

## Articles of Incorporation of Japanese Society for Home Hemodialysis (Extract)

### Section I General Provisions

#### (Name)

Article 1 This incorporated association is referred to as “一般社団法人日本在宅血液透析学会” in Japanese and expressed as “Japanese Society for Home Hemodialysis” in English.

#### (Purpose)

Article 2 The purpose of this incorporated association is to contribute to the enhancement of medical science by improving social and medical economic environments surrounding home hemodialysis, surveying and developing home dialysis management systems, innovating various equipment used for home dialysis, and popularizing and fostering home dialysis treatments.

This incorporated association engages in following activities in order to further this purpose.

- (i) Holding of general meetings and academic conferences
- (ii) Surveys and researches on treatment conditions
- (iii) Cooperative researches and clinical trials
- (iv) Communication and exchanges with related organizations and academic institutions inside and outside Japan
- (v) Development, preparation and sales of research and study tools including books
- (vi) Planning and implementation of training programs
- (vii) Any other activities that further the purpose described in the immediately preceding article

#### (Location of Principal Office)

Article 3 The principal office of this incorporated association is located in 4-5-5 Shimakita Yamagata-shi Yamagata Japan.

#### (Method of Public Notice)

Article 4 This incorporated association issues a public notice by publishing it in the Official Gazette.

#### (Administrative Mechanism)

Article 5 This incorporated association has a council meeting and auditor(s) in addition to a

general meeting of members and directors as its administrative mechanisms.

## Section II Member

(Types of Members)

Article 6 (1) Members of this incorporated association shall be classified into as follows.

(i) Regular Members: Individuals who have obtained the membership in agreement with the purpose of this incorporated association

(ii) Facility Members: Medical facilities, departments, etc. that have obtained the membership in agreement with the purpose of this incorporated association

(iii) Supporting Members: Individuals or organizations that support the activities of this incorporated association

(iv) Honorary Members: Those that have contributed to this incorporated association and approved at a general meeting of members (hereinafter referred to as “General Meeting(s)”)

(2) This incorporated association shall regard regular members listed in the immediately preceding paragraph as the members under Act on General Incorporated Associations and General Incorporated Foundations (hereinafter referred to as “Incorporated Association Act”).

(Admission)

Article 7 Those who intend to be a member must submit a prescribed application for membership to the representative director under Incorporated Association Act (hereinafter referred to as “President”) and obtain an approval of a council meeting; provided, however, that those recommended as honorary members shall become members with their own consent without requiring procedures for the membership.

(Membership Fee)

Article 8 (1) Members must pay the membership fee set separately at council meetings and General Meetings in order to appropriate such fees for the activities of this incorporated association and other purposes.

(2) Honorary members are not required to pay the membership fee.

(3) Membership fees which have been already paid will not be returned for any reason.

(Loss of Membership)

Article 9 Members shall lose their membership on the grounds listed below.

- (i) If having withdrawn from this incorporated association;
- (ii) If being dead or has become the subject of the adjudication of disappearance, or if the body to which they belong has been dissolved;
- (iii) If falling behind in their payment for the membership fee for two (2) years or more;
- (iv) If having been expelled; or
- (v) If all members have agreed

(Withdrawal)

Article 10 Those members who intend to withdraw from this incorporated association may always withdraw from it by submitting a notice of withdrawal to President.

(Expulsion)

Article 11 Those members who fall under any of the following items may be expelled after a resolution to that effect is made at a General Meeting. In this case, the relevant member shall be provided with an opportunity to give an explanation at a General Meeting before the said resolution is made.

- (i) If having violated any obligation as a member of this incorporated association;
- (ii) If having dishonored this incorporated association or committed an act against the purpose of this incorporated association; or
- (iii) If there is any other justifiable ground for expulsion

### Section III General Meeting of Members

(Convocation)

Article 12 (1) The annual General Meeting of this incorporated association shall be called within three (3) months from the day immediately following the last day of every business year and extraordinary General Meetings shall be called as necessary.

(2) Except as otherwise provided by laws and regulations, President shall call a General Meeting pursuant to the resolution of a council meeting. A vice-President shall call it if there is an accident or a trouble to President.

(3) When a General Meeting is called, a notice to call it shall be issued to members not later than one (1) week from its date.

(Omission of Procedures for Convocation)

Article 13 General Meetings may be held without convocation procedures if the consent of all members is obtained.

(Chairperson)

Article 14 President shall also serve as the chairperson of a General Meeting; provided, however, that vice-President(s) shall take his/her place if there is an accident or a trouble to President.

(Method of Resolution)

Article 15 Except as otherwise prescribed in laws and regulations as well as the articles of incorporation, a resolution at a General Meeting shall be effected by a majority vote of the members in attendance who have voting rights, provided that the members with a majority of the voting rights are present.

(Omission of Resolution at General Meeting of Members)

Article 16 In cases where a director or a member makes a proposal regarding a matter for the purpose of a General Meeting and where all members manifest their intention to agree with said proposal in writing, a resolution of the General Meeting that affirms the proposal shall be deemed to have passed.

(Exercising Voting Rights by Proxy)

Article 17 Members may exercise their voting rights by using another member of this incorporated association or their relative as their agent; provided, however, that this granting of the authority of representation shall be made for each General Meeting.

(Minutes of General Meeting of Members)

Article 18 With respect to the agenda of a General Meeting, minutes of the meeting shall be prepared as prescribed by the laws and regulations and the minutes shall be kept at its principal office for ten (10) years after the person who has prepared the minutes signs them or affix his/her name and seal thereto.

#### Section IV Director, Auditor and Representative Director

(Number of Directors)

Article 19 The number of directors of this incorporated association shall be three (3) or more.

(Qualification of Director)

Article 20 (1) The directors of this incorporated association shall be elected from among the members of this incorporated association.

(2) The provision of immediately preceding paragraph shall not preclude the election of non-member(s) by a majority vote of all members.

(Number of Auditors)

Article 21 The number of auditor(s) of this incorporated association shall be three (3) or less.

(Method for Electing Directors and Auditor)

Article 22 The directors and auditor(s) of this incorporated association shall be elected at a General Meeting by a majority vote of the members in attendance who have voting rights, provided that the members with a majority of the voting rights are present.

(Representative Directors)

Article 23 (1) This incorporated association shall have one (1) President and two (2) or less vice-President and they shall be elected by a majority of directors at a council meeting.

(2) President and vice-President(s) shall be representative director(s) under Incorporated Association Act.

(3) President shall represent this incorporated association and generally manage the matters relating to it.

(4) Vice-President(s) shall give assistance to President, temporarily act as President if there is an accident to him/her, and perform President's duties if there is a vacancy in the post of President.

(Term of Office of Directors and Auditor)

Article 24 (1) The term of office of a director shall be until the conclusion of the final annual meeting of the board of councilors in a business year that ends within two (2) years after his/her election.

(2) The term of office of an auditor shall be until the conclusion of the final annual meeting of the board of councilors in a business year that ends within four (4) years after his/her election.

(3) The term of office of a director or an auditor who has been elected as the substitute for a director or an auditor shall continue until the time when the term of office of the substituted director or auditor expires.

(4) The term of office of a director who has been elected as an additional one shall continue

until the time when the term of office of other incumbent directors expires.

(Remuneration, etc.)

Article 25 Compensation, bonuses, and other financial profits that directors and auditor(s) receive from this incorporated association as consideration for their performance of duties shall be determined by resolution at a General Meeting.

#### Section V Council

(Convocation)

Article 26 (1) President shall call a council meeting and issue its notice to each director and auditor at least one (1) week prior to the date of the council meeting; provided, however, that this period may be shortened in case of emergency.

(2) Vice-President(s) shall call a council meeting if there is an accident or a trouble to President.

(Omission of Procedures for Convocation)

Article 27 A council meeting may be held without convocation procedures if the consent of all directors and auditor(s) is obtained.

(Chairperson)

Article 28 President shall serve as the chairperson of council meetings; provide, however, that vice-President(s) shall take his/her place if there is an accident or a trouble to President.

(Resolution at Council Meeting)

Article 29 Resolutions at a council meeting are made by majority vote with the majority of directors who are qualified to participate in resolutions present.

(Omission of Resolution at Council Meeting)

Article 30 In cases where a director has made a proposal on a matter that is to be a purpose of a resolution at a council meeting, if all directors have provided a manifestation of intent of agreement either in writing or in electromagnetic records (except when an auditor has stated an objection to the proposal), a resolution of the council meeting that affirms the proposal shall be deemed to have passed.

(Report on Performance of Duties)

Article 31 President and vice-President(s) shall report their performance of duties to a council meeting once or more in every three months.

(Minutes of Council Meeting)

Article 32 With respect to agenda of a council meeting, minutes describing the matters set forth in laws and regulations or the manifestations of intent mentioned in Article 30, whether described or recorded in written form or in electromagnetic records, shall be prepared and kept at the principal office of this incorporated association for ten (10) years after attending representative director(s) and auditor(s) shall sign them or affix their names and seal thereto.

#### Section VI Board of Councilors

(Board of Councilors)

Article 33 (1) This incorporated association may have a councilor as its voluntary administrative mechanism.

(2) The board of councilors shall consist of all councilors.

(3) The election and dismissal of councilors shall be resolved at a council meeting.

(4) The board of councilors shall perform the following duties:

(i) Stating opinions about the matters on which advice has been sought by the council

(ii) Providing consultation for President

(5) A board of directors shall be held at least once a year.

(6) The term of office of a councilor shall be until the conclusion of the final annual meeting of the board of councilors in a business year that ends within two (2) years after his/her election.

(7) A councilor will serve without compensation; provided, however, that he/she may be paid the costs entailed in his/her duties.

#### Section VII Calculations

(Business Year)

Article 34 The business year of this incorporated association shall be from September 1 of a year to August 31 of the next year.

(Submission etc. of Financial Statements, etc. to Annual General Meeting of Members)

Article 35 (1) Representative director(s) must receive auditing pursuant to Article 124 (1) of Incorporated Association Act every business year and submit to the annual General Meeting the financial statements (balance sheets and profit and loss statements) and business reports approved at a council meeting pursuant to Article 124 (2) thereof.

(2) In the case of the immediately preceding paragraph, the financial statements must be approved at a General Meeting and director(s) must report the contents of the business reports at the annual General Meeting.

(Keeping of Financial Statements, etc.)

Article 36 This incorporated association shall keep balance sheets, profit and loss statements, business reports, and annexed detailed statements thereof (including auditing reports prepared by auditor(s)) at its principal office for five (5) years from two (2) weeks before the date of the annual General Meeting.

#### Section VIII Change in Articles of Incorporation and Dissolution

(Change in Articles of Incorporation)

Article 37 This incorporated association may change its articles of incorporation by at least a two-thirds majority of the votes of all members and with a quorum of at least one-half of the total number of members.

(Dissolution)

Article 38 This incorporated association shall dissolve on the grounds listed below.

- (i) By a resolution at a General Meeting;
- (ii) A lack of the required number of members;
- (iii) A decision to commence bankruptcy procedures; or
- (iv) A court ruling that orders dissolution pursuant to the provisions set forth in Article 261 (1) or Article 268 of Incorporated Association Act