

Articles of Association

Chapter 1: General Provisions

Article 1: (Name)

This corporation shall be known as the "Foundation for MultiMedia Communications," hereinafter referred to as "FMMC" in English.

Article 2: (Registered Office)

The principal office of this corporation is located in Minato Ward, Tokyo, Japan.

2. This corporation may establish branch offices as necessary by resolution of the board of Directors.

Chapter 2: Purpose and Business

Article 3: (Purpose)

The purpose of this corporation is to contribute to the advancement of information and communication, postal services, foreign exchange, savings, and insurance industries in Japan, as well as to promote international activities, by conducting research and development, practical experiments, information collection, dissemination, and public awareness activities related to information and communication networks and their utilization. The corporation aims to enhance the reliability and quality of these industries, foster international understanding, and thereby contribute to the economic and social development of Japan and the improvement of the quality of life for its citizens.

Article 4: (Business)

To achieve the purpose described in the preceding article, this corporation shall engage in the following activities:

(1) Activities related to information and communication networks and their utilization, including:

- a. Information collection and research
- b. Technological development
- c. Practical experiments
- d. Information dissemination and public awareness
- e. Consulting
- f. Human resource development
- g. Other activities related to networks and their utilization

(2) Activities related to information and communication, postal services, foreign exchange, savings, and insurance industries, including:

- a. Collection, provision, and international transmission of domestic and foreign information

- b. Collaboration, partnerships, and exchanges with domestic and foreign government agencies, industries, academic institutions, etc., and support to these entities
- (3) Editing, publishing, and distributing periodic publications and other materials as well as organizing seminars, symposiums, lectures, and making recommendations to relevant organizations.
- (4) Ancillary and commissioned activities related to the above.
- (5) Other activities necessary to achieve the purpose of this corporation, as specified in the preceding paragraphs.

Chapter 3: Assets and Accounting

Article 5: (Basic Assets)

The essential assets required to carry out the purposes of this corporation shall be considered its basic assets.

- 2. The composition of the basic assets shall be determined by a resolution of the Board of Directors.
- 3. The basic assets must be managed with the care of a good manager in accordance with the terms specified by the Board of Directors, and any disposition or exclusion of basic assets must be approved in advance by the Board of Directors and the Council.

Article 6: (Fiscal Year)

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

Article 7: (Business Plan and Budget)

The business plan and budget of this corporation shall be prepared by the President and approved by the Board of Directors by the day before the start of each fiscal year. The same shall apply in the case of changes.

- 2. The documents in the preceding paragraph shall be kept at the principal office and branch offices until the end of the fiscal year.

Article 8: (Business Report and Financial Statements)

The business report and financial statements of this corporation shall be prepared by the President after the end of each fiscal year, audited by the auditors, and approved by the Board of Directors.

- (1) Business report
- (2) Supplementary details of the business report
- (3) Balance sheet
- (4) Income statement (Net asset change statement)
- (5) Supplementary details of the balance sheet and income statement (Net asset change

statement)

2. Among the documents approved in the preceding paragraph, documents specified in (1), (3), and (4) shall be submitted to the regular Council meeting. The content of the document in (1) shall be reported, and the approval of other documents shall be obtained.

3. In addition to the documents in paragraph 1, the audit report documents shall be kept at the principal office for 5 years and at the branch offices for 3 years, as well as the Articles of Association at the principal office and branch offices.

Article 9: (Retained Earnings)

This corporation cannot distribute retained earnings.

Article 10: (Borrowings and Disposition or Acquisition of Significant Assets)

When this corporation intends to borrow funds, it must obtain the resolution of the Board of Directors.

2. When this corporation intends to dispose of or acquire significant assets, the same shall apply as in the preceding paragraph.

Article 11: (Accounting Principles)

The accounting of this corporation shall follow the practices recognized as just and reasonable in the accounting of public interest corporations.

Chapter 4: Council Members

Article 12: (Number of Council Members)

This corporation shall have ten or more but no more than fifteen Council members.

Article 13: (Selection and Removal of Council Members)

The selection and removal of Council members shall be carried out by resolution of the Council in accordance with the provisions of Article 179 to Article 195 of the Act on General Incorporated Associations and General Incorporated Foundations (hereinafter referred to as the "Association and Foundation Act").

Article 14: (Term of Council Members)

The term of Council members shall extend until the conclusion of the regular Council meeting for the fiscal year in which the term ends, within four years after their selection.

2. The term of Council members selected as substitutes for those who retired before the end of their term shall extend until the term of the retiring Council member ends.

3. Council members who fall below the number specified in Article 12, and whose term expires or who resign, shall retain their rights and obligations as Council members until newly selected members take office.

Article 15: (Remuneration of Council Members, etc.)

Remuneration and other payments to Council members may be made, subject to the criteria

determined by the Council, within the range where the total amount for each fiscal year does not exceed ¥500,000, based on a resolution of the Council.

Chapter 5: Council

Article 16: (Composition)

The Council shall consist of all Council members.

Article 17: (Authority)

The Council shall resolve the following matters:

- (1) Selection or removal of Directors and auditors
- (2) Amount of remuneration, etc., for Directors and auditors
- (3) Criteria for payments, etc., to Council members
- (4) Approval of balance sheets and income statements (Net asset change statements)
- (5) Amendment of the Articles of Association
- (6) Disposition of remaining assets
- (7) Approval of the disposition or exclusion of basic assets
- (8) Other matters specified by laws or these Articles of Association, to be resolved by the Council

Article 18: (Convening)

The Council shall be convened as the regular Council meeting once a year in June, and additionally when necessary.

Article 19: (Convocation)

The Council shall be convened by the President, based on a resolution of the Board of Directors, except where laws specify otherwise. Council members may request the convening of the Council, indicating the purpose and the reason for the convening.

Article 20: (Notice of Convocation)

The President shall give written notice of the convocation to Council members by the week preceding the date of the Council meeting, indicating the date, time, location, and the purpose of the meeting.

2. Notwithstanding the preceding paragraph, when there is unanimous agreement among all Council members, the Council meeting may be held without formal convocation.

Article 21: (Chairperson)

The Chairperson of the Council shall be selected from the Council members present at the Council meeting.

Article 22: (Quorum)

The Council meeting cannot be held without the attendance of a majority of Council members.

Article 23: (Resolution)

Council resolutions shall be made by a majority vote of the Council members present, excluding Council members with a special interest in the resolution, and such majority shall suffice.

2. Notwithstanding the provisions of the preceding paragraph, the following resolutions must be passed by a majority of more than two-thirds of the Council members, excluding Council members with a special interest in the resolution:

- (1) Removal of auditors
- (2) Criteria for payments, etc., to Council members
- (3) Amendment of the Articles of Association
- (4) Approval of the disposition or exclusion of basic assets
- (5) Other matters specified by laws

3. When a resolution is made to appoint Directors or auditors, separate resolutions must be made for each candidate. If the number of Director or auditor candidates exceeds the number specified in Article 26, the candidates with the most votes shall be appointed in order of the highest number of votes until the specified number is reached.

Article 24: (Omission of Resolution)

If a proposal made by a Director concerning a matter that is the purpose of the Council has been agreed upon by all Council members who can vote in writing or by electronic record, it shall be deemed that the Council passed a resolution to approve the proposal.

Article 25: (Minutes)

Minutes shall be prepared for Council meetings in accordance with legal provisions.

2. The minutes shall be signed by at least two persons, including the Chairperson of the Council and at least one person selected from among the Council members present at the meeting.

Chapter 6: Officers

Article 26: (Establishment of Officers)

In this corporation, the following officers shall be established:

- (1) Directors: 5 or more but less than 10.
- (2) Auditors: 2 or fewer.

2. Among the Directors in the preceding paragraph, one shall be the Chairperson of the Board, and two or fewer shall be Executive Directors.

3. The Chairperson of the Board and Executive Directors in the previous paragraph shall be deemed as the representative Directors of the corporation in accordance with the Association and Foundation Act.

Article 27: (Appointment of Officers)

Directors and auditors shall be appointed by resolution of the Council.

2. The Chairperson of the Board and Executive Directors in the previous paragraph shall be selected from among the Directors by resolution of the Board of Directors.

Article 28: (Duties and Powers of Directors)

Directors shall constitute the Board of Directors and execute their duties in accordance with the laws and these Articles of Incorporation.

2. The Chairperson of the Board shall represent the corporation in accordance with the laws and these Articles of Incorporation and carry out its business.

3. Executive Directors shall execute the business of the corporation as stipulated separately by the Board of Directors.

4. The Chairperson of the Board and Executive Directors shall report on the status of the execution of their duties to the Board of Directors at least twice with intervals exceeding four months each year.

Article 29: (Duties and Powers of Auditors)

Auditors shall audit the execution of the duties of Directors and create audit reports in accordance with the laws.

2. Auditors may, at any time, request reports on the business from Directors and employees and investigate the state of business and property of the corporation.

Article 30: (Term of Office of Officers)

The term of office for Directors shall extend until the closing of the Regular Council Meeting pertaining to the final business year falling within two years after their appointment.

2. The term of office for auditors shall extend until the closing of the Regular Council Meeting pertaining to the final business year falling within four years after their appointment.

3. The term of office for Directors or auditors appointed as substitutes shall extend until the term of their predecessors expires, and the term of office for Directors appointed as additional members shall extend until the term of existing members expires.

4. When Directors or auditors fall below the number specified in Article 26, Paragraph 1, they shall retain their rights and obligations as Directors or auditors until newly appointed persons take office.

Article 31: (Dismissal of Officers)

Directors or auditors may be dismissed by resolution of the Council if they fall under any of the following:

(1) Violating their official duties or neglecting them.

(2) Due to physical or mental disability, are unfit to perform their duties.

Article 32: (Compensation and Other Benefits for Officers)

Compensation and other benefits may be paid to Directors and auditors in an amount calculated in accordance with the standards specified separately by the Council within the scope of the total amount determined by the Council.

Article 33: (Restrictions on Transactions)

When Directors intend to engage in any of the following transactions, they must disclose important facts concerning the transactions and obtain approval from the Board of Directors:

- (1) Transactions belonging to the same category as the business of this corporation, whether for themselves or third parties.
- (2) Transactions with this corporation for themselves or third parties.
- (3) Transactions in which this corporation guarantees the debts of Directors or any other transactions in which the interests of this corporation and the Directors other than the Directors concerned are in conflict.

2. Directors who have engaged in transactions described in the preceding paragraph must promptly report the important facts of those transactions to the Board of Directors.

Article 34: (Exemption or Limitation of Liability)

This corporation may, in the cases specified in Article 198 in the Association and Foundation Act, exempt officers from liability or limit it to an amount obtained by deducting the minimum liability limit specified by law from the amount of liability.

2. This corporation may enter into a contract in advance with external officers regarding the limitation of liability for the liability specified in the preceding paragraph, in accordance with the provisions of Paragraph 1 of Article 113 in the Association and Foundation Act,.

Chapter 7: Board of Directors

Article 35: (Composition)

The Board of Directors shall consist of all Directors.

Article 36: (Powers)

The Board of Directors shall perform the following duties:

- (1) Determine the execution of the business of this corporation.
- (2) Supervise the execution of the duties of Directors.
- (3) Select and dismiss the Chairperson of the Board and Executive Directors.

Article 37: (Convocation)

The Board of Directors shall be convened by the Chairperson of the Board.

2. In the event that the Chairperson of the Board is absent or incapacitated, each Director may convene the Board of Directors.

Article 38: (Chairperson)

The Chairperson of the Board shall serve as the chairperson of the Board of Directors.

Article 39: (Quorum)

The Board of Directors cannot convene a meeting unless the majority of Directors are present.

Article 40: (Resolutions)

Resolutions of the Board of Directors shall require the presence of the majority of Directors, excluding Directors with a special interest in the resolution, and shall be made by the majority of such present Directors.

Article 41: (Omission of Resolutions)

When a Director has made a proposal concerning matters for which a resolution of the Board of Directors is the purpose and all Directors who can participate in the resolution have given their written or electronic consent, the proposal shall be deemed to have been passed as a resolution of the Board of Directors. However, this provision shall not apply when auditors raise objections.

Article 42: (Omission of Reports)

When a Director or auditor has notified all Directors and auditors of matters to be reported to the Board of Directors, there is no need to report those matters to the Board of Directors.

2. The preceding paragraph does not apply to reports as stipulated in Article 28, Paragraph 4.

Article 43: (Minutes)

Minutes of the Board of Directors shall be prepared in accordance with the laws.

2. Directors and auditors present shall sign and affix their seals to the minutes referred to in the preceding paragraph.

Chapter 8: Chairperson, Advisors, Etc.

Article 44: (Chairperson)

An optional office of Chairperson may be established in this corporation.

2. The Chairperson shall be appointed by the Chairperson of the Board following a resolution of the Board of Directors, chosen from among scholars, experts, or individuals who have made significant contributions to this corporation.

3. The Chairperson may respond to inquiries from the Chairperson of the Board on important matters concerning this corporation or attend meetings to express opinions.

4. The term of office for the Chairperson shall be two years.

5. The Chairperson shall serve without remuneration, but necessary expenses for the performance of duties may be paid.

Article 45: (Advisors)

An optional office of Advisor may be established in this corporation.

2. Advisors shall be appointed by the Chairperson of the Board following a resolution of the Board of Directors, chosen from among individuals with knowledge and experience.

3. Advisors may respond to inquiries from the Chairperson of the Board on important matters concerning this corporation or submit opinions.
4. The term of office for Advisors shall be two years.
5. Advisors shall serve without remuneration, but necessary expenses for the performance of duties may be paid.

Chapter 9: Collaborating Members

Article 47: (Collaborating Members)

Individuals or organizations that endorse and support the purposes of this corporation may become collaborating members.

2. Necessary matters concerning collaborating members shall be stipulated separately following a resolution of the Board of Directors.

Chapter 10: International Institute of Communication Economics

Article 48: (International Institute of Communication Economics)

This corporation shall establish an International Institute of Communication Economics.

2. The International Institute of Communication Economics shall engage in business related to that specified in Article 4, Paragraph 2, in addition to the business specified in that paragraph.

Chapter 11: Amendment and Dissolution of the Articles of Incorporation

Article 49: (Amendment of the Articles of Incorporation)

These Articles of Incorporation may be amended by resolution of the Council.

2. The provisions of the Articles of Incorporation in Article 3, Article 4, and Article 13 shall also apply.

Article 50: (Dissolution)

This corporation shall be dissolved by the occurrence of any of the following: loss of the basic assets, or any other legal reasons, making it impossible to achieve the purposes of this corporation.

Article 51: (Attribution of Remaining Assets)

In the event of liquidation by this corporation, the remaining assets shall be donated to a legal entity or national or local public entity as specified in Article 5, item 17 of the Act on Authorization of Incorporation and Operation of Public Interest Corporations (Act No. 49 of 2006) following a resolution of the Council.

Chapter 12: Method of Public Notice

Article 52: (Method of Public Notice)

Public notice of this corporation shall be made by electronic notification.

2. In the event of unavoidable circumstances and other compelling reasons, electronic notification under the preceding paragraph cannot be made, the public notice shall be made by publication in the Official Gazette.

Chapter 13: Supplementary Provisions

Article 53: (Secretariat)

A Secretariat shall be established to handle the affairs of this corporation.

2. The Secretariat shall have the necessary staff.

3. Necessary matters concerning the organization and operation of the Secretariat shall be stipulated separately following a resolution of the Board of Directors.

Article 54: (Documents and Books on Hand)

The principal office shall retain documents (including those created in electronic records) and books on hand as provided in each of the following items:

- (1) Articles of Incorporation.
 - (2) Documents related to authorization, permission, approval, and registration.
 - (3) Business reports.
 - (4) Attached detailed statements of business reports.
 - (5) Balance sheets and income statements (statements of changes in net assets).
 - (6) Attached detailed statements of balance sheets and income statements.
 - (7) Audit reports.
 - (8) Minutes of the Board of Directors and Council meetings.
 - (9) Documents or records of written consents or electronic records of resolutions to omit resolutions of the Board of Directors and Council.
 - (10) Business plans and income and expenditure budgets.
 - (11) Other documents and books provided by laws and regulations.
2. Inspection of documents and books referred to in each item of the preceding paragraph shall be as provided by laws and regulations.

Article 55: (Delegation)

In addition to what is stipulated in these Articles of Incorporation, necessary matters concerning the operation of this corporation shall be stipulated separately following a resolution of the Board of Directors.