

General Incorporated Association Kyoto Breast Cancer Research Network

Articles of Incorporation

Chapter 1 General Rules

(Name)

Article 1 This Association is named as Ippan Shadan Houjin Kyoto Nyugan Kenkyuu Network and displayed in English as Kyoto Breast Cancer Research Network.

(Office)

Article 2 The Association locates its main office in the city of Kyoto.

(Purpose)

Article 3 The Association shall succeed the activities of NPO KBCCC. It aims to contribute itself to the development and prevailing of breast cancer medicine, develop academic culture and promote cancer prevention and improvement of health with promotion of research on prevention as well as diagnosis and treatment, nurturing the persons who engage in medical care, and through the proposals on examining and solving various issues regarding diagnosis and treatment of breast cancer.

(Business)

Article 4 In order to achieve the preceding article's purposes, the following business is undertaken.

- (1) Joint research with various institutions in order to achieve more effective diagnosis and establishment of treatment methods for breast cancer.
- (2) Mutual cooperation, alliance and inter-communication among domestic and overseas medical care workers and medical institutions related to breast cancer treatment and the building of a network in order to do so.
- (3) Familiarizing and enlightening of the citizens regarding knowledge of prevention, diagnosis and treatment of breast cancer.
- (4) Holding study meetings and lectures etc in order to nurture human resource who engage in prevention, diagnosis and treatment of breast cancer.
- (5) Publishing theses and books etc regarding prevention, diagnosis and treatment of breast cancer.
- (6) Consultation and support for breast cancer patients and their families.
- (7) Business regarding promotion of cancer prevention and improvement of health.
- (8) Other necessary business in order to achieve the purpose of the preceding article.

(Method of Public Notice)

Article 5 Public Notice of the Association shall be published in the Gazette.

Chapter 2 Members

(Enrolling in the Association)

Article 6 Persons who agree to the purposes of the Association and enroll in the Association shall be Member

- 2 In order to be a Member, persons shall apply in the manner which the Association specifies and receives approval from the representative director

(Share of expense etc)

Article 7 Members, in order to achieve the purposes of the Association, shall have a duty to pay the expenses (enrollment fee and membership fee) which shall be set separately at the Member's general meeting.

- 2 Expenses which have been paid already shall not be reimbursed for any reason.

(Withdrawal from the Association)

Article 8 The Member can withdraw from the Association at any time. However, the Member must give notice to the Association more than one month in advance.

(Expulsion)

Article 9 Should a Member of the Association bring disgrace on the Association or commit a deed that is against the purposes of the Association or is in breach of duty as a Member, when there is such a valid reason to be expelled, the Member may be expelled with a resolution at the Member's general meeting which is set on the Clause 2 of Article 49 under the Act Concerning General Associations and General Foundations (hereinafter 'General Associations Act')

(Loss of Member Entitlement)

Article 10 The Member shall lose entitlement under any of the following items.

- (1) When withdrawn from the Association
- (2) When becoming an adult ward or warrantee.
- (3) When has died or received declaration of disappearance and/or is dissolved.
- (4) When falling behind on the membership fee for more than 1 year.
- (5) When expelled.
- (6) When there is agreement of all Members.

(Member Name List)

Article 11 The Association shall make up the Member name listing with the names, titles and addresses of Members.

Chapter 3 Member's General Meeting

(Formation)

Article 12 Member's General Meeting is formed with all Members.

(Rights)

Article 13 Member's General Meeting shall resolve the following particulars.

- (1)Expulsion of Members
- (2) Electing or removal of directors and auditor secretary.
- (3) Amount of remuneration etc of directors and auditor secretary.
- (4) Acknowledgement of balance sheet and income statement (statement of changes in net assets) and supplementary schedule of those above.
- (5) Change of Articles of Incorporation
- (6) Dissolving and consignment of remaining assets.
- (7) The acts as well as particulars set out in this Articles of Incorporation as other matters to be resolved at the Member general meetings.

(Holding)

Article 14 The Member's General Meeting of the Association shall be fixed interval Member general meetings and ad hoc Member's General Meetings. The fixed interval Member's General Meetings shall be held within 3 months of the completion of each business year and ad hoc Member's General Meeting shall be held as and when necessary.

(Summons)

Article 15 The Member's General Meeting shall be summoned by the representative director based on the resolution of the director meeting unless otherwise provided for.

(Chairperson)

Article 16 The chair of the Member's General Meeting is the representative director.

(Voting Right)

Article 17 The voting right at the Member's General Meeting shall be 1 vote per 1 Member.

(Resolution)

Article 18 Resolutions at the Member's General Meeting shall be carried when more than half of all Members with voting right attend the meeting and more than half of Members with voting rights approve the resolution.

- 2 The resolution of General Associations Act Article 49 Clause 2 shall be carried when more than half of all Members attend the meeting and a majority of two-thirds of all Members with voting right approve the resolution.
- 3 In spite of the preceding Clause 2, when the prerequisite fulfills the General Associations Act Article 58 Clause 1, it is looked upon as if it is a Member's General Meeting's resolution to adopt the concerned proposal.

(Meeting Minutes)

Article 19 Regarding the transactions of the Member's General Meeting, the meeting minutes shall be created as Act sets.

- 2 The chair and 2 persons who have attended the meeting that have been selected as the meeting minutes subscribers shall subscribe their names or stamp their names to the preceding clause meeting minutes.

Chapter 4 Board Members

(Board Members)

Article 20 The following board members shall be appointed to the Association.

- (1) Director more than 3 persons.
- (2) Auditor secretary more than 1 person.
- 2 One director out of the directors shall be appointed as the representative director.

(Selection of Board Members)

Article 21 The directors and auditor secretary shall be selected by a resolution at the Member's General Meeting.

- 2 The representative director shall be selected out of the directors by a resolution at the director meeting.

(Duty and the Rights of the Directors)

Article 22 The directors shall make up the director meeting and carry out their duties as per Acts and this Article of Incorporation.

- 2 The representative director shall represent and carry out the duties of the Association as per Acts and this Articles of Incorporation.

(Duty and Rights of the Auditor Secretary)

Article 23 The auditor secretary shall audit the implementation of directors' duties and create an audit report as per Acts.

- 2 The auditor secretary may request from the director and Members a report of the business at any time and investigate the state of the Association's business and assets.

(Term of Board Members)

Article 24 The term of the director shall be up until the completion of the last fixed interval Member's General Meeting which shall finish within 2 business years after election.

- 2 The term of the auditor secretary shall be up until the completion of the last fixed interval Member general meeting that shall finish within 2 business years after election.
- 3 The term of the directors and auditor secretaries who are selected as substitutes shall be up until the predecessor's completion of the term.
- 4 The directors or auditor secretaries, when less than the fixed numbers set in Article 20 Clause 1, shall have the duties and rights of directors or auditor secretaries up until the newly selected person takes over the role, even after they have completed the term or resigned.

(Dissolving Board Members)

Article 25 The director and auditor secretary may be removed with a resolution at the Member's General Meeting.

(Remuneration etc of Board Members)

Article 26 Remuneration, bonus and other property benefits for the compensation of carrying out of duties which the director and auditor secretary receive from the Association shall be set by a resolution at the Member's General Meeting.

(Advisor)

Article 27 The Association may appoint a few advisors.

- 2 The advisor shall be selected upon specification of the term at the director meeting.
- 3 The advisor should answer consultation requests and state opinions at the director meeting.
- 4 The advisor shall be free of compensation. However expenses to perform work shall be paid.

Chapter 5 Director Meeting

(Formation)

Article 28 The director meeting shall be placed for the Association.

- 2 The director meeting shall be formed by all directors.

(Rights)

Article 29 The director meeting shall carry out the following duties apart from those set out separately in this Articles of Incorporation

- (1) Decisions of business implementation
- (2) Supervising the carrying out of directors' duties
- (3) Selection and dismissal of the representative director

(Summons)

Article 30 The director meeting shall be summoned by the representative director.

- 2 When the representative director is absent or there are problems with the representative director, another director who has been specified in the orders of the director meeting shall be set up in advance, and shall summon the meeting.
- 3 When there is agreement of all directors and the auditor secretary, the director meeting can be held without summoning procedure.

(Chairperson)

Article 31 The chair of the director meeting shall be the representative director.

(Resolution)

Article 32 Resolutions of the director meeting shall be carried out unless otherwise provided for in this Articles of Incorporation if more than half of the directors can join the voting and more than half of these make the resolution.

- 2 In spite of the preceding clause, when fulfilling the prerequisites of General Associations Act Article 96, the concerned proposal shall be looked upon as passed by resolution at the director meeting.

(Omission of Reporting)

Article 33 When either a director or the auditor secretary notifies all the directors and auditor secretaries the particulars which need reporting at the director meeting, then it is not necessary to report those particulars to the director meeting. Provided, however that the reports are set as in the rule of General Associations Act Article 91 Clause 2.

(Meeting Minutes)

Article 34 Regarding the minutes of the director meeting, the meeting minutes shall be created as set out in the Acts

- 2 The attending representative director or auditor secretary shall subscribe or stamp their names to the meeting minutes of the preceding clause.

(Director Meeting Rule)

Article 35 Necessary particulars in relation to the running of the director meeting shall be set by the director meeting rule apart from the Acts or this Articles of Incorporation.

Chapter 6 Fund

(Fund Contribution etc)

Article 36 The Association may advertise for a party to undertake the fund.

- 2 The contributed fund shall not be reimbursed until the Association dissolves.
- 3 For the procedure of the reimbursement of the fund shall be set separately by the adjuster regarding the place and method of the fund reimbursement, and other necessary particulars.

Chapter 7 Calculation

(Business Year)

Article 37 The business year of the Association is set to be 1 year term of every year from 1st April to 31st March of the following year.

(Non-distribution of Surplus Monies)

Article 38 The Association shall not distribute surplus monies.

Chapter 8 Change of Articles of Incorporation, Dissolution and Adjustment

(Change of Articles of Incorporation)

Article 39 This Article of Incorporation can be changed with a resolution at the Member's General Meeting of more than half of all Members and with a majority of more than two-thirds of all Members with voting rights.

(Dissolution)

Article 40 The Association shall be dissolved with a resolution of more than half of all Members at the Member general meeting and with a majority of more than two-thirds of all Members with voting rights and other reasons that are set by the Acts.

(Ownership of the Remaining Assets)

Article 41 The remaining assets at the time of the liquidation of the Association shall be gifted to another public interest Association or national or local government that has similar purposes as the Association through a resolution at the Member's General Meeting.

Chapter 9 Additional Rule

(The First Business Year)

Article 42 The first business year of the Association shall be from the foundation date of the Association until 31st March Heisei Year 28

(Member Names, Titles and Addresses at time of Foundation)

Article 43 The name, titles and addresses of Members at the time of foundation are as follows.

- The addresses are not disclosed as they are private information

Member at the time of foundation Masakazu Toi

Member at the time of foundation Takashi Inamoto

Member at the time of foundation Chikako Yamauchi

(Compliance to the Acts)

Article 44 Particulars that are not set out by this Articles of Incorporation shall be covered by the General Associations Act and other acts.

As stated above, in order to establish Kyoto Breast Cancer Research Network, Osamu Sugaya the administrative scrivener prepared the drawing up of this Articles of Incorporation on behalf of the Members at the time of foundation by Masakazu Toi and two others, creating this Articles of Incorporation as a digital record and appended by a digital signature.

30th March Heisei 27th Year

Member at the time of foundation Masakazu Toi

Member at the time of foundation Takashi Inamoto

Member at the time of foundation Chikako Yamauchi

Preparer of Articles of Incorporation creation for the above Members at the time of foundation

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Administrative scrivener Osamu Sugaya