society's operation through the Board of Standing Directors and perform other duties as prescribed by the Society's rules and the Board of Directors.
4. Each Standing Director shall take charge of a part of the operation of the Society.
5. Directors shall take charge of the Society's operation through the Board of Directors and perform other duties as prescribed by the Society's rules and the Board of Directors.
6. Auditors shall perform the duties as provided for in Article 59 of the Civil Code.

Article 14 (Term of Office of Executives)

1. The term of office of executives shall be two (2) years; provided, however, no executive shall be precluded from being re-appointed.
2. Notwithstanding the provisions of the preceding paragraph, the term of office of an executive appointed as a substitute for the predecessor executive or as an additional executive shall be

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- the remaining period of the term of office of the predecessor or other remaining executives.
3. Any executive shall, even after his/her term of office has expired, perform his/her duties until his/her successor takes office.

Article 15 (Advisor)

1. The Society may have a certain number of Advisors. Advisors shall be appointed by Chairperson upon recommendation of the Board of Directors.
2. Advisors may give their opinions to Chairperson concerning the operations of the Society upon Chairperson's inquiries.
3. The provisions of Paragraph 1 of Article 14 shall apply mutatis mutandis to the term of office of Advisors.

Chapter 4 Meetings

Section 1 General Assembly

Article 16 (Type and Structure)

1. There shall be the annual meetings and extraordinary meetings of the General Assembly.
2. The General Assembly shall consist of Regular Members, Supporting Members and Special Members (hereinafter referred to as "Regular Members, etc.).
3. Associate Members may attend any meeting of the General Assembly as observers only.

Article 17 (Convocation)

1. An annual meeting of the General Assembly shall be held within three (3) months after the close of each operating year.
2. An extraordinary meeting of the General Assembly shall be held when:
 - (1) The Board of Directors requests it upon resolution;
 - (2) One third or more of the members request it in writing along with the purpose of the meeting;
 - (3) Auditor(s) requests; or
 - (4) Chairperson otherwise deems necessary.

Article 18 (Chair)

Chairperson shall chair the meetings of the General Assembly; provided, however, the chair of an extraordinary meeting called by Auditor(s) may be elected at the said meeting.

Article 19 (Quorum)

A meeting of the General Assembly shall be constituted when not less than half of Regular Members, etc. are present (including by proxy).

Article 20 (Resolution)

The resolution of the General Assembly shall be made by the majority of Regular Members, etc. present; and in the case of a tied vote, the chair of the meeting shall make the final decision.

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Article 21 (Resolution Matters)

The following matters shall be discussed and resolved by the General Assembly.

- (1) Operation plans and income and expenditure budgets
- (2) Operation reports and income and expenditure settlements
- (3) Enrollment fees and membership fees
- (4) Amendments of this Articles of Association
- (5) Dissolution and disposition of residual assets
- (6) Other matters stated in this Articles of Association
- (7) Other matters deemed necessary by the Board of Directors in addition to the items above

Article 22 (Minutes)

1. Minutes shall be prepared with respect to the business of meetings of the General Assembly.
2. The minutes shall state the date and time, place, number of members, number of members present and resolved matters, and summary of discussions and results of the meeting. The minutes shall be signed and sealed by the chair and two (2) or more persons designated from among the members present and shall be retained by the Society.

Section 2 Board of Directors

Article 23 (Structure)

The Board of Director shall consist of Directors; provided, however, Auditors may attend any meeting of the Board of Directors and present their opinions.

Article 24 (Chair)

Chairperson shall chair the meetings of the Board of Directors.

Article 25 (Quorum)

1. A meeting of the Board of Directors shall be constituted when not less than half of Directors are present. Provided, however, any Director who is unable to attend the meeting may present his/her opinion and exercise his/her vote in writing or by proxy upon appointing another Director or his/her agent.
2. The resolution of the Board of Directors shall be made by majority of Directors present; and in a case of a tied vote, the chair of the meeting shall make the final decision.
3. Any Director who exercises his/her vote in writing or by proxy shall be deemed to have been present at the meeting of the Board of Directors.

Article 26 (Resolution Matters)

The following matters shall be discussed and resolved by the Board of Directors.

- (1) Matters concerning the implementation of the matters resolved at the General Assembly
- (2) Matters to be discussed at the General Assembly
- (3) Other matters concerning operations of the Society that do not require the resolutions of the General Assembly

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Article 27 (Minutes)

The provisions of Article 22 shall apply mutatis mutandis to the minutes of the Board of Directors.

Section 3 Board of Standing Directors

Article 28 (Structure)

The Board of Standing Directors shall consist of Chairperson, Vice Chairpersons, Executive Director, and Standing Directors.

Article 29 (Convocation)

The meetings of the Board of Standing Directors shall be convened by Chairperson at any time.

Article 30 (Matters to be Discussed and Determined)

The Board of Standing Directors shall discuss and determine practical matters concerning the operation of the Society delegated by the Board of Directors and any matters that require urgent attention.

Article 31 (Chair, Quorum, and Minutes)

The provisions of Articles 24, 25, and 27 shall apply mutatis mutandis to the chair, quorum, and minutes of the Board of Standing Directors.

Section 4 Council of Chairmen

Article 32 (Structure)

Deleted

Article 33 (Operation)

Deleted

Chapter 5 Committees and Information Exchange Panels

Article 34 (Committees and Information Exchange Panels)

The Society may establish committees and information exchange panels upon resolution of the Board of Directors to facilitate its operations.

Article 35 (Organizations, Structures and Operation of Committees and Information Exchange Panels)

1. Organizations, structures, and other matters required for operation of committees and information exchange panels shall be determined by Chairperson upon resolution of the Board of Directors.
2. The Society may establish any subcommittees under any committees and any special-interest groups under any information exchange panels.

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Chapter 6 Commendations

Article 36 (Commendation)

The Society may commend corporations, groups and/or individuals that have largely contributed to the improvement of the social standing of the Society through their activities in the Society during the currently operating year, or where it is recognized that their activities in the Society serve as an exemplar for other members of the Society.

Chapter 7 Assets and Accounting

Article 37 (Composition of Assets)

Assets of the Society shall consist of the following:

- (1) Properties listed in the inventory of properties
- (2) Enrollment fees and membership fees
- (3) Donated monies and goods
- (4) Fruits from assets
- (5) Other revenue

Article 38 (Operation Year)

The operation year of the Society shall start on April 1 of each year and end on March 31 of the following year.

Article 39 (Operation Plan and Income and Expenditure Budget)

1. Before the start of each operation year, Chairperson shall prepare the operation plan and income and expenditure budget for the following year upon obtaining consent from the Board of Directors, and shall obtain approval of the General Assembly.
2. When the meeting of the General Assembly stipulated in the preceding paragraph is held after the start of the new operating year, Chairperson shall control the income and expenditure for the period until the said meeting in accordance with the previous year.

Article 40 (Operation Report and Income and Expenditure Settlement)

Chairperson shall prepare the operation report, income and expenditure settlement statement, balance sheet, and inventory of properties after the end of each operating year without delay, and shall obtain approval from the General Assembly after obtaining consent from the Board of Directors and audit by Auditor(s).

Chapter 8 Secretariat

Article 41 (Secretariat)

1. The society shall establish the Secretariat to process operation works.

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2. Chairperson shall preside over the Secretariat.

Chapter 9 Others

Article 42 (Amendment to Articles of Association)

1. Any amendment to this Articles of Association shall be made by resolution of the General Assembly.
2. This Articles of Association may be amended by approval of the majority of votes of Regular Members.

Article 43 (Dissolution)

The Society may only be dissolved when two third of Regular Members consent thereto.

Article 44 (Miscellaneous Provisions)

Any matters necessary for implementation of this Articles of Association in addition to those stipulated herein shall be separately determined by Chairperson upon resolution of the Board of Directors.

(Supplementary Provisions)

Effective Date: June 24, 1998

1st Amendment: June 22, 1999

2nd Amendment: June 22, 2001

3rd Amendment: June 9, 2004

4th Amendment: June 25, 2007