

Articles of Incorporation

The Institute of Global Safety Promotion

Articles of Incorporation of The Institute of Global Safety Promotion

Chapter 1: General Provisions

(Name of Corporation)

Article 1. The name of the corporation shall be The Institute of Global Safety Promotion in English (abbreviated as “IGSAP”).

(Location of Office)

Article 2. The principal office of IGSAP shall be situated in Osaka city.

Chapter 2: Objectives and business

(Objectives)

Article 3. IGSAP shall establish a safety authentication scheme for safety of products, processes, services and systems specified in ISO/IEC Guide51, standardize safety in manufacturing, operates as an organization that meets broad needs for safety across the industry and types of business including non-manufacturing industries and enhance social values for safety through management and promotion of such activities.

(Business)

Article 4. IGSAP shall engage in the following activities to achieve the above objectives:

- (1) Creation of safety standards and its standardization
- (2) Creation of standards for safety authentication and its standardization
- (3) Development, implementation, management and dissemination of a safety authentication system
- (4) Research on and dissemination of enhancement of safety and productivity
- (5) Industrial safety promotion and support
- (6) Educational activities including safety lectures, etc.
- (7) Activities to hold safety seminars and information exchange meetings and international exchange activities
- (8) Commendation for safety
- (9) Other business required to achieve objectives of IGSAP and the related business

Chapter 3: Membership

(Members of IGSAP)

Article 5. A membership of IGSAP shall consist of members and support members, and regular members who join IGSAP pursuant to the stipulation below shall be dealt with as employees in the Act on General

Incorporated Association and General Incorporation Foundation (hereafter referred to as “General Corporation Act”).

2 A regular member of IGSAP shall fall into any one of (1) to (7) below:

- (1) A Corporation or organization that commits to safety for clients, employees and companies
- (2) A Corporation or organization that engages in research on safety and productivity enhancement and dissemination thereof
- (3) A Corporation or organization that conducts investigation research, exchange and promotion on safety
- (4) A Corporation or organization that conducts investigation research, development and application on safety technology
- (5) A Corporation or organization that conducts safety promotion and support activities
- (6) A Corporation or organization that introduces, utilizes and recommends a safety authentication system
- (7) Otherwise, a corporation or organization that relates to safety authentication and safety

3 An individual regular member shall be an academic expert or supporter relating to safety.

4 A supporting member shall be a corporation or an organization and an individual that agrees with the objectives of IGSAP and joins IGSAP to support and utilize the business.

(Admission)

Article 6. An applicant who desires to be a member of IGSAP shall submit an application form separately provided to the president and receive approval from the board of directors.

2 Where a member is a corporation or organization, a person who exercises the right against IGSAP as a representative of the corporation or organization (hereafter referred to as “a representative member”) shall be assigned before the submission of the application form to the chairperson.

3 When a representative member is changed, a notification of change separately provided shall be submitted to the president immediately.

(Expense burden)

Article 7. A member must pay an initial fee and membership fee separately specified at the general meeting of members to manage IGSAP and implement projects.

(Voluntary withdrawal)

Article 8. A member shall be able to cancel the membership voluntarily by submitting a notice of withdrawal separately provided.

(Expulsion)

Article 9. Where a member falls under any of the following items, the member shall be expelled from the membership by resolution of the general meeting of members:

- (1) Any violation of the Articles of Incorporation of IGSAP or rules
 - (2) Defamation against IGSAP or any violation of the objectives of IGSAP
- 2 Where a member is expelled from the membership pursuant to the provision set forth in the preceding paragraph, the member shall be informed accordingly a week before on a date of the general meeting of members, and an opportunity for explanation shall be provided to the member at the general meeting of members to which a resolution of expulsion is submitted.

(Disqualification of a membership)

Article 10. When a member falls under any one of the following items, his/her membership shall be terminated:

- (1) Withdrawal
- (2) Dissolution or bankruptcy
- (3) Failure to pay a membership fee and default on its payment obligation for at least a year even after a demand for payment
- (4) Expulsion

(Rights and obligations accompanied by disqualification of a membership)

Article 11. When a member is disqualified from membership pursuant to the provision set in forth in the preceding article, the member shall lose their right on IGSAP and be exempt from obligations. However, the member cannot be absolved from executory obligations.

- 2 Even in cases where a member loses their membership, IGSAP shall not return a membership fee already paid.

Chapter 4: General meeting of members

(Constitution)

Article 12. A general meeting of members shall be composed of regular members.

- 2 A general meeting of members specified in the preceding paragraph shall be a general meeting of members in the General Corporation Act.

(Authority)

Article 13. Matters as follows shall be resolved at a general meeting of members:

- (1) Expulsion of a member
- (2) Appointment or dismissal of a director and an auditor
- (3) Provisions on compensation to directors and auditors
- (4) Approval of a balance sheet, profit and loss statement (statement of changes in net assets) and annexed detailed statements thereof
- (5) Provisions on an initial fee and a membership fee

- (6) A change to the Articles of Incorporation
- (7) Dissolution and disposal of residual assets
- (8) Beyond what is prescribed in the preceding items, items specified in laws and regulations or the Articles of Incorporation

(Convening)

Article 14. A general meeting of members shall be held as a regular general meeting of members within three months after the end of every business year.

- 2 An extraordinary general meeting of members shall be held in cases where the board of directors deems it necessary.

(Convocation)

Article 15. Unless otherwise provided for in laws and regulations, the president shall convoke a general meeting of members based on a board meeting resolution.

- 2 Where a general meeting of members is convoked, a notification indicating a date and a time of a meeting, a venue and a matter that will be the subject of a meeting shall be published in written form or by electronic means until a week before a date of a meeting. However, in cases where a regular member who does not attend a general meeting may exercise voting rights in writing or by electronic means, a notification shall be published until two weeks before the date of a meeting.
- 3 A regular member who holds voting rights that account for not less than one-fifth of the total number of voting rights held by regular members may request that the president convene a general meeting by specifying the purpose of a general meeting and the reasons for the calling.

(A chairperson)

Article 16. A chairperson of a general meeting of members shall be assumed by a president. However, in cases where an extraordinary general meeting that is requested pursuant to the provision set forth in Article 15, paragraph 3, is held, a chairperson shall be selected from the members present at a meeting.

(Voting right)

Article 17. One voting right shall be provided per regular member at a general meeting.

(Resolution)

Article 18. A resolution at a general meeting shall be adopted by a majority of voting rights of all the regular members present, when the regular members who are present at the meeting hold a majority of the voting rights of the all the regular members.

- 2 Notwithstanding the provision of the preceding paragraph, the resolution below shall be adopted by a majority of voting rights of all the regular members, being a majority of two-thirds or more of the voting rights of all the regular members:

- (1) Expulsion of a member(s)
 - (2) Dismissal of an auditor(s)
 - (3) Change to the Articles of Incorporation
 - (4) Dissolution
 - (5) Any other matters stipulated in laws and regulations
- 3 A regular member who are unable to attend a general meeting may vote on previously-informed matters in writing or delegate a vote to a proxy. In this case, the regular member shall be deemed to be present at the general meeting.

(Minutes)

Article 19. Minutes of general meetings shall be prepared pursuant to the provisions of laws and regulations.

- 2 Two persons selected from among a chairperson and regular members present shall sign such minutes and affix their seals thereto.

Chapter 5: Officers

(Establishment of a position of officers)

Article 20. IGSAP shall have officers below:

- (1) Directors: More than 3 and less than 30
 - (2) Auditors: More than 1 and less than 3
- 2 A president shall be appointed from among the directors. When necessary, up to five vice-presidents, a senior director and an executive director may be elected from the directors.
 - 3 A president specified in the preceding paragraph shall be a representative director in the General Corporation Act.

(Election of officers)

Article 21. Directors and auditors shall be elected from among the regular members at a general meeting of members; provided, however, this shall not preclude up to two directors and an auditor from being appointed from among persons other than regular members when this is found to be particularly necessary.

- 2 A president, vice-presidents, a senior director and an executive director shall be appointed by means of a resolution of a board meeting.
- 3 The posts of a director and an auditor may not be assumed concurrently.

(Duties and authority of a director)

Article 22. A director shall be a member of the board and perform their own duties pursuant to the provisions stipulated in laws and regulations and the Articles of Incorporation.

- 2 A president shall represent IGSAP and exercise control over duties.

- 3 A Vice-president(s) shall assist a president.
- 4 A senior director shall assist a president and a vice-president(s) and exercise control over duties.
- 5 An executive director shall assist a senior director.
- 6 A president or a senior director shall report executions of their own duties to the board more than twice at an interval exceeding four months every business year.

(Duties and authority of auditor)

Article 23. An auditor shall audit executions of directors' duties and prepare an auditing report pursuant to the provisions stipulated in laws and regulations.

- 2 An auditor may request a business report from a director(s) and an employee(s) and investigate the status of business and property of IGSAP any time.

(Term of office)

Article 24. The term of a director and an auditor shall continue until the conclusion of a regular general meeting of members for the last business year which ends within two years from the time of their election; provided, however that this shall not preclude the reappointment.

- 2 Notwithstanding the preceding paragraph, the term of a director and an auditor, who is elected as the substitute, shall continue until the time the term of the predecessor director and auditor expires.
- 3 When there is a shortfall in the number of directors or auditors specified in Article 20, a director or auditor who has retired from office due to expiration of their term of office or resignation shall still have the rights and obligations of a directors or an auditor until a newly appointed director or auditor assumes office.

(Dismissal)

Article 25. A director and an auditor may be dismissed by means of a resolution of a general meeting.

(Compensation)

Article 26. The amount calculated pursuant to the provisions on compensation separately specified at a general meeting of members may be provided to a director and an auditor as a compensation.

Chapter 6: Board of directors

(Constitution)

Article 27. IGSAP shall have the board of directors.

- 2 The board shall be composed of directors.
- 3 An auditor must attend a board meeting and when it is deemed necessary, express his/her opinion.

(Authority)

Article 28. The board of directors shall perform duties below:

- (1) Decision of business execution of IGSAP
- (2) Supervision over execution of director's duties
- (3) Appointment and dismissal of a president, a vice-president(s), a senior director and an executive director

(Convening)

Article 29. A board meeting shall be held more than twice at an interval exceeding four months every business year.

2 Where a case falls under any one of the following items, a board meeting shall be held:

- (1) Where a president deems it necessary
- (2) When a director(s) requests a president to hold a board meeting by specifying the subject matter of the meeting
- (3) When an auditor requests a president to convene a board meeting or when an auditor convokes a board meeting pursuant to the provisions stipulated in laws and regulations

(Convocation)

Article 30. A president shall convoke a board meeting.

- 2 When a post of a president is vacant or when a president is unable to attend to his/her duties, each director shall convoke a board meeting.
- 3 Where a board meeting is convoked, a written notification indicating a date and a time, a venue, a purpose of a board meeting and its contents must be published until seven days before the date of the meeting; provided, however, that this does not apply to cases where a board meeting is convoked by the method predetermined at the board of directors in time-critical proceedings.
- 4 When the request set forth in item (2) or (3) of paragraph 2 of the preceding article is made, a president must convoke a board meeting immediately.
- 5 Notwithstanding the provisions of the preceding paragraphs, a board meeting may be held without following the convocation procedure if the consent of all of directors and auditors is obtained.

(A chairperson)

Article 31. The post of a chairperson at a board meeting shall be assumed by the president.

(Resolution)

Article 32. A board meeting resolution is adopted by majority of the attending board members excluding a director(s) who has a special interest in the resolution, when a majority of the board members who are entitled to exercise voting rights are present.

- 2 Notwithstanding the provisions of the preceding paragraph, where a director proposes the matter that will constitute the purpose of a resolution at board meeting, if all of directors who are entitled to take

part in a resolution of the proposal express their consent to it in writing or in the form of an electronic or magnetic record (excluding cases where an auditor expresses an objection to the proposal), a resolution for the proposal is deemed to have been adopted at a board meeting.

(An exemption from liability)

Article 33. Where an officer's liability specified in Article 111, paragraph 1 of the General Corporation Act falls under the requirements mandated by laws and regulations, the board of directors may exempt such obligations to the extent of the amount obtained by deducting the minimum liability amount specified in laws and regulations from the amount of the liability for damage.

- 2 Where a proposal on the exemption from liability of directors is submitted to the board meeting pursuant to the provision stipulated in the preceding paragraph, a consent must be obtained from an auditor (all of them in cases where there are two or more auditors).
- 3 When a resolution on an exemption from liability of officers is adopted according to the provision stipulated in paragraph 1, the president must inform employees that if there are objections to the matter set forth in Article 113, paragraph 2 of the General Corporation Act and such exemption from liability, they should express an objection to it within three months without delay.
- 4 When employees who hold the voting rights in excess of one-tenths of the total voting rights of the employees excluding an officer(s) who assumes liability set forth in the preceding paragraph express objections to it within three months, the board of directors may not make such exemption according to the provision prescribed in paragraph 1.

(Minutes)

Article 34. Minutes of board meetings shall be prepared pursuant to the provisions of laws and regulations.

- 2 A president and an auditor(s) who attend a board meeting shall affix their names and seals to the minutes set forth in the preceding paragraph.

Chapter 7: Assets and accounting

(Composition of assets)

Article 35. The assets of IGSAP shall consist of the followings:

- (1) Assets listed in the inventory of property at incorporation
- (2) Income of initial fees
- (3) Income of membership fees
- (4) Funds
- (5) Income associated with business
- (6) Contributed money and valuables
- (7) Income from assets
- (8) Others

(Asset management)

Article 36. The assets of IGSAP shall be managed by a president. The method thereof shall be adopted by a resolution of a board meeting.

(Payment of expenses)

Article 37. Expenses relating to IGSAP shall be paid out of its assets.

(Business year)

Article 38. A business year of IGSAP shall run from April 1 to March 31 of the next year.

(Business plan and a budget for income and expenditure)

Article 39. A president must prepare a business plan and a budget for income and expenditure of IGSAP until the day before the starting date of a business year and obtain an approval from the board of directors.

(Business report and financial results)

Article 40. The following documents pertaining to business reporting and financial results must be prepared by a president, audited by an auditor(s) and approved by the board of directors after the end of a business year:

- (1) Business report
 - (2) Attached detailed statements of a business report
 - (3) Balance sheet
 - (4) Profit-and-loss statements (a statement of changes in net assets)
 - (5) Attached detailed statement of a balance sheet and a profit-and-loss statement (a statement of changes in net assets)
- 2 The documents (1), (3) and (4) among the documents approved in the preceding paragraph must be submitted to a regular general meeting of members; the contents of the document (1) must be reported, and the other documents must be approved.
- 3 An auditing report as well as the documents set forth in paragraph 1 shall be retained at the principal office for five years. The Articles of Incorporation and the membership list are also to be kept in the principal office.

(Special account)

Article 41. IGSAP may establish a special account by adopting a resolution at a general meeting of members as necessary to perform business.

- 2 The accounting relating to a special account set forth in the preceding paragraph shall be separated from the general accounting.

(Handling of difference between income and expenditure)

Article 42. When there is a difference between income and expenditure of IGSAP, a resolution of a general meeting shall be adopted to accumulate or carry over all of or a part of the difference to a next business year.

(Debt loan)

Article 43. When IGSAP borrows funds, a loan up to the amount of revenue in a business year that has repayment terms of more than one year must be adopted by two-thirds majority vote of the directors present at a board meeting.

Chapter 8: Funds

(Solicitation of persons to contribute to funds)

Article 44. The Corporate may solicit persons to contribute to funds.

(Return of funds)

Article 45. The total amount of funds to be paid back shall be adopted by a resolution of a general meeting of members, and the funds shall be paid back pursuant to a decision of the board of directors.

Chapter 9: Change to the Articles of Incorporation and dissolution

(Change to Articles of Incorporation)

Article 46. The Articles of Incorporation may be changed by a resolution adopted at a general meeting of members.

(Dissolution)

Article 47. IGSAP shall be dissolved by a resolution adopted at a general meeting of members or otherwise for reasons specified in laws and regulations.

(Surplus)

Article 48. Any distribution of surplus shall not be made by IGSAP.

(Disposal of residual assets)

Article 49. Where the Corporate liquidates itself, residual assets excluding funds to be paid back shall be adopted by a resolution at a general meeting of members to be donated to juridical persons, the state or local governments set forth in Article 5, paragraph 17 of the Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations (hereinafter referred to as “the Act on Authorization”).

Chapter 10: Method of public notices

(Public notice)

Article 50. Public notice of IGSAP shall be given by publication in an official gazette.

Chapter 11: Auxiliary provisions

(Committee)

Article 51. IGSAP may establish a committee to perform business smoothly.

- 2 A committee shall organize, investigate, research or discuss its intended services.
- 3 Any necessary particulars concerning establishment or organization and operation of the committee shall be separately prescribed by a resolution at a board of directors.
- 4 A member of the committee may be elected from persons who are not a member, when this is found to be necessary.

(Council)

Article 52. IGSAP may establish a council by intended field for a purpose of educational activities including researches or information exchange meetings.

- 2 Any necessary particulars concerning establishment or organization and operation of the council shall be separately prescribed by a resolution at a board of directors.
- 3 A member of the council shall be a member of IGSAP.

(Advisor)

Article 53. IGSAP may have an advisor.

- 2 The president shall appoint an advisor by recommendation of the board of directors from among persons who contribute to IGSAP.
- 3 An advisor may state his/her opinion in response to a consultation on operation of IGSAP from the president.
- 4 The provision of Article 24, paragraph 1 shall apply mutatis mutandis to an advisor.
- 5 An advisor shall be unpaid.

(Senior counselor)

Article 54. IGSAP may have a senior counselor.

- 2 The president shall appoint a senior counselor by recommendation of juridical persons or other organizations involved in safety.
- 3 A senior counselor may state his/her opinion in response to a consultation from the president on the

development, operation and dissemination activities of a safety authentication system at a board meeting.

- 4 The provision of Article 24, paragraph 1 shall apply mutatis mutandis to a senior counselor.
- 5 A senior counselor shall be unpaid.

Chapter 12: Secretariat

(Secretariat)

Article 55. IGSAP shall have a secretariat to handle processes.

- 2 The secretariat may be outsourced.
- 3 The secretariat may have a director-general and necessary officials.
- 4 The president shall appoint and dismiss a director-general with a resolution of approval from the board of directors and assume the duty of appointment and dismissal of officials.

(Administrative instruction)

Article 56. Any necessary particulars concerning implementation of the Articles of Incorporation shall be separately prescribed by a resolution at the board of directors.

(Compliance with laws and regulations)

Article 57. All the matters not specified in the Articles of Incorporation shall follow the General Corporation Act and laws and regulations.

Chapter 13: Supplementary clause

(Solicitation of funds at incorporation)

Article 58. IGSAP shall solicit funds at incorporation as follows, and all of the funds shall be contributed by Japan Certification Corporation situated at 8F Maruta Building, 7-53 Nishimiyahara 2-chome, Yodogawa-ku, Osaka city 532-0004 Japan.

1. Total amount of the funds pertaining to solicitation: 3,000,000 yen
2. Date of delivery of the funds: The date of incorporation of IGSAP
- 2 All of the employees at incorporation shall agree with the solicitation and contribution of funds set forth in the preceding paragraph.

(First business year)

Article 59. Notwithstanding the provisions of Article 38, the first business year of IGSAP begins on the date of its establishment and end of the March 31, 2017.

(Officials at incorporation)

Article 60. The officials of IGSAP at incorporation are as follows:

Representative director at incorporation	*****
Director at incorporation	*****
Director at incorporation	*****
Director at incorporation	*****
Director at incorporation	*****
Director at incorporation	*****
Auditor at incorporation	*****

(Location of Principal Office)

Article 61. The principal office of IGSAP shall be situated below:

Principal Office: 8F Maruta Building, 7-53 Nishimiyahara 2-chome, Yodogawa-ku, Osaka city
532-0004 Japan

(Employees at incorporation)

Article 62. The names and addresses of employees at incorporation are as follows:

Employee at incorporation	*****	Address
Employee at incorporation	*****	Address
Employee at incorporation	*****	Address
Employee at incorporation	*****	Address
Employee at incorporation	*****	Address

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