

Japan Industrial Imaging Association
Articles of Incorporation

Chapter 1. General Provisions

(Name)

Article 1. The Association shall be called “Japan Industrial Imaging Association” (hereinafter referred to as “Association”).

Article 2. The Association shall be called “Japan Industrial Imaging Association” or “JIIA” in English.

(Location of Principle Office)

Article 2. The Association shall establish its principle office in Meguro-ku, Tokyo, Japan. In addition, the Association may have one or more branch offices as deemed necessary by resolution of the Board of Directors within Japan and/or other countries. Detailed regulations governing establishment, organization, management and other matters regarding branch offices shall be specified elsewhere in these Articles.

(Purpose)

Article 3. The Association shall contribute to the advancement of the industry by making constructive efforts in the field of industrial imaging. To achieve these objectives, it shall conduct the following activities:

- (1) Promote standardization of advanced technologies in industrial imaging.
 - (2) Participate in investigation and research of international and cross-sectional standardization activities and make suggestions and/or recommendations on such activities.
 - (3) Conduct seminars, lectures and other activities to promote understanding and information exchange in the industrial imaging field.
 - (4) Disclose and disperse the contents and relevant documents of pertinent standardization meetings.
 - (5) Disclose and provide technical and market trends, investigative reports, statistics, publications and relevant information in the industrial imaging field.
 - (6) Conduct and support international and cross-sectional conferences and events in the industrial imaging field.
 - (7) Conduct any other necessary activities to achieve the abovementioned objectives and activities attached to and relevant thereto.
2. The Association shall allocate any surplus gained from its activities to its members. Such surplus shall be reserved for compensation of losses or reimbursement of funds in accordance with the stipulations of the Non-profit Mutual Benefit Corporation Law (Law No. 49 of 2001) and also for the following fiscal year and thereafter.

(Method of Public Notice)

Article 4. Association public notices shall be posted on its Website.

Chapter 2 (Membership)

(Types of Membership)

Article 5. The Association shall consist of Regular Members, Supportive Members and Special Members. Regular Members shall be employees as required by the Non-profit Mutual Benefit Corporation Law.

(Regular Members)

Article 6. Regular Members shall be publicly traded corporations and other corporation (including those established under the laws of countries other than Japan, for which these provisions shall apply) that agree with the purposes of the Association and are willing to cooperate in the activities of

the Association., as well as are engaged in fields related to industrial imaging.

2. Each Regular Member shall have one vote at the General Assembly.

3. In the voting right in the above article and any other rights prescribed under the Non-profit Mutual Benefit Corporation Law, Regular Members shall have the right to nominate Director candidates and participate in Committees and subcommittees established by the Board of Directors and Working Groups.

(Supportive Members)

Article 7. Supportive Members shall be publicly traded corporations and any other corporations that agree with the purposes of the Association and are engaged in fields related to industrial imaging.

2. Supportive Members shall have no voting rights at the General Assembly.

3. Supportive Members shall have the right to participate in Working Groups affiliated with and managed by each Committee.

(Special Members)

Article 8. Special Members shall be those who do not qualify as Regular Members or Supportive Members, but agree with the purpose of the Association and want to cooperate in the activities of the Association.

2. Special Members shall no voting rights at the General Assembly.

3. Special Members shall have the right to participate as observers in Working Groups which are affiliated with and managed by each Committee.

(Treatment of Company Groups)

Article 9. A publicly traded corporation and/or any other corporation directly or indirectly holding a majority of voting rights in another corporation (hereinafter referred to as "parent company") and a corporation which majority voting rights are held by another corporation (hereinafter referred to as "subsidiary") may join the Association and act as individual members even if their relationship is that of parent company and subsidiary, provided each corporation is engaged independently in the business of manufacturing, sales, designing of different products, system integration etc.

(Membership)

Article 10. Those who wish to join the Association as a Regular Member, Supportive Member or Special Member shall submit an application, supported by documents noted in the rules set forth by the Board of Directors.

2. The Board of Directors shall approve admittance to the Association of the said individuals/corporations when it is satisfied that such individual/corporation fulfill the qualifications and requirements prescribed in paragraph 1 of Article 6, paragraph 1 of Article 7, paragraph 1 or Article 8 and paragraph 1 of Article 9. The individual/corporation admitted to the Association shall be given a position of Regular Member, Supportive Member or Special Member on the first day of the month following the month in which it pays the specified entrance fee and annual dues.

(Assignment of Position)

Article 11. Positions of Association members, irrespective of the type of membership, may not be transferred to others.

(Entrance Fee and Annual Dues)

Article 12. The Entrance Fee and first year's membership dues specified separately at the General Assembly shall be paid to the Association to become a Regular Member, Supportive Member or Special Member.

2. Regular Members, Supportive Members and Special Members shall pay annual dues to the Association pursuant to the provisions of the General Assembly which shall apply them to the Association's regular management expenses.

3. Entrance fees and annual dues shall not be refunded any reason once paid.

(Member Responsibilities)

Article 13. Association Members shall abide by the Articles of Incorporation and other laws and regulations, sincerely exercise their voting and other rights provided under their type of membership and shall be accountable for the management of the Association in order to achieve the objectives of the Association.

(Membership Withdrawal)

Article 14. Should a Regular Member wish to withdraw from the Association, the said member shall provide the Board of Directors written notice, together with prescribed documents, at least thirty (30) days prior to the withdrawal date. Should said Regular Member wish to change their type of membership to Supportive Member, the Board of Directors shall approve the request and revise their type and qualifications as such.

2. Should a Supportive Member or Special Member wish to withdraw from the Association, they shall give the Board of Directors prior written notice of at least thirty (30) days, together with prescribed documents.

3. In addition to these procedures provided in paragraph 2 above, members can withdraw from the Association under any of the following conditions:

- (1) Consent of all Regular Members
- (2) Death or when a member has been officially declared missing
- (3) Dissolution or bankruptcy of the member corporation
- (4) Expulsion

4. Those who have withdrawn from the Association shall still be responsible for payment of annual dues payable at the time of withdrawal, even after withdrawing from the Association.

(Expulsion from Membership)

Article 15. The Association may expel any member by resolution of the General Assembly, for any of the following reasons:

- (1) Should member defame the Association
- (2) Should member act against the purposes of the Association
- (3) Should member violate its vested duty as a member

2. Resolutions on expulsion of Regular Members, Supportive Members or Special Members shall require at least 50% of the total vote of Association members and at least three-fourths (3/4) of the votes held by Regular Members.

3. In the event of expulsion pursuant to paragraph 2 above, said member shall be given advance written notice of the expulsion proceeding and an opportunity to defend itself prior to the resolution.

(Transactions Constituting Conflict of Interest)

Article 16. To avoid possible conflict of interest, the Association shall obtain approval in advance from the Board of Directors should it wish to engage Regular Members, Supportive Members or Special Members in dealings, such as consignment of development and research.

Chapter 3. General Assembly

(General Assembly)

Article 17. General Assemblies of the Association shall consist of two types: ordinary and extraordinary. Ordinary General Assemblies shall be convened once annually in June.

Extraordinary General Assemblies shall be convened in the following cases:

- (1) Should Board of Directors decide one is required
 - (2) Should at least one-third of Regular Members request in writing to the Board of Directors, stating the purpose and reason
 - (3) When Statutory Auditor request in writing to the Board of Directors the purpose and reason
2. The General Assembly shall resolve matters submitted to the Assembly by the Representative Director by resolution of the Board of Directors, as well as per the bylaws prescribed in the Non-

profit Mutual Benefit Corporation Law and in this Articles of Incorporation.

3. The General Assembly shall be held at the principle office of the Association or at a location designated by resolution of the Board of Directors.

(Convocation of General Assembly)

Article 18. In addition to the procedures provided by Article 17 herein, the Representative Director shall convene a General Assembly as follows:

- (1) Resolutions on convocation of the General Assembly shall be made by a majority of the Directors on the Board of Directors.
- (2) The Chair shall give written notice by letter or email to all Regular Members specifying date, time, venue and agenda of such General Assembly
- (3) When convocation of an extraordinary General Assembly is requested per the provisions of terms 2 and 3 of paragraph 1 of Article 17, the Representative Director shall convene an extraordinary General Assembly within four(4) weeks of the date of the request.

(Method of Resolution)

Article 19. Except as otherwise provided for in applicable laws and regulations, resolutions of the General Assembly shall be made when a majority of the votes of the Regular Members present at a meeting and a majority of all Regular Members confirm their agreement with them. In case of an indecisive vote, the Chair of the General Assembly shall cast the deciding vote.

2. Regular Members may exercise their vote by proxy.

3. Should a Regular Member exercise its vote by proxy, it shall submit proper documentation to the Association evidencing the power of representation of the selected party.

(Chair)

Article 20. The Chair shall chair the General Assembly. If the Chair is absent from the assembly due to accident or other reason, a Director shall be appointed to perform the Chair's duties as prescribed by the Board of Directors.

(Minutes)

Article 21. Minutes of the General Assembly shall be made to cover the proceedings of the agenda and their results shall be signed by and affixed with the official seals of the Chair and all Directors present.

Chapter 4. Directors and Board of Directors

(Number of Seats)

Article 22. The Association shall have at least five(5), but not more than fifteen(15) Directors.

(Qualifications and Nomination)

Article 23. Directors of the Association shall be elected from among Regular Members of the Association.

2. Each Regular Member may nominate one member from among Regular members, including themselves, as a Director candidate. Such candidate must be a director, executive director, manager or other employee of their corporation.

(Method of Appointment)

Article 24. Directors shall be appointed from among candidates by resolution of the General Assembly as prescribed in Article 23.

(Term of Office)

Article 25. The term of office for Directors shall be until the closing of the ordinary General Assembly held in the last fiscal year within two(2) years of assumption to the seat. Directors can be

reappointed.

2. The term of office of a Director who assumed the duty to fill a vacancy caused by the resignation of a Director or a newly appointed Director shall be the remaining term of the predecessor or the other incumbent Directors, as designated at the time of appointment.

(Representative Director and Deputy Representative Director)

Article 26. The Association shall have one Representative Director who shall be appointed from among Directors by vote. This shall not preclude reappointment. The tenure of the Representative Director shall not exceed three(3) consecutive terms, excluding the first fiscal year of the appointment.

2. The Representative Director shall represent the Association and preside over all operations of the Association.

3. No more than three(3) Directors shall be appointed as Deputy Representative Directors. They shall be appointed from among Directors by vote. This shall not preclude reappointment. The tenure of Deputy Representative Directors shall not exceed three(3) consecutive terms, excluding the first fiscal year of appointment.

4. The Deputy Representative Director shall assist the Chair and oversee all operations of the Association and shall perform the duties of Representative Director should the Representative Director not be able to perform duties due to accident or other reason.

(Dismissal of Directors)

Article 27. Dismissal of a Director is possible by General Assembly resolution of at least two-thirds(2/3) of all the votes held by Regular Members present under the terms noted below. However, the said Director shall be given advance written notice of the proceedings and the opportunity for defense prior to the resolution.

- (1) Should Director be found to be incompetent to perform required duties due to mental or physical impediment.
- (2) Should Director violate official duties, the Articles of Incorporation, laws or regulations or conduct inappropriate as a Director
- (3) Should Director lose Regular Member qualification

(Remuneration)

Article 28. Directors shall receive no remuneration.

(Authority of Board of Directors)

Article 29. The Board of Directors shall consist of all the Directors. The Board of Directors shall make decisions on operation of the Association and oversee the execution of the duties of the Representative Director and other Directors.

(Convocation of Board of Directors)

Article 30. In addition to the ordinary Board of Directors meetings specified in the bylaws set forth separately, the Board of Directors can meet under the following conditions:

- (1) Should the Chair find it necessary
- (2) When there is a request, accompanied by a presentation of the purpose for such a meeting, from at least one-third of the Directors to the Representative Director.
- (3) The Board of Directors shall be deemed valid with the attendance of at least a majority of Directors.

Article 31. The Representative Director shall convene the Board of Directors by announcement to all Directors and Auditors.

(Resolution by Board of Directors)

Article 32. The Representative Director shall chair the Board of Directors and preside over

proceedings thereof.

2. Resolutions of the Board of Directors shall be deemed valid with the attendance and vote of the majority of the Directors. In the case of an indecisive vote, the Representative Director shall cast the final vote.

Chapter 5. Auditor

(Number of Seats)

Article 33. The Association shall have at least one and not more than three Auditors.

(Qualifications and Recommendations)

Article 34. Auditors shall be appointed from among Regular Members of the Association. However, this does not preclude appointment from outside the Regular Members when necessary and appropriate to do so. Directors, Committee Chairs and Secretariat (employees of the Association) may not become Auditors.

2. Each Regular Member may nominate one member, including themselves, as an Auditor candidate.

(Method of Appointment)

Article 35. Auditors shall be appointed from among candidates by resolution of the General Assembly as prescribed in Article 34.

(Term of Office)

Article 36. The term of office of Auditors shall be until the termination of the ordinary General Assembly for the last fiscal year within four(4) years after assumption to the position. This does not preclude reappointment.

2. The term of office of an Auditor assuming duties to fill a vacancy caused by the resignation of an Auditor shall be the remaining term of the predecessor

(Authority of Auditors)

Article 37. Auditors shall perform their duties prescribed in Article 55 of the Non-Profit Mutual Benefit Corporation Law and shall audit operations and accounting of the Association. Auditors may attend and express their opinions at the General Assembly, the Board of Directors meetings and other Association meetings.

(Remuneration of Auditors)

Article 38. Auditors shall receive no remuneration. However, Auditors appointed from outside Regular Members pursuant to paragraph 1 of Article 34 may receive appropriate remuneration in accordance with a resolution of the General Assembly.

Chapter 6. Committees/Working Groups

(Committee Establishment)

Article 39. The Board of Directors may by resolution, establish committees to serve as consultative bodies.

2. When establishing a Committee, the Board of Directors shall be responsible to set forth the regulations covering the Committee's name and consultative agenda, the Chair's qualification requirements, appropriate procedures, budget for Committed activities, calculation methods, activity plans, discussions procedures and any other pertinent matters.

(Committee Member)

Article 40. Committee members shall be Regular Members who satisfy the qualifications prescribed in paragraph 1 of Article 6.

2. Committee members may recommend Board of Directors and Chair candidates for each committee.
3. The number of seats, appointments, term of office, changes, dismissals and other details of the Chair and Committee members shall be specified in the regulations set for by the Board of Directors.
4. Committee members shall receive no remuneration, however, this does not preclude Committee members from requesting payment from the Association for business entrusted to them by the Association. Procedures for such payment and other details shall be specified separately in regulation set forth by the Board of Directors.

(Working Groups)

Article 41. Each Committee may establish Working Groups as subordinate bodies with the approval of the Board of Directors.

2. The Chief of a Working Group shall be appointed from among Regular Members of the Committee with which the Working Group is affiliated.
3. Regular Members and Supportive Members shall participate on equal footing and each shall have one vote.
4. Special Members shall have the right to participate in a Working Group, but shall not have voting rights.
5. The Chief of a Working Group shall report activity progress, decisions and work in progress to the Board of Directors and the Committee with which the Working Group is affiliated.
6. Any matters related to organization and management of Working Groups shall be specified in management provisions set forth separated by resolution of the Board of Directors.

Chapter 7. Funds

(Total Funds)

Article 42. The total amount of funds for the Association, including alternative funds, shall be ¥4,050,000.

(Provision concerning Capital Contributor Rights)

Article 43. Contributed funds shall not be refunded until alternative funds are reserved by resolution of the General Assembly.

(Procedures for Refund)

Article 44. When refund is requested, the Association shall accede to the request in accordance with procedures to determine the total amount to be refunded to the contributor as decided by the Board of Directors and upon resolution by the General Assembly.

Chapter 8. Accounting

(Fiscal Year)

Article 45. The fiscal year shall start on April 1 and end on March 31 the following year.

(Activity Plan and Budget)

- Article 46. Every fiscal year, the Representative Director shall formulate an activity plan and budget for the following fiscal year, then must obtain the approval of the Board of Directors at least thirty days prior to the end of the fiscal year.
2. The Representative Director shall submit for approval by the General Assembly the activity plan and budget approved by the Board of Directors pursuant to the foregoing paragraph.
 3. The Representative Director and Directors shall conduct Association activities based on the approved activity plan and budget.

(Formulation and Approval of Financial Statements)

Article 47. At the end of each fiscal year, the Representative Director shall formulate a balance sheet, income and loss statement, activity report, details concerning appropriation of surplus or allocation of loss, detailed statements (hereinafter referred to as financial statements) and shall obtain approval from the Board of Directors for said documents.

2. Upon approval of the Board of Directors, the Representative Director shall submit the financial documents to Auditors for audit.

3. The Representative Director shall submit the audited statements to the General Assembly and report on any activities in the said activity report for approval of the General Assembly.

Chapter 9. Amendment of the Article of Incorporation and Dissolution

(Amendment of the Articles of Incorporation)

Article 48. Any amendments made to the Articles of Incorporation shall be in accordance to the procedures prescribed in Article 72 of the Non-Profit Mutual Benefit Corporation Law.

(Dissolution)

Article 49. Should dissolution of the Association be required, it shall be implemented in accordance with Article 81 of the Non-Profit Mutual Benefit Corporation Law.

(Liquidator)

Article 50. Should the Association be dissolved, except in cases of merger or bankruptcy, the Representative Director shall serve as liquidator.

(Assignment of Residual Assets)

Article 51. In the event of dissolution of the Association, the allocation of residual assets after full settlement of any debts due shall be decided by General Assembly resolution.

Chapter 10. Supplementary Provisions

(The First Fiscal Year)

Article 52. The first fiscal year of the Association shall start on the establishment date and end on March 31, 2007.

(Terms of Office of Initial Directors and Auditors)

Article 53. The terms of office of the initial Directors and Auditors shall be until the completion of the General Assembly held in the last fiscal year within one(1) year following their assumption to their positions.

(Names and Addresses of Initial Employees)

Article 54. The names and addresses of initial employees of the Association is as follows:

(Secretariat)

Article 55. The Association shall establish a Secretariat which shall be responsible for recording the minutes of the General Assembly and Board of Directors meetings, keeping commercial books and other administrative work relating to the activities of the Association.

2. The Secretariat shall have a Secretary General, who shall be appointed by resolution of the Board of Directors. The Secretary General and other staff members shall preside over the operations of the Secretariat under the direction and order of the Board of Directors.

(Inspection of Documents)

Article 56. Members of the Association may ask the Representative Director for permission to inspect the Articles of Incorporation and other regulations set forth by the Board of Directors, member lists, financial statements, audit reports pertaining to the latest full fiscal year, General

Assembly minutes, documents evidencing approvals of the General Assembly, as well as other Association related documents. They may also request for copies of the above documents.

(Enforcement Provisions)

Article 57. Matters concerning enforcement of the Article of Incorporation shall be specified separately by resolution of the General Assembly or the Board of Directors.

(Others)

Article 58. Any matters not specified herein shall be subject to the Non-Profit Mutual Benefit Corporation Law and other related laws and regulations.

The Articles of Incorporation shall be made in order to establish the “Japan Industrial Imaging Association” Limited Liability Non-Profit Mutual Benefit Corporation and shall be affixed with the names and seals of employees.

February 27, 2006