

General Incorporated Association iVDR Consortium Code

Reference English Version Based on:

Ippan shadan houjin iVDR Consortium Teikan
[iVDR000111701A00]

Note:

This English version of “General Incorporated Association iVDR Consortium Code” is for reference purpose only. Conducting “Adopter's Agreement” must be made based upon the original Japanese document of “*Ippan shadan houjin iVDR Consortium Teikan.*”

Date on which these Articles of Association were drafted: May 31, 2011
Date on which these Articles of Association were certified: June 17, 2011

General Incorporated Association iVDR Consortium
Articles of Association

Chapter 1 – General provisions

Article 1 (Name)

The Incorporated Association governed by these Articles of Association constitutes a general incorporated association called “iVDR Consortium.” It is referred to as “iVDR Consortium” in English.

Article 2 (Location of Office)

1. The main office of the Incorporated Association is situated in Chiyoda-ku, Tokyo.
2. A secondary office can be set up at a required location pursuant to a resolution adopted by the Board of Directors.
3. The location of the offices as set forth in the preceding clauses shall be indicated in the official website of the Incorporated Association (<http://www.ivdr.org/jp/business/member/>) and/or a brochure published by the Incorporated Association.

Article 3 (Purpose)

The purpose of the Incorporated Association is to introduce, popularize and promote "the iVDR and its application systems" globally, where said iVDR and its application systems are compatible with "iVDR Hard Disk Drive Technical Specification Ver. 1.0" as developed by CANON INC.; FUJITSU LIMITED; HITACHI GLOBAL STORAGE TECHNOLOGIES JAPAN, LTD.; PHOENIX TECHNOLOGIES LTD.; PIONEER CORPORATION; SANYO ELECTRIC CO., LTD.; SHARP CORPORATION; AND VICTOR COMPANY OF JAPAN, LIMITED (collectively referred to herein as "Promoters").

Article 4 (Definition of iVDR)

The iVDR Hard Disk Drive Technical Specification Ver. 1.0; a definition version, revised version, or improved version in connection therewith; and any other standards that have been derived therefrom and that have been developed by a Member of and approved by the Incorporated Association shall constitute the “iVDR Standards” herein.

Article 5 (Undertakings)

To accomplish the purpose as stated in Article 3 hereof, the Incorporated Association shall carry out the following:

- (1) Promotion of the iVDR and its application systems;
- (2) Adoption of policies for defining, revising, and improving the iVDR Specification to meet market needs;

- (3) Examination of conformity to iVDR Specification of equipment developed by Members of the Incorporated Association;
- (4) Management of trademarks related to the iVDR and its application systems;
- (5) Exchange of views and opinions regarding relevant issues such as equipment compatibility and operations in respect of the iVDR and its application systems;
- (6) Publication and organization of seminar undertakings relating to iVDR activities; and
- (7) Any other undertakings necessary to accomplish the purpose of the Incorporated Association.

Article 6 (Public Announcements)

Public announcements of the Incorporated Association shall be made by way of the posting thereof at a location conspicuous to the public within its main office.

Chapter 2- Membership

Article 7 (Membership Qualification)

A Member must be an individual or sole proprietor, corporation, partnership, consolidated company, or other entity that agrees to the purpose of the Incorporated Association and that intends to actively cooperate with the activities of the Incorporated Association.

Article 8 (Membership)

1. A Member of the Incorporated Association corresponds to one of three different classes as follows, with Executive Members constituting employees as referred to in the Act on General Incorporated Associations and General Incorporated Foundations (Japanese statute; hereinafter referred to as the “Act on General Incorporated Associations and General Incorporated Foundations”). Unless otherwise specified, any reference made herein simply to “Members” means all classes of Members as set forth herein.

- (1) Executive Member;
- (2) General Member; and
- (3) N.P.O. Member.

2. A prospective Member may apply to become an Executive Member, a General Member, or an N.P.O. Member and such classes of membership shall be determined according to the amount of annual membership fee payable pursuant to Article 11 hereof. Provided, however, that an applicant seeking to become an N.P.O. Member must be a non-profit organization, the fact of which shall be proved with the submission of an official document issued by a tax office or other such public body.

Article 9 (Rights and Duties of Members)

Members of the Incorporated Association shall be vested with rights and required to fulfill duties as follows:

- (1) Members shall cooperate with the activities of the Incorporated Association that are necessary to attain the purpose of the Incorporated Association as set forth in Article 3 hereof;
- (2) Members shall maintain the confidentiality of the iVDR Specification and any other information obtained in relation to the Incorporated Association in accordance with the terms of the Adopter's Agreement for iVDR Hard Disk Drive (hereinafter referred to as the "Adopter's Agreement") as referred to in Clause 1 of Article 10 hereof;
- (3) Each Executive Member shall cooperate in carrying out the activities necessary to attain the purpose of the Incorporated Association;
- (4) Each Executive Member shall have the right to cast one vote at a General Meeting of the Incorporated Association. Each General Member and each N.P.O. Member shall have the right to attend a General Meeting and express its opinion on agenda items (but shall not have the right to cast any vote at a General Meeting);
- (5) Each N.P.O. Member shall have the right to attend Working Group meetings and General Meetings and express its opinion on agenda items as an observer;
- (6) Persons belonging to an Executive Member shall have the right to stand as a candidate for Director; and
- (7) Each N.P.O. Member shall either contribute to the public promotion of iVDR by undertaking actions that include, but are not limited to, a demonstration at a trade exhibition or an academic publication, and submitting a report thereof to the Incorporated Association or submit a report on research or evaluation pertaining to iVDR to the Incorporated Association. Each N.P.O. Member shall, by its nature, have the limited right to develop and demonstrate iVDR products for its own research and evaluation purposes only. No other right shall be retained hereunder.

Article 10 (Admission)

1. To become a Member of the Incorporated Association, a prospective Member shall follow the prescribed admission procedures by way of submitting a prescribed application form, concluding the Adopter's Agreement with the Incorporated Association, and paying the annual membership fee for the first year pursuant to the applicable clauses of Article 11 hereof.
2. Each Member shall designate and register at least one person with the Incorporated Association.

Article 11 (Membership Fee)

1. An Executive Member shall remit an annual membership fee of five hundred thousand (500,000) Japanese yen to the bank account designated by the Incorporated Association in order to share the burden of expenses required for the operations and activities of the Incorporated Association.
2. A General Member shall remit an annual membership fee of three hundred thousand (300,000) Japanese yen to the bank account designated by the

Incorporated Association in order to share the burden of expenses required for the operations and activities of the Incorporated Association.

3. An N.P.O. Member shall be exempt from paying an annual membership fee but shall submit a prescribed application form by the end of each fiscal year.

4. The annual membership fee for each fiscal year shall be paid in a lump sum by the end of June in each year of membership. Provided, however, that a new Member shall pay the total amount of the relevant annual membership fee for the entire first year of membership (irrespective of the date of entry as a Member during said year) upon its acceptance as a Member of the Incorporated Association.

5. The Incorporated Association shall not refund any portion of the membership fee that has already been paid or other money or goods that have already been contributed to the Incorporated Association even in the event that a Member has forfeited its membership qualification.

6. Members shall not be obligated whatsoever to donate or lend money or goods other than the annual membership fee as set forth in Clause 1 or 2 hereof or otherwise provide financial support to the Incorporated Association.

Article 12 (Withdrawal)

1. A Member shall be free to withdraw from the Incorporated Association at any time upon delivery to the Director-General of a written notice of withdrawal at least thirty (30) days in advance of the intended effective date of withdrawal.

2. Even in the event that a Member withdraws from the Incorporated Association or is subject to expulsion as set forth in Article 13 hereof, the obligation to maintain confidentiality and other rights and obligations stipulated in the Adopter's Agreement as surviving the expiration or termination thereof shall not be affected in any way by said withdrawal or expulsion.

Article 13 (Expulsion)

The Incorporated Association may expel a Member through the adoption of a resolution at a General Meeting as set forth in Clause 12 of Article 16 hereof in the event that said Member comes under any of the following cases:

- (1) The Member commits an act or fails to act, thereby causing injury to the Incorporated Association's reputation or commits an act or fails to act in significant opposition to the purpose of the Incorporated Association;
- (2) The Member commits a material breach of a provision of the Adopter's Agreement that is not remedied within thirty (30) days of a written notice demanding the remediation of said breach in the name of the Director-General received from the Incorporated Association; or
- (3) The Member commits a material breach of these Articles of Association.

Article 14 (Forfeiture of Membership Qualification)

In addition to cases coming under either of the preceding two (2) articles, a Member shall have forfeited its membership qualification and be deemed to have withdrawn from the Incorporated Association if it comes under any of the following items:

- (1) Where Executive Members unanimously agree thereto;
- (2) Where the Member, as an individual or sole proprietor, dies or is declared missing;
- (3) Where the Member, as a corporation, partnership, consolidated company, or other form of entity, comes under any of the following items:
 - The Member has been ordered to discontinue or suspend its business by a competent authority;
 - The Member is subject to a petition for or has filed for a bankruptcy, special liquidation, civil rehabilitation, or corporate reorganization proceeding; or
 - The Member has undergone a voluntary liquidation, dissolution, or cessation of business; or
- (4) Where payment of the membership fee by the Member is overdue and has not been made within three (3) months of the date on which a demand notice was issued to said Member.

Chapter 3 - Organization

Article 15 (Organizational Structure and Officers)

1. The organizational structure of the Incorporated Association shall be as follows:

- (1) General Meeting of Members: The General Meeting of Members (hereinafter referred to as "General Meeting") shall comprise voting Executive Members pursuant to the provisions of Clause 1 of Article 16 hereof. A General Meeting shall be held for the purpose of discussing, approving, or resolving such important basic matters as those set forth in Clause 6 of Article 16 hereof;
- (2) Board of Directors: The Board of Directors shall be constituted pursuant to the provisions of Article 17 hereof;
- (3) Working Group: For the purpose of carrying out the activities of the Incorporated Association, a Working Group may be established by the Board of Directors pursuant to the provisions of Article 19 hereof; and
- (4) Secretariat: For the purpose of providing administrative functions and support to the Incorporated Association, a Secretariat may be established by the Director-General upon obtaining the approval of the Board of Directors pursuant to the provisions of Article 20 hereof.

2. The Officers of the Incorporated Association shall number as follows:

- (1) Director: Between three (3) and fifteen (15); and
- (2) Auditors: Up to two (2).

3. One (1) Director shall be elected Director-General and up to two (2) Directors may be elected Deputy Director-Generals.

4. The Director-General as referred to in the preceding clause shall constitute a Representative Director as referred to in the Act on General Incorporated Associations and General Incorporated Foundations and shall, with any Deputy Director-General, constitute an Executive Director as set forth in Item 2 of Clause 1 of Article 91 of the Act on General Incorporated Associations and General Incorporated Foundations.

5. Each Director and Auditor shall be elected at a General Meeting.

6. The Director-General and each Deputy Director-General shall be elected at a meeting of the Board of Directors.

7. No Director may serve concurrently as an Auditor, and no Auditor may serve concurrently as a Director.

Article 16 (General Meeting)

1. A General Meeting shall consist of voting Executive Members and may be attended by General Members and N.P.O. Members.

2. A General Meeting of Members as referred to in the Act on General Incorporated Associations and General Incorporated Foundations shall be held by holding a General Meeting as referred to in the preceding clause.

3. A General Meeting of the Incorporated Association shall correspond to one of two (2) different types: an annual General Meeting or an extraordinary General Meeting.

4. An annual General Meeting shall be held once a year within three (3) months of the day following the last day of each fiscal year.

5. An extraordinary General Meeting shall be held in a case coming under either of the following items:

- (1) Where deemed to be necessary by the Board of Directors; and
- (2) Where a written request for convocation in which the objectives of a General Meeting and reasons for convocation are outlined is submitted to the Director-General by Executive Members collectively representing at least one-fifth of all voting rights held by Executive Members.

6. A General Meeting shall be held for the purpose of discussing, approving, or adopting resolutions on the following items:

- (1) Amount of membership fee;
- (2) Expelling a Member;
- (3) Electing or dismissing an Officer;
- (4) Amounts of compensation and other benefits for Officers and regulations pertaining thereto;
- (5) Statements of account for each fiscal year;
- (6) Approving business plans and the budget for each fiscal year;
- (7) Revising the Articles of Association;

- (8) Approving the dissolution of the Incorporated Association and the disposition of residual assets;
- (9) Matters submitted to a General Meeting by the Board of Directors;
- (10) Approving definitions of, revisions of, and improvements to the iVDR Specification; and
- (11) In addition to matters as set forth in the preceding items, matters as set forth in the Act on General Incorporated Associations and General Incorporated Foundations.

7. General Meetings shall be chaired by the Director-General. In the event that the Director-General is unable to fulfill his or her role in this regard for a General Meeting due to an incident or other impeding factor, a Chairperson shall be elected at said General Meeting from among the Directors in attendance.

8. A General Meeting shall be convened by the Director-General. Provided, however, that, unless the exercise of voting rights in writing or by electromagnetic means is accepted, convocation procedures may be skipped by a unanimous consensus reached with respect thereto among Executive Members.

9. Where a request as set forth in Item 2 of Clause 5 of this article has been made, the Director-General must convene an extraordinary General Meeting within six (6) weeks of the date on which said request is received.

10. Where a General Meeting is to be convened, a written notice outlining the date, time, location, purpose, and agenda items corresponding to said General Meeting must be issued to Executive Members by no later than one (1) week prior to the date on which said General Meeting is to be held. Provided, however, that said notice must be issued by no later than two (2) weeks prior to the date on which said General Meeting is to be held where Executive Members who will not be attending said General Meeting are permitted to exercise their voting rights in writing or by electromagnetic means.

11. A resolution shall be adopted at a General Meeting by a majority of the votes of Executive Members in attendance, provided that Executive Members collectively representing at least one-third of the voting rights of all Executive Members are in attendance.

12. Notwithstanding the provisions of the preceding clause, a resolution pertaining to any of the following matters shall be adopted at a General Meeting by at least two-thirds of the voting rights of all Executive Members, provided that at least half of all Executive Members are in attendance.

- (1) Expelling a Member;
- (2) Dismissing an Auditor;
- (3) Revising the Articles of Association;
- (4) Dissolution;
- (5) Merger; and
- (6) Any other matter as stipulated by law.

13. An Executive Member that is unable to attend a General Meeting for an unavoidable reason may exercise its voting right in writing or by electromagnetic

means or have its vote cast by another Executive Member by proxy for matters notified to it in advance.

14. Where a vote is cast by proxy as referred to in the preceding clause, the Executive Member or its proxy must submit a written notice of an appointment of proxy to the Incorporated Association.

15. An Executive Member that has exercised its voting right pursuant to the preceding two (2) clauses shall be deemed to have attended the General Meeting to which said action corresponds and exercised its voting right at said General Meeting.

16. Where a Director or Executive Member has submitted a proposal concerning a matter for which it seeks to have a resolution adopted at a General Meeting and all Executive Members have issued a notice of consent to said proposal in writing or by electromagnetic records, a resolution to the effect that said proposal has been approved shall be deemed to have been adopted at General Meeting.

Article 17 (Board of Directors)

1. Directors shall comprise the Board of Directors, which shall execute operations of the Incorporated Association pursuant to the law and to the provisions of these Articles of Association.

2. A meeting of the Board of Directors shall be held in a case coming under either of the following items:

- (1) Where deemed to be necessary by the Director-General;
- (2) Where a Director other than the Director-General requests the convocation of a meeting by way of outlining the purpose of and reasons for convening said meeting.

3. The Director-General shall convene and chair meetings of the Board of Directors. Provided, however, that a meeting of the Board of Directors may be held by skipping convocation procedures where agreed to unanimously by all Directors and Auditors.

4. In a case coming under Item 2 of Clause 2 of this article, the Director-General must, within five (5) days of the date of said request, issue a notice of the convocation of a meeting of the Board of Directors in which a date falling within two (2) weeks of the date of said request is stipulated as the date on which said meeting of the Board of Directors shall be held.

5. A resolution shall be adopted at a meeting of the Board of Directors by a majority of the Directors in attendance, provided that a majority of Directors less those Directors with a special interest in said resolution are in attendance.

6. Where a Director has submitted a proposal concerning a matter for which it seeks to have a resolution adopted at a meeting of the Board of Directors and all Directors have issued a notice of consent to said proposal in writing or by

electromagnetic records, a resolution to the effect that said proposal has been approved shall be deemed to have been adopted at a meeting of the Board of Directors. Provided, however, that this provision shall not apply if an Auditor has stated his or her objections.

Article 18 (Minutes of Proceedings)

1. The minutes of proceedings shall be produced for the proceedings of a General Meeting pursuant to the provisions of relevant laws and shall be signed or sealed by the Chairperson and two (2) signatories appointed for said General Meeting.

2. The minutes of proceedings shall be produced for the proceedings of a meeting of the Board of Directors pursuant to the provisions of relevant laws and shall be signed or sealed by the Director-General and Auditors in attendance.

Article 19 (Working Group)

1. The Board of Directors shall execute operations of the Incorporated Association by way of the delegation thereof to Working Groups.

2. A member may belong to one or more Working Groups.

3. The head of each Working Group shall be elected by mutual vote among the Members of each Working Group.

4. Other necessary matters regarding the categories, structure, and management of Working Groups shall be determined at meetings of the Board of Directors.

Article 20 (Secretariat)

1. A Secretariat shall be constituted to carry out functions for the operations and maintenance of the Incorporated Association and to manage the assets and expenses of the Incorporated Association.

2. A Director of the Secretariat shall be appointed by the Director-General upon obtaining the approval of the Board of Directors.

3. The Director of the Secretariat may, if necessary, appoint staff members with the approval of the Director-General. Provided, however, that the approval of the Board of Directors shall be obtained when incurring compensation costs and other expenses for said staff members.

4. Other matters concerning the Secretariat shall be determined by the Director-General through consultations with the Board of Directors.

Article 21 (Director-General and Deputy Director-General)

1. One (1) Director shall be elected Director-General and up to two (2) Directors may be elected Deputy Director-Generals.
2. The Director-General and each Deputy Director-General shall be elected at a meeting of the Board of Directors.
3. The Director-General shall represent the Incorporated Association and execute operations of the Incorporated Association pursuant to these Articles of Association and resolutions adopted at General Meetings and meetings of the Board of Directors.
4. The Deputy Director-General shall assist the Director-General and execute operations of the Incorporated Association. In the event that the Director-General is unable to fulfill his or her role due to an incident or is absent, duties pertaining to said execution of operations shall be performed on his or her behalf by another Director according to an order predetermined by the Board of Directors.

Article 22 (Term of Office)

1. The term of office of a Director or Auditor shall expire at the close of the annual General Meeting corresponding to the final fiscal year to fall within two (2) years of the election thereof. Provided, however, that the expiration thereof shall not prevent a Director or Auditor from being reelected.
2. The term of office of a Director elected as an additional Director to fill a vacancy shall be equivalent to the remaining term of office of the other currently serving Directors.
3. The term of office of an Auditor elected to fill a vacancy shall be equivalent to the remaining term of office of his or her predecessor.
4. Where there is an insufficient number of Directors or Auditors for the Incorporated Association as set forth in Item 1 or 2 of Clause 2 of Article 15 hereof, any Director or Auditor whose term of office expires or who resigns from his or her post shall continue to have the same rights and obligations as a Director or Auditor during the transition period until a newly elected person assumes his or her office.

Article 23 (Compensation)

1. The Director-General, Deputy Director-General, and Directors may be provided compensation as consideration for the performance of their duties.
2. Matters required in connection with the preceding clause shall be separately prescribed by the Deputy-General through the adoption of resolutions at a General Meeting or meeting of the Board of Directors.

Article 24 (President)

1. A President may be appointed to the Incorporated Association.
2. The Director-General, upon obtaining the approval of the Board of Directors, shall appoint a President from among persons who have rendered distinguished service to the Incorporated Association. Provided, however, that the term of office thereof shall be equivalent to the term of office of Officers.
3. The President may, in responding to a request by the Director-General for advice, attend a General Meeting, meeting of the Board of Directors, or other such meeting and state his or her opinions.

Article 25 (Other Organizational Structures)

1. Where required, the Board of Directors may set up an organization in addition to those that are set forth herein.
2. Required matters in connection with any other organization shall be separately prescribed by the Director-General through the adoption of resolutions at meetings of the Board of Directors.

Chapter 4 - Assets and Accounting

Article 26 (Fiscal Year)

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

Article 27 (Asset Structure)

The assets of the Incorporated Association shall comprise membership fees and other revenues.

Article 28 (Asset Management)

The Director-General shall, under the guidance and with the approval of the Board of Directors, manage the assets of the Incorporated Association.

Article 29 (Payment of Expenses)

The expenses of the Incorporated Association shall be paid out of assets.

Article 30 (Business Reports and the Settlement of Accounts)

With respect to business reports and the settlement of accounts, the following documents shall be prepared by the Director-General, subject to an audit conducted by Auditors, approved by the Board of Directors, and submitted to a General Meeting after the close of each fiscal year, with the contents of documents corresponding to Items 1 and 2 to be reported and documents corresponding to Items 3 through 5 to be approved:

- (1) Business report;

- (2) Detailed schedules attached to the business report;
- (3) Balance sheet;
- (4) Income statement (statement of changes in net assets); and
- (5) Detailed schedules attached to the balance sheet and income statement (statement of changes in net assets).

Article 31 (Business Plan and Budget)

Documents relating to business plans and associated budgets of the Incorporated Association shall be prepared by the Director-General, vetted through the adoption of resolutions by the Board of Directors, and approved at General Meetings. Any revisions thereto shall also be subject to the same process. Provided, however, that this provision shall not apply to minor revisions.

Article 32 (Disposition of Surplus Funds and Prohibition against Distribution)

1. Any surplus funds from the settlement of the accounts of the Incorporated Association shall be used to cover any losses carried forward to the current term. Where no losses have been carried forward to the current term, surplus funds, in whole or in part, may be carried over to the following fiscal year or, where approved at a General Meeting, posted to a special reserve.
2. Surplus funds of the Incorporated Association must not be distributed whatsoever.

Chapter 5 - Handling the iVDR Specification, etc.

Article 33 (iVDR Specification)

1. Members who claim ownership of a copyright to the iVDR Specification referred to in Article 4 hereof (including, for the avoidance of doubt, any copyright to defined, revised, or improved parts of the iVDR Specification) pursuant to the terms of the Adopter's Agreement shall allow the Incorporated Association or its agents to copy the iVDR Specification and distribute said copies to all members of the Incorporated Association without having to pay any compensation whatsoever to other Members.
2. Since the iVDR Specification contains confidential information, each Member must conclude an Adopter's Agreement with the Incorporated Association pursuant to Article 10 hereof before receiving said iVDR Specification. This article shall not apply to Promoters who are governed by a separate agreement whose terms and conditions are essentially the same as the terms and conditions to which other Members are subject.
3. Notwithstanding anything herein to the contrary, Members who claim ownership of a copyright to the iVDR Specification referred to in Article 4 hereof (including, for the avoidance of doubt, any copyright to defined, revised, or improved parts of the iVDR Specification) pursuant to the terms of the Adopter's

Agreement shall, in accordance with a determination made by the Board of Directors, allow the Incorporated Association or its agents to publish or disclose on a website or through other channels some specific portions of the iVDR Specification that have been deleted or summarized by said Members. With respect to the portions of the iVDR Specification that have been deleted or summarized, the Board of Directors shall determine the scope within which the iVDR Specification shall be published or disclosed.

4. The act of defining, revising, or improving the iVDR Specification shall be examined by Working Groups and approved at a General Meeting.

5. Members who claims ownership of a copyright to the iVDR Specification referred in Article 4 hereof (including, for the avoidance of doubt, any copyright to defined, revised, or improved parts of the iVDR Specification) pursuant to the terms of the Adopter's Agreement shall allow the Incorporated Association or its agents to copy the iVDR Specification and distribute said copies to any person other than a Member of the Incorporated Association. Provided, however, that said person must agree in writing to comply with the obligation to maintain confidentiality with respect to the iVDR Specification under substantively the same terms and conditions as set forth in the Adopter's Agreement and other obligations or restrictions defined and revised as Exhibit A from time to time by the Board of Directors.

Article 34 (Equipment Assessment)

The Incorporated Association shall assess conformity to the iVDR Specification of equipment developed by Members in accordance with the Equipment Assessment Standard as separately set forth by the Board of Directors. Further, the Incorporated Association may subcontract said assessment work, in whole or in part, to a Member or another entity with the right to receive outsourced orders as selected through a resolution adopted at a meeting of the Board of Directors.

Article 35 (Disclaimer)

The Incorporated Association shall not be held liable whatsoever for any damages incurred in the event that a provision of these Articles of Association is breached or for any damages incurred due to usage of the iVDR Specification or to any activities carried out by the Incorporated Association.

Chapter 6 - Supplementary Provisions

Article 36 (Dissolution)

1. The Incorporated Association shall be dissolved for a reason as set forth in the Act on General Incorporated Associations and General Incorporated Foundations or by a resolution adopted at a General Meeting by at least two-thirds of the voting rights of all Executive Members, provided that at least half of all Executive Members are in attendance.

2. In the event that the Incorporated Association is dissolved, the Director-General shall become its liquidator.

3. The residual assets, if any, of the Incorporated Association in the event of liquidation shall be distributed to parties as set forth in the following items through the adoption of a resolution at a General Meeting:

- (1) National or regional public bodies;
- (2) Public interest incorporated associations and public interest incorporated foundations;
- (3) Corporations identified in Item 17 of Article 5 of the Act on the Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundation.

Article 37 (First Fiscal Year)

The first fiscal year of the Incorporated Association corresponding to the year of its inauguration shall extend from the date on which the Incorporated Association is established to March 31, 2012.

Article 38 (Officers at the Time of Inauguration)

Officers of the Incorporated Association at the time of its inauguration shall be as follows:

Director at the time of inauguration: Toshiaki Hioki
Director at the time of inauguration: Kenji Matsuoka
Director at the time of inauguration: Hajime Kitajima
Director at the time of inauguration: Saku Kajiura
Director at the time of inauguration: Hirofumi Sukeda
Director at the time of inauguration: Hiroshi Nishida
Director at the time of inauguration: Akira Hirabayashi
Director at the time of inauguration: Takashi Kawasaki
Director at the time of inauguration: Mutsumi Fujita
Director at the time of inauguration: Takahito Maeda
Director at the time of inauguration: Hiroshi Nonaka
Auditor at the time of inauguration: Fumio Agui
Auditor at the time of inauguration: Nanami Nakano

Article 39 (Employees at the Time of Inauguration)

Omitted

Article 40 (iVDR Consortium Membership and Other Relevant Matters)

1. Members of the former iVDR Consortium shall constitute Members of the Incorporated Association according to the classification of Members as set forth in Article 8 hereof. Provided, however, that members of the former iVDR Consortium that do not consent to becoming Members of the Incorporated Association shall be excluded from the application of this article.

2. All rights and obligations belonging to the former iVDR Consortium shall be

succeeded to by the Incorporated Association.

Article 41 (Governing Law)

All matters not set forth herein shall be governed by the Act on General Incorporated Associations and General Incorporated Foundations and other relevant laws.