

# **Japan Industrial Imaging Association**

## **Articles of Incorporation**

Japan Industrial Imaging Association

Established on February 27, 2006

(Revised on June 25, 2024)

## **Chapter 1. General Provisions**

(Name)

Article 1. This Association shall be called “Japan Industrial Imaging Association” (hereinafter referred to as “this Association”).

2. This Association shall be called “Japan Industrial Imaging Association” or “JIIA” in English.

(Location of Principal Office)

Article 2. The principal office of this Association shall be located in Minato-ku, Tokyo, Japan. In addition, The Board of Directors may, by resolution, establish one or more branches as secondary offices at necessary places in and outside Japan. Detailed regulations concerning the establishment, organization and operation of branch offices shall be separately provided for.

(Purpose)

Article 3. This Association shall contribute to the advancement of the industry by making constructive efforts in the field of industrial imaging. To achieve these objectives, it shall conduct the following activities:

- (1) Promote standardization of advanced technologies in industrial imaging.
- (2) Participate in investigation and research of international and cross-sectional standardization activities and make suggestions and/or recommendations on such activities.
- (3) Conduct seminars, lectures, and other activities to promote understanding and information exchange in the industrial imaging field.
- (4) Disclose and disperse the contents and relevant documents of pertinent standardization meetings.
- (5) Disclose and provide technical and market trends, investigative reports, statistics, publications and relevant information in the industrial imaging field.
- (6) Conduct and support international and cross-sectional conferences and events in the industrial imaging field.
- (7) Conduct any other necessary activities to achieve the abovementioned objectives and activities attached to and relevant thereto.

2. The purpose of this Association shall not be to distribute surplus gained through its business to its members. Such surplus will be used for the reserve for loss compensation or the return of the fund and will be retained for the following fiscal year or beyond.

(Method of Public Notice)

Article 4. Public notice of this Association shall be posted on its website.

## **Chapter 2: Membership**

(Types of Membership)

Article 5. The members of this Association shall be Regular Members, Supportive Members and Special Members. Regular Members shall be members under the laws concerning general incorporated associations and general incorporated foundations.

(Regular Members)

Article 6. Regular Members shall be publicly traded corporations and other corporations (including those established under the laws of countries other than Japan, for which these provisions shall apply) that agree with the purposes of this Association and are willing to cooperate in the activities of this Association., as well as are engaged in fields related to industrial imaging.

2. Each Regular Member shall have one vote at the General Assembly.
3. Regular members shall have the right to nominate candidates for directors, candidates for auditors, and candidates for special members as well as the right to participate in committees and subcommittees separately established by the Board of Directors, in addition to the voting rights set forth in the preceding paragraph 2 and other rights set forth in the Act on General Incorporated Associations and General Incorporated Foundations.

(Supportive Members)

Article 7. Supportive Members shall be publicly traded corporations and any other corporations that agree with the purposes of this Association and are engaged in fields related to industrial imaging.

2. Supportive Members shall have no voting rights at the General Assembly.
3. Supportive Members shall have the right to participate in Working Groups affiliated with and managed by each Committee.

(Special Members)

Article 8. Special Members shall be those who do not qualify as Regular Members or Supportive Members, but agree with the purpose of this Association and want to cooperate in the activities of this Association.

2. Special Members shall no voting rights at the General Assembly.
3. Special Members shall have the right to participate as observers in Working Groups which are affiliated with and managed by each Committee.

(Treatment of Company Groups)

Article 9.

A publicly traded corporation and/or any other corporation directly or indirectly holds a majority of the total number of voting rights of another corporation (hereinafter referred to as "parent company") and a corporation which majority voting rights are held by another corporation (hereinafter referred to as "subsidiary") shall be deemed to be a single corporation. However, even if the parent company and subsidiary companies form a corporate group, if each corporation operates separate businesses such as manufacturing, sales, design, and system integration, and conducts independent business activities, both companies can join this Association and act as members.

(Admission)

Article 10. Those who wish to join this Association as a Regular Member, Supportive Member or Special Member shall apply for membership by submitting a prescribed document in accordance with the rules and regulations of the Board of Directors or by electromagnetic means with regard to the matters.

2. The Board of Directors may approve admission to a corporation or individual who wishes to be admitted to the Board of Directors if the Board recognizes that such corporation or individual satisfies the qualifications and requirements set forth in Article 6, paragraph 1, Article 7, paragraph 1, Article 8, paragraph 1, and Article 9. The individual/corporation admitted to this Association shall be given a position of Regular Member, Supportive Member or Special Member on the first day of the month following the month in which it pays the specified entrance fee and annual dues.
3. Corporations that have been admitted to this Association must appoint one person (hereinafter referred to as the "member representative") who will exercise their rights as the representative of the corporation and notify the Chairman of this Association. If a proxy for the member representative is appointed, the same notification must be submitted. If there are any changes to the member representative or his/her proxy, a notification of change must be submitted immediately.

(Assignment of Position)

Article 11. Positions of this Association members, irrespective of the type of membership, may not be transferred to others.

(Entrance Fee and Annual Dues)

Article 12. The Entrance Fee and first year's membership dues specified separately at the General Assembly shall be paid to this Association to become a Regular Member, Supportive Member

or Special Member.

2. Regular Members, Supportive Members and Special Members shall pay annual dues to this Association pursuant to the provisions of the General Assembly which shall apply them to this Association's regular management expenses.
3. Entrance fees and annual dues shall not be refunded any reason once paid.
4. The admission fee and annual membership fee shall be changed by a resolution of the General Assembly.

(Member Responsibilities)

Article 13. Association Members shall abide by the Articles of Incorporation and other laws and regulations, sincerely exercise their voting and other rights provided under their type of membership and shall be accountable for the management of this Association in order to achieve the objectives of this Association.

(Withdrawal)

Article 14. In the event Regular Member wishes to withdraw from membership, said Regular Member shall give thirty (30) days' advance notice in writing or by electromagnetic means and notify the Board of Directors of the matters to be stated in the prescribed documents or by electromagnetic means. Provided, however, that the Board of Directors may approve a change in the qualification of Regular Member to a Supportive Member if such Regular Member desires to change to a Supportive Member.

2. In the event a Affiliate Member wishes to withdraw from the membership, such Affiliate Member shall give thirty (30) days' advance notice in writing or by electromagnetic means and shall notify the Board of Directors of the matters to be stated in such document in writing or by electromagnetic means. Provided, however, that if such Affiliate Member desires to change to a Full Member, the Board of Directors may approve such Affiliate Member's change to a Full Member.
3. In the event a Special Member wishes to withdraw from membership, said Special Member shall give thirty (30) days' advance notice in writing or by electromagnetic means and shall notify the Board of Directors of the matters to be stated in the prescribed documents or by electromagnetic means.
4. In addition to these procedures provided in paragraph 2 above, members can withdraw from this Association under any of the following conditions:
  - (1) Consent of all Regular Members
  - (2) Death or when a member has been officially declared missing
  - (3) Dissolution or bankruptcy of the member corporation
  - (4) Expulsion

5. Those who have withdrawn from this Association shall still be responsible for payment of annual dues payable at the time of withdrawal, even after withdrawing from this Association.

(Expulsion from Membership)

Article 15. A member of this Association who has defamed or acted against the purpose of this Association or has violated his/her obligations as a member may be expelled from his/her membership by a resolution made at a General Assembly. In addition, if a member of this Association fails to pay his/her annual membership fee without any special reason, the Board of Directors may, by resolution of the Board of Directors, suspend or forfeit the membership.

2. Resolutions on expulsion of Regular Members, Supportive Members or Special Members shall require three-fourths (3/4) or more of the total number of voting rights held by the full member.
3. In the event of expulsion pursuant to paragraph 2 above, said member shall be given advance written notice of the expulsion proceeding and an opportunity to defend itself prior to the resolution.
4. If a member of this Association is one year behind in paying annual membership fees, the membership will be suspended. If a suspended member pays both the overdue amount and the annual membership fee for the new fiscal year, the member's membership will be reinstated.
5. If a suspended member is another year behind in paying annual membership fees, the membership will be forfeited. If a member applies for membership after forfeited, the member will be admitted through new admission procedures.
6. If the Board of Directors determines that the reasons for non-payment under paragraphs 4 and 5 are valid, the non-payment will not be treated as non-payment.

(Transactions in Conflict of Interest)

Article 16. To avoid possible conflict of interest, this Association shall obtain approval in advance from the Board of Directors should it wish to engage Regular Members, Supportive Members or Special Members in dealings, such as consignment of development and research.

**Chapter 3. General Assembly.**

(General Assembly)

Article 17. General Assemblies of this Association shall consist of two types: ordinary and extraordinary. Ordinary General Assembly shall be held once annually by the end of June. Extraordinary General Assemblies shall be held as necessary.

2. The General Assembly shall resolve matters submitted to the Assembly by the Representative

Director by resolution of the Board of Directors, as well as per the bylaws prescribed in the Nonprofit Mutual Benefit Corporation Law and in this Articles of Incorporation.

3. The General Assembly shall be held at the principal office of this Association or at the location designated by resolution of the Board of Directors.

(Convocation of General Assembly)

Article 18. The General Assembly shall be convened by the representative director based on a resolution of the Board of Directors, unless otherwise provided for in laws and regulations.

2. (deleted)

3. The Chairman shall send a written or e-mail notice of convocation to all Regular Members at least two weeks prior to the date of the General Meeting indicating the date, venue and agenda.

4. In the event that at least one-fifth of all Regular members request the Board of Directors to convene an extraordinary General Assembly in writing stating the purpose of the General Assembly and the reason for convocation, the Chairman shall convene within four weeks from the date thereof.

(Method of Resolution)

Article 19. Except as otherwise provided for in applicable laws and regulations, resolutions of the General Assembly shall be made when a majority of the votes of the Regular Members present at a meeting and a majority of all Regular Members confirm their agreement with them. In case of an indecisive vote, the chair of the General Assembly shall cast the deciding vote.

2. Regular Members may exercise their vote by proxy.

3. In the case referred to in the preceding paragraph, the agent shall submit the proper documentation to this Association certifying the authority of representation.

(Chair)

Article 20. The chair of the General Assembly shall be the Chairman of this Association. If the Chairman is absent from the assembly due to accident or other reason, a Director shall be appointed to perform the Chair's duties as prescribed by the Board of Directors.

(Minutes)

Article 21. Minutes of the General Assembly shall be made to cover the proceedings of the agenda and their results shall be signed and sealed by the Chairman present.

## **Chapter 4. Directors and Board of Directors**

### (Number of Seats)

Article 22. The Board of Directors shall be established in this Association.

2. This Association shall have at least five(5), but not more than fifteen(15) Directors.

### (Qualifications and Nomination)

Article 23. Directors of this Association shall be elected from among Regular Members of this Association.

2. Each Representative of Regular Member may nominate one member from among Regular members, including themselves, as a Director candidate. Such candidate must be a director, executive director, manager or other employee of their corporation.
3. Among the Directors, the total number of Directors and their spouses, relatives within the third degree of kinship, or other persons with a special relationship shall not exceed one-third of the total number of Directors.

### (Method of Appointment)

Article 24. Directors shall be appointed from among candidates by resolution of the General Assembly as prescribed in Article 23. In the event that the total number of candidates exceeds the quorum set forth in Article 22, candidates with the majority of votes will be elected in descending order of the number of votes until the quorum is reached.

### (Term of Office)

Article 25. The term of office for Directors shall be until the closing of the ordinary General Assembly held in the last fiscal year within two(2) years of assumption to the seat. Directors can be reappointed.

2. The term of office of a Director who assumed the duty to fill a vacancy caused by the resignation of a Director or a newly appointed Director shall be the remaining term of the predecessor or the other incumbent Directors, as designated at the time of appointment.

### Chairman and Vice-chair)

Article 26. This Association shall have one Chairman who shall be elected by the resolution of the Board of Directors.

2. The Chairman shall represent this Association and preside over all operations of this Association.
3. No more than three(3) Directors shall be appointed as Vice-chair. They shall be elected by the resolution of the Board of Directors.
4. The Vice-chair shall assist the Chairman and oversee all operations of this Association and, in



the event of an accident, etc. at the Chairman, performing his/her duties in the order determined in advance by the Board of Directors.

(Dismissal of Directors)

Article 27. A director may be dismissed by a resolution of the General Assembly.

(Remuneration)

Article 28. Directors shall receive no remuneration.

(Authority of Board of Directors)

Article 29. The Board of Directors shall consist of all the Directors. The Board of Directors shall make decisions on operation of this Association and oversee the execution of the duties of the Chairman and other Directors.

(Convocation of Board of Directors)

Article 30. In addition to the ordinary Board of Directors meetings specified in the bylaws set forth separately, the Board of Directors can meet under the following conditions:

- (1) When the Chairman find it necessary
  - (2) When there is a request, accompanied by a presentation of the purpose for such a meeting, from at least one-third of the Directors to the Chairman.
2. The Board of Directors shall be constituted by the presence of a majority of the total number of Directors.

(Convocation of the Board of Directors)

Article 31. The Chairman shall convene a meeting of the Board of Directors. The Board of Directors shall be convened by Directors and Auditors.

(Resolutions of the Board of Directors and Minutes of Meetings)

Article 32. The Chairman shall chair the Board of Directors and preside over proceedings thereof.

2. The proceedings of the Board of Directors shall be decided by a majority of the Directors present at the meeting, in which a majority of the Directors present at the meeting are present.
3. Notwithstanding the provisions of the preceding paragraph, when all the current directors express their consent in writing or by electromagnetic means (excluding when the auditor expresses an objection), the resolution to pass is deemed to have been made.
4. The minutes of the meetings of the Board of Directors shall be prepared in accordance with laws and regulations and kept at the principal office for a period of ten years from the date of the meeting.

5. The Chairman and Auditors present shall affix their names and seals to the minutes set forth in the preceding paragraph.

## **Chapter 5. Auditor**

(Number of Seats)

Article 33. This Association shall have at least one and not more than three Auditors.

(Qualifications and Recommendations)

Article 34. Auditors shall be appointed from among Regular Members of this Association. Provided, however, that this shall not preclude the appointment of up to one person from persons other than Regular Members who has been recommended by the Regular Member when it is deemed necessary and appropriate. Directors, the chair of each committee, and secretariat members (employees of the Board) may not become auditors.

2. Each Regular Member may nominate one member, including themselves, as an Auditor candidate. Candidates from among regular members must be a director, executive director, manager or other employee of their corporation.

(Method of Appointment)

Article 35. Auditors shall be appointed from among candidates by resolution of the General Assembly as prescribed in Article 34. If the total number of candidates exceeds the quorum set forth in Article 33, the candidates who have obtained a majority of the votes shall be selected up to the quorum in the order of the number of votes.

(Term of Office)

Article 36. The term of office of Auditors shall be until the termination of the ordinary General Assembly for the last fiscal year within two(2) years after assumption to the position. This does not preclude reappointment.

2. The term of office of an Auditor assuming duties to fill a vacancy caused by the resignation of an Auditor shall be the remaining term of the predecessor.

(Authority of Auditors)

Article 37. The Auditors shall perform the duties set forth in Subsection 6, Section 3, Chapter 2 of the Act on General Incorporated Associations and General Incorporated Foundations and shall audit the business and accounting of this Association. An auditor may attend the General Assembly, Board of Director meeting or any other meetings held by this Association to state his/her opinions.

(Remuneration of Auditors)

Article 38. Auditors shall receive no remuneration. However, that if an Auditor is appointed from a person other than Regular Member pursuant to Paragraph 1 of Article 34 and a resolution is made at the General Assembly, he/she may receive remuneration deemed appropriate.

(Dismissal of Auditors)

Article 39. An auditor may be dismissed by a resolution of two-thirds or more of the total number of voting rights held by all Regular Member at the General Assembly. In this case, prior notice shall be given to the relevant auditor and an opportunity for explanation shall be given prior to the resolution.

## **Chapter 6. (deleted)**

Article 40 to Article 46 (deleted)

## **Chapter 7. Committees/Working Groups**

(Committee Establishment)

Article 47. The Board of Directors may by resolution, establish committees to serve as consultative bodies.

2. When establishing a Committee, the Board of Directors shall be responsible to set forth the regulations covering the Committee's name and consultative agenda, the Chair's qualification requirements, appropriate procedures, budget for Committed activities, calculation methods, activity plans, discussions procedures and any other pertinent matters.

(Committee Member)

Article 48. Committee members shall be Regular Members who satisfy the qualifications prescribed in paragraph 1 of Article 6.

2. Committee members may recommend Board of Directors and Chair candidates for each committee.
3. The number of seats, appointments, term of office, changes, dismissals and other details of the Chair and Committee members shall be specified in the regulations set for by the Board of Directors.
4. Committee members shall receive no remuneration, however, this does not preclude Committee members from requesting payment from this Association for business entrusted to them by this Association. Procedures for such payment and other details shall be specified

separately in regulation set forth by the Board of Directors.

(Working Groups)

Article 49. Each Committee may establish Working Groups as subordinate bodies with the approval of the Board of Directors.

2. The Chair of a Working Group shall have one chair who is Regular Member approved by the Board of Directors.
3. Regular Members and Supportive Members shall participate equally and each shall have one vote.
4. Special Members shall have the right to participate in a Working Group, but shall not have voting rights.
5. The persons, who are other than Regular Members, Supportive members, and Special members, approved by the Board of Directors may attend the Working Group. In this case, the voting rights of each participating company or any other corporation may be granted with the approval of the Board of Directors.
6. The Chair of a Working Group shall report activity progress, decisions and work in progress to the Board of Directors and the Committee with which the Working Group is affiliated.
7. Any matters related to organization and management of Working Groups shall be specified in management provisions set forth separately by resolution of the Board of Directors.

## **Chapter 8. Funds**

(Total amount of funds))

Article 50. The total amount of funds for this Association, including alternative funds, shall be ¥4,050,000.

(Provision concerning Capital Contributor Rights)

Article 51. Contributed funds shall not be refunded until this Association is dissolved.

(Procedures for Refund)

Article 52. With regard to the procedures for returning funds, the liquidator shall separately specify the place and method of returning funds and other necessary matters in accordance with the provisions of Article 236 of Chapter IV, Section 4 of the Act on General Incorporated Associations and General Incorporated Foundations.

## **Chapter 9. Accounting**

(Fiscal Year)

Article 53. The fiscal year shall start on April 1 and end on March 31 the following year.

(Activity Plan and Budget)

Article 54. Every fiscal year, the Chairman shall formulate an activity plan and budget for the following fiscal year, then must obtain the approval of the Board of Directors at least thirty days prior to the end of the fiscal year.

2. The Chairman shall submit for approval by the General Assembly the activity plan and budget approved by the Board of Directors pursuant to the foregoing paragraph.
3. The Chairman and Directors shall conduct Association activities based on the approved activity plan and budget.

(Formulation and Approval of Financial Statements)

Article 55. At the end of each fiscal year, the Chairman shall formulate a balance sheet, income and loss statement, activity report, details concerning appropriation of surplus or allocation of loss, detailed statements (hereinafter referred to as financial statements) and shall obtain approval from the Board of Directors for said documents.

2. Upon approval of the Board of Directors, the Chairman shall submit the financial documents to Auditors for audit.
3. The Chairman shall submit the audited statements to the annual General Assembly and report on any activities in the said activity report for approval of the annual General Assembly.

## **Chapter 10. Amendment of the Article of Incorporation and Dissolution**

(Amendment of the Articles of Incorporation)

Article 56. Amendment of the Article of Incorporation shall be made by a resolution of two-thirds or more of the total number of voting rights held by Regular Member at the General Assembly.

(Dissolution)

Article 57. This Association shall be dissolved by a resolution of two-thirds or more of the total number of voting rights held by Regular Members at the General Assembly.

(Liquidator)

Article 58. Should this Association be dissolved, except in cases of merger or bankruptcy, the Chairman shall serve as liquidator.

(Assignment of Residual Assets)

Article 59. In the event that this Association is dissolved, the remaining assets after repayment of debts shall be donated to the juridical person set forth in item of Article 5 of the Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations, or to the national or local governments upon resolution at the General Assembly.

## **Chapter 11. Supplementary Provisions**

(Secretariat)

Article 60. This Association shall establish a Secretariat which shall be responsible for recording the minutes of the General Assembly and Board of Directors meetings, keeping commercial books and other administrative work relating to the activities of this Association.

2. The Secretariat shall have a Secretary General, who shall be appointed by resolution of the Board of Directors. The Secretary General and other staff members shall preside over the operations of the Secretariat under the direction and order of the Board of Directors. The Secretary General shall be elected from among the Director and no remuneration.
3. The organization and operation of the secretariat shall be separately set forth in the Detailed Regulations.

(Inspection of Documents)

Article 61. Members of this Association may ask the Representative Director for permission to inspect the Articles of Incorporation and other regulations set forth by the Board of Directors, member lists, financial statements, audit reports pertaining to the latest full fiscal year, General Assembly minutes, documents evidencing approvals of the General Assembly, as well as other Association related documents. They may also request for copies of the above documents.

(Advisors and Advisors)

Article 62. There may be a few advisors and consultants in this Association.

2. The Counsellors and the Advisors shall be appointed by the Chairman by resolution of the Board of Directors from among those deemed capable of providing guidance and activities from a highly professional standpoint in the operation of the Board.
3. The Counsellors shall carry out the duties entrusted by the Board of Directors, in addition to expressing their opinions upon the consultation of the Chairman and Vice-chair. An Advisor may attend the General Assembly, association meetings, or any other meeting held by the Board of Directors to state his/her opinions.
4. The Advisor shall respond to the consultation of the President and Vice President and provide

their reference opinions on the matters consulted by the Board of Directors. An advisor may attend the General Assembly, association meetings or any other meeting held by the Board of Directors to state his/her opinions.

5. The term of office of the Counsellors and the Advisors shall be until the ordinary general meeting of the Company for the business year within one (1) year after assuming office. Provided, however, that this shall not preclude the reappointment.
6. The Counsellors and The Advisors shall receive no remuneration.
7. The Counsellors and The Advisors may be dismissed by a resolution of the Board of Directors.

(Enforcement Regulations)

Article 63. The matters necessary for the enforcement of these Articles of Incorporation shall be separately determined by a resolution of the General Assembly or the Board of Directors.

(Others)

Article 64. All other matters not stipulated in this Articles of Incorporation shall be governed by the laws and other relevant laws and regulations concerning general incorporated associations and general incorporated foundations.

Article 65. (deleted)