

**Articles of Association**  
**Japan Intellectual Property Association**  
**- General incorporated association**

Chapter 1 General Rules

Article 1 (Name)

The name of this association is JAPAN INTELLECTUAL PROPERTY ASSOCIATION (abbreviated as "JIPA").

Article 2 (Principal Office)

The principal office of the Association shall be located in Chuo-ku, Tokyo.

Chapter 2 Purpose and Business

Article 3 (Purpose)

The purpose of the Association is to contribute to the sound advancement of technology and the development of Japanese industry by promoting the appropriate use and improvement of intellectual property-related systems, as well as contributing to the management of members.

Article 4 (Business)

In order to achieve the objectives stated in the preceding article, the Association shall engage in the following activities

- (1) Mutual awareness and education and training on intellectual property
- (2) Provision of information on intellectual property
- (3) Research and study of various systems related to intellectual property
- (4) Research and studies on intellectual property management and strategies
- (5) Cooperation with public organizations and offering opinions related to intellectual property
- (6) Interaction with Intellectual Property Organizations
- (7) Encouragement and promotion of intellectual property creation activities
- (8) Recognition of meritorious service to the Association's activities

- (9) Other activities necessary to achieve the objectives of the Association

### Chapter 3 Membership

#### Article 5 (Membership of the Association)

The Association's members shall be regular members and associate members, and regular members shall be members under the Act on General Incorporated Associations and General Incorporated Foundations (hereinafter referred to as the "General Incorporated Association Act"). The regular members shall be considered as members under the Act on General Incorporated Associations and General Incorporated Foundations ("General Incorporated Association Act").

2. An active member shall be a person who satisfies all of the following requirements. However, in the case of a person who, together with its parent company or subsidiary company under the Companies Act, fulfills all of the following requirements, such person and each of its parent company or subsidiary company shall be deemed to fulfill all of the following requirements.
  - (1) Japanese Corporation
  - (2) A person who operates a business in a private capacity
  - (3) Persons primarily engaged in a for-profit business
  - (4) Those who create intellectual property for their business and protect and utilize it.
  - (5) Those who have a person in charge of intellectual property
  - (6) Those who agree with the objectives of the Association and cooperate with other regular members.
- 3 Affiliate members shall be corporations, groups, institutions, etc. that lack all or part of the requirements of each item of the preceding paragraph, and who agree with the objectives of the Association.
- 4 Applicants may choose to join as a associate member even if they meet the qualifications for active membership.

#### Article 6 (Admission)

A person who wishes to become a member of the Association must be recommended by a regular member, submit an application for membership as separately determined by the Board of Directors, and obtain the approval of the Board of Directors.

- 2 If an Affiliate Member fulfills all the requirements of each item of Paragraph 2 of the preceding article, he/she may become a Regular Member through the admission

procedure described in the preceding paragraph. However, in such a case, the nomination of a new regular member shall not be required.

- 3 Even if a regular member loses the qualification as a regular member due to falling under Article 12, Item 3, he/she may become an associate member through the admission procedure described in Paragraph 1 if he/she fulfills the requirements described in Paragraph 3 of the preceding article. However, in such a case, a recommendation for a new regular member shall not be required.

#### Article 7 (Admission fee and membership fee)

Members must pay an admission fee and membership dues as separately stipulated in the Rules of Association Administration.

- 2 Active Members who belong to more than one Sector Subcommittee shall pay special dues in proportion to the number of Sector Subcommittees to which they belong.
- 3 Members must pay temporary membership fees when required by resolution of the General Meeting of Members.

#### Article 8 (Member Representative)

Upon admission to membership, a member shall designate one representative to the Association (hereinafter referred to as "Member Representative") from among its members and notify the Association of this designation.

- 2 Any change in the member representative shall take effect when the Association is notified of such change.
- 3 The Association may, if the need arises, by resolution of the Board of Directors, request a member to change the member representative.
- 4 When the Association sends various notices, bulletins, and other materials (hereinafter referred to as "various materials, etc.") to its members, the Association shall send them to the member representatives. However, if a regular member belongs to more than one industry-specific subcommittee, the Association shall send various materials, etc. to the person designated as the member representative of that regular member in addition to the member representative.

#### Article 9 (Rights of Members)

Regular members may participate in all of the Association's activities.

- 2 Affiliate members may participate in training sessions organized by the Association.
- 3 Regular members and associate members may receive various materials and other information from the Association. However, the provision of some materials, etc. may be limited to regular members by resolution of the Board of Directors.

#### Article 10 (Obligations of Members)

Members shall not engage in commercial activities using information about the activities of the Association or their position as a member.

2 When an active member ceases to meet the requirements for active membership as stipulated in Article 5, Paragraph 2, or when an associate member ceases to meet the requirements for associate membership as stipulated in Paragraph 3 of the same article, the associate member shall notify the Association to that effect without delay.

#### Article 11 (Withdrawal from Membership)

A member may voluntarily withdraw from membership by submitting a notice of withdrawal as separately determined by the Board of Directors.

#### Article 12 (Loss of Membership)

A member shall forfeit his or her membership for any of the following reasons

- (1) When a member is dissolved or declared bankrupt
- (2) When a member fails to pay the membership fee after one year from the time of billing
- (3) When an active member ceases to meet the requirements for active membership as stipulated in Article 5, Paragraph 2, or when an associate member ceases to meet the requirements for associate membership as stipulated in Paragraph 3 of the same article.

#### Article 13 (Expulsion)

When a member falls under any of the following circumstances, the Board of Directors may, by its resolution, recommend that the member be expelled from membership. If the reason is not resolved within three months of the recommendation, the member may be expelled by a resolution of the general meeting of members.

- (1) When a member has committed an act in violation of the objectives of the Association
- (2) When a member has seriously defamed the Association
- (3) When a member has committed an unfavorable act that seriously impairs the operation of the Association.
- (4) When a member has engaged in commercial activities using information about the activities of the Association or his/her position as a member of the Association
- (5) When there are other justifiable reasons for expulsion

2 In the case of the preceding paragraph, the member concerned shall be notified at

least one week prior to the date of the General Meeting of Members and shall be given an opportunity to explain himself/herself at the General Meeting of Members.

Article 14 (Handling of Membership Fees, etc. upon Loss of Membership)

When a member is disqualified pursuant to the provisions of the preceding three articles, the member shall promptly pay the unpaid dues and other debts owed to the Association.

2 The Association shall not refund the admission fee, membership fee, and other contributions already paid even if a member loses his/her qualification.

## Chapter 4 General Assembly

Article 15 (Composition)

The General Meeting of Members shall consist of regular and extraordinary General Meetings of Members, and shall be composed of regular members.

Article 16 (Voting Rights)

Each regular member shall have one voting right at the General Meeting of Members.

Article 17 (Authority)

The General Meeting of Members shall adopt resolutions on the following matters

- (1) Operating policy for the fiscal year
- (2) Amount of admission fee and membership fee
- (3) Collection of temporary dues
- (4) Expulsion of members
- (5) (Appointment and Dismissal of Directors and Auditors)
- (6) Remuneration, etc. of Directors and Auditors
- (7) Approval of income and expenditure budgets and financial statements (including approval of financial statements, etc.)
- (8) Amendments to Articles of Incorporation
- (9) Dissolution and Disposition of Residual Assets
- (10) Other items to be resolved at the General Meeting of Members as stipulated by law or these Articles of Incorporation

Article 18 (Invitation)

Except as otherwise provided by law, an ordinary general meeting of members shall

be convened within three months after the end of each fiscal year by the President in accordance with a resolution of the Board of Directors.

- 2 An extraordinary general meeting of members shall be convened by the President when deemed necessary by the Board of Directors, or when one-fifth or more of the regular members request the President to convene such a meeting in writing, indicating the purpose of the meeting and the reasons for convening it.
- 3 When convening a General Meeting of Members, a notice of convocation stating the date, time, place and purpose of the General Meeting of Members and other matters stipulated by laws and regulations shall be sent to regular members by electromagnetic means or in writing at least two weeks prior to the date of the General Meeting of Members.
- 4 When convening a General Meeting of Members, the Company shall take measures to provide information that is the contents of the Reference Documents for the General Meeting of Members, etc., electronically.

#### Article 19 (Exercise of Voting Rights by Proxy)

A regular member may appoint a member of his/her own organization other than the member representative or a member of another regular member's organization as his/her proxy to exercise his/her voting rights.

- 2 In the case of the preceding paragraph, the regular member or proxy shall submit to the Association a document evidencing his/her power of representation at each general meeting of members.
- 3 A regular employee or agent may provide the matters to be stated in writing by electromagnetic means in lieu of submitting a written document evidencing authority of representation.

#### Article 20 (Exercise of Voting Rights by Electromagnetic Means or in Writing)

Regular members who are unable to attend the General Meeting of Members may exercise their voting rights by electromagnetic means or in writing.

- 2 The number of voting rights exercised by electromagnetic means or in writing pursuant to the preceding paragraph shall be counted in the number of voting rights of the regular members present.

#### Article 21 (Chairperson)

The Chairman of the Board of Directors shall chair the General Meeting of Members. In the absence or disability of the President, the Vice President shall take his/her place in accordance with the order of precedence specified in the Bylaws for the

Administration of the Association.

Article 22 (Resolution)

Except as otherwise provided by law or these Articles of Incorporation, resolutions of the General Meeting of Members shall be adopted by a majority of the votes of the regular members present at the meeting where the regular members holding a majority of the voting rights of the regular members are present.

- 2 Notwithstanding the provisions of the preceding paragraph, resolutions on the expulsion of members, dismissal of auditors, amendments to the Articles of Incorporation, dissolution, and other matters required by law shall be adopted by a majority of not less than half of the regular members and not less than two-thirds of the regular members' voting rights.

No. 23 (Minutes)

Minutes of the proceedings of the General Meeting of Members shall be prepared as required by law.

## Chapter 5 Officers

Article 24 (Establishment of Officers, etc.)

The Association shall have a President, Vice-Presidents and the following officers. However, the President and Vice-Presidents shall not fall under the category of Directors under the General Corporation Law.

- (1) Up to 35 directors
- (2) Two auditors
- (2) The categories of directors set forth in the preceding paragraph shall be as follows
  - (1) One (1) Chairman of the Board of Directors
  - (2) A few Vice Chairmen
  - (3) One Executive Director
  - (4) Executive Director
- 3 The Chairman of the Board of Directors set forth in the preceding paragraph shall be the Representative Director under the General Corporation Law, and the Executive Managing Director shall be the Managing Director set forth in Article 91, Paragraph 1, Item 2 of the same law.
- 4 Directors and Auditors may not mutually hold office.

#### Article 25 (Election of Officers)

Directors and Auditors shall be elected by a resolution of the General Meeting of Members.

2 The President, Vice President, Chairperson, Vice Chairperson, Executive Director, and Auditors shall be members affiliated with the membership, and the Executive Director shall be affiliated with the Association.

#### Article 26 (Duties and Authority of the President and Vice-Presidents)

The Chairman shall attend Board of Directors meetings when requested by the Board of Directors and provide opinions from the viewpoint of industrial development, etc.

2 The Vice President shall assist the President, and in the absence or disability of the President, shall act for the President in accordance with the order previously designated by the President.

#### Article 27 (Duties and Authority of Directors)

The Directors shall constitute the Board of Directors and shall perform their duties as provided by law and these Articles of Incorporation.

2 The President shall represent the Association and execute its business.

3 The Vice President shall assist the President, and in the absence or disability of the President, act for the President in accordance with the order previously designated by the Board of Directors.

4 The Executive Director shall execute the business of the SPRUC and manage the Secretariat and the assets of the SPRUC. In the absence or disability of the Executive Director, a Director appointed by the Board of Directors shall act for the Executive Director.

5 The Executive Director shall attend the Board of Directors meetings and participate in discussions and decisions on the affairs of the association.

#### Article 28 (Duties and Authority of Auditors)

The Auditors shall audit the execution of duties by the Directors and prepare an audit report as required by law.

2 Auditors may attend the Board of Directors meetings and express their opinions.

#### Article 29 (Term of Office of Officers)

The term of office of Directors shall expire at the conclusion of the Ordinary General Meeting of Members relating to the last fiscal year ending within one year after their election. However, reappointment is not precluded.



2 The term of office of the Auditors shall expire at the conclusion of the Ordinary General Meeting of Members relating to the last fiscal year ending within two years after their election. However, reappointment is not precluded.

3 The term of office of an officer elected to fill a vacancy shall expire when the term of office of his/her predecessor expires.

#### Article 30 (Dismissal of Officers)

Directors and Auditors may be dismissed by a resolution of the General Meeting of Members.

#### Article 31 (Remuneration, etc.)

Directors and Auditors shall receive no remuneration. However, remuneration may be paid to full-time Directors.

#### Article 32 (Partial Exemption from Liability)

The Association may, by a resolution of the Board of Directors, exempt the officers from liability for damages under Article 111, Paragraph 1 of the General Corporation Law up to the amount obtained by deducting the minimum liability amount stipulated by law from the amount of liability for damages, if the requirements stipulated in Article 114, Paragraph 1 of the General Corporation Law are satisfied.

### Chapter 6 Board of Directors

#### Article 33 (Composition)

The Association shall have a Board of Directors.

2 The Board of Directors shall consist of all Directors.

#### Article 34 (Authority)

The Board of Directors shall perform the following duties in addition to those provided for in these Articles of Incorporation

(1) Decisions on the execution of the Association's business

(2) Supervision of the execution of duties by the directors

(3) Selection and dismissal of the Chairman, Vice Chairman, President, Vice President, Executive Director and Managing Director

agency (government department between a ministry and a bureau under the ritsuryo system)

2 The President and Executive Managing Director shall report to the Board of Directors

on the status of the performance of his/her duties at least twice each fiscal year at intervals of not less than four months.

#### Article 35 (Invitation)

Meetings of the Board of Directors shall be convened by the President when deemed necessary or when requested by any other Director.

2 The Board of Directors may request the attendance of the President, Vice Presidents, Counselors, Committee Chairs, Working Group Leaders, Officers in charge of industry sectors, or members of the membership, etc., and hear their opinions as necessary.

#### Article 36 (Resolution)

Resolutions of the Board of Directors shall be adopted by a majority of the Directors present, excluding Directors who have a special interest in the resolution, and shall be adopted by a majority of the Directors present.

2 Notwithstanding the provisions of the preceding paragraph, a resolution of the Board of Directors shall be deemed to have been passed when the requirements of Article 96 of the General Corporation Law have been met.

#### Article 37 (Minutes)

Minutes of the proceedings of the Board of Directors shall be prepared as required by law.

(2) The Representative Directors and Auditors present at the meeting shall sign or affix their names and seals to the minutes set forth in the preceding paragraph.

### Chapter 7: Administrative Bodies

#### Article 38 (Governing Body)

For the purpose of managing the affairs of the Association, the following organizations shall be established

- (1) Regional Subcommittees
- (2) district assembly
- (3) industry-specific subcommittee
- (4) advisory committee
- (5) working group
- (6) council
- (7) secretariat

#### Article 39 (Regional Subcommittees)

The Association shall establish regional subcommittees in the East Japan and West Japan regions for the purpose of sharing the results of activities and information, etc. The specific establishment of such subcommittees and the conditions for belonging to them shall be stipulated in the Rules for the Management of the Association's Affairs.

2 Regular members shall belong to one of the regional subcommittees to carry out their activities.

3 An active member may belong to more than one regional subcommittee or change the regional subcommittee to which he/she belongs.

#### Article 40 (District Councils)

The Association shall establish District Councils as an organization to promote exchange and information sharing among members in the relevant district, and the specific establishment of such councils and the conditions for belonging to them shall be stipulated in the Rules for the Administration of the Association.

#### Article 41 (Industry Subcommittees)

The specific establishment and conditions for belonging to the subcommittees shall be stipulated in the Rules for the Administration of the Association. Each subcommittee shall have an officer in charge of the business category.

2 Regular members shall belong to one of the industry-specific subcommittees to carry out their activities.

3 An active member may belong to more than one Sector Section or change the Sector Section to which he/she belongs.

#### Article 42 (Technical Committee)

The Technical Committee shall be established in the SPRUC as an organization to deal with the matters stipulated in Article 4, Items 1 through 4 and Item 9 of the Constitution, and its specific establishment and conditions of affiliation shall be stipulated in the Rules for the Administration of the SPRUC.

#### Article 43 (Working Groups)

As a body to deal with the matters stipulated in Article 4, Items 5 to 7 of the Constitution, the Association

Working groups shall be established, and their specific establishment and conditions of affiliation shall be stipulated in the Rules for the Administration of the Association.

#### Article 44 (Board of Counselors)

The Association shall have a Board of Counselors as an advisory body for the management of the Association.

2. The President of the SPRUC shall appoint a Board of Counselors, which shall be composed of persons who have served as the President of the SPRUC. The requirements and number of the Counselors shall be stipulated in the Rules for the Administration of the Association.

#### Article 45 (Secretariat)

The Association shall establish a Secretariat as an organization to perform administrative tasks necessary for the management of the Association's affairs.

### Chapter 8 Assets and Accounting

#### Article 46 (Business Year)

The fiscal year of the Association shall begin on April 1 of each year and end on March 31 of the following year.

#### Article 47 (Income and Expenditures)

The income of the Association shall consist of membership fees, admission fees, workshop participation fees, donations, and income generated from assets.

- 2 Expenses of the Association shall be paid from the income described in the preceding paragraph.

#### Article 48 (Business Plan and Income and Expenditure Budget)

The business plan and income and expenditure budget of the SPRUC shall be prepared by the President, approved by the Board of Directors, and approved by the General Meeting of Members by the day before the beginning of each fiscal year.

- 2 Notwithstanding the provisions of the preceding paragraph, the President may execute the business plan and budget for the period from the beginning of the relevant fiscal year to the date of the annual general meeting of members, in accordance with the business plan and budget for the preceding fiscal year. In this case, the business plan and budget for such period shall be included in the business plan and income and expenditure budget set forth in the preceding paragraph, and shall be approved by the Board of Directors and the Regular General Meeting of Members during such fiscal

year.

#### Article 49 (Business Report and Settlement of Accounts)

After the end of each fiscal year, the President shall prepare the following documents for the business report and settlement of accounts of the Association, which shall be audited by the Auditors and submitted to the Annual General Meeting of Members with the approval of the Board of Directors, and the documents listed in Items 1 and 2 shall be reported in detail and those listed in Items 3 through 5 shall be approved.

(1) Business Report

(2) Supplementary schedules to the business report

(3) Balance Sheet

(4) Statement of Changes in Net Assets

(5) Balance sheets and supplementary schedules to statements of changes in net assets

2 Immediately after the conclusion of the annual general meeting of members as stipulated in Paragraph 1, the Association shall publish a public notice of the balance sheet as required by law and the Articles of Incorporation.

3 In addition to the documents set forth in the preceding paragraph, an audit report shall be kept at the principal office for five years.

#### Article 50 (Distribution of Surplus)

The Association may not distribute surplus funds.

### Chapter 9 Amendment and Dissolution of the Articles of Incorporation

#### Article 51 (Amendment of Articles of Incorporation)

This Articles of Incorporation may be amended by a resolution of the General Meeting of Members.

#### Article 52 (Dissolution)

The Association shall be dissolved by a resolution of the General Meeting of Members or for other reasons provided by law.

### Chapter 10 Method of Public Notice

Article 53 (Method of Public Notice)

Public notices of the Association shall be made by electronic public notice.

(2) In the event that the electronic public notice set forth in the preceding paragraph cannot be made due to an accident or other unavoidable circumstances, the public notice shall be published in the official gazette.

and above

March 12, 2014 Articles of Incorporation enacted

May 31, 2019 Change.

May 28, 2021 Change

May 27, 2022 Change

May 26, 2023 Change