

ARTICLES OF INCORPORATION
OF THE
JAPAN EXHIBITION ASSOCIATION

CHAPTER I
GENERAL PROVISIONS

ARTICLE 1 (Name of the Association)

The name of the Association shall be Ippan Shadan Hojin Nihon Tenjikai Kyokai and shall be expressed as the Japan Exhibition Association in English.

ARTICLE 2 (Principal Office)

The Association shall have its principal office in Chiyoda-ku, Tokyo.

ARTICLE 3 (Purpose)

1. The purpose of the Association is to research and develop the techniques for holding exhibitions and trade shows, conduct training and education, interact with the exhibition and trade show industries at home and abroad, promote enhancement of the quality and status of the exhibition and trade show industries in Japan, and contribute to the growth and expansion of the industries, trade and economy of Japan, thereby contributing to the achievement of a more productive life of the people.
2. The Association shall conduct the following business in order to serve the purpose set forth in the preceding paragraph:
 - (1) Collection and provision of internal and external information on the exhibition and trade show industries;
 - (2) Investigation and research on the exhibition and trade show industries;
 - (3) Human resource development concerning the exhibition and trade show industries;
 - (4) Publicity and advertising concerning the exhibition and trade show industries;
 - (5) International exchanges concerning the exhibition and trade show industries;
 - (6) Development of, and improvement in, the environment for holding exhibitions and trade shows;
 - (7) Offering of opinions and submission of reports to public agencies;
 - (8) Communication and cooperation with related organizations;
 - (9) Promotion of mutual friendships among members; and
 - (10) All business incidental and relating to the above items.

ARTICLE 4 (Public Notice)

Public notice of the Association shall be given in the Official Gazette (*Kampo*).

CHAPTER II
MEMBERS

ARTICLE 5 (Membership Qualification and Admission to Association)

1. A person qualified to be a member of the Association shall be a legal person or an organization without legal personality who hosts exhibitions and trade shows both at home and abroad, a legal person or an organization without legal personality who intends to cooperate in the exhibition business, and a legal person or an organization without legal personality who leases exhibition facilities as its main business.
2. The legal person or the organization without legal personality set forth in the preceding paragraph shall obtain the approval of the Board of Directors of the Association to become a member of the Association.
3. Any member of the “Japan Exhibition Association,” an association without legal personality, out of the legal person or the organization without legal personality set forth in paragraph 1 is deemed to have obtained the approval set forth in the preceding paragraph.
4. Any person who becomes a member of the Association by obtaining the approval set forth in paragraph 2 or being deemed to have been approved shall be the member under the Act on General Incorporated Associations and General Incorporated Foundations (hereinafter the “Act on General Associations and Foundations”).

ARTICLE 6 (Notification of Membership)

1. Any person who newly joins the Association as a member shall submit the designated application to the Association to obtain the approval set forth in Article 5.2.
2. Members shall appoint one each of the representative who exercises the rights of membership and the agent thereof and give notice when they join the Association.
3. In the event of any change of the representative or agent set forth in the preceding paragraph, members shall promptly submit the notice of change provided for separately.
4. After joining the Association, members shall be entitled to belong to the committee provided by the Association separately with the approval of the Board of Directors of the Association.

ARTICLE 7 (Payment of Expenses)

1. Members are obligated to pay expenses necessary to accomplish the purpose of the Association.
2. Members shall pay the initiation and membership fees provided separately at the General Meeting.

ARTICLE 8 (Disqualification as Member)

1. Prior to withdrawal from the Association, members shall submit the notice of withdrawal provided for separately to the Chairperson.
2. Members shall be disqualified from membership if they:
 - (i) no longer fall under the qualification pursuant to Article 5.1 or take a hiatus as a legal person or an association without legal personality for a long period of five (5) or more years;
 - (ii) go bankrupt;
 - (iii) fail to pay membership fees for one (1) year;
 - (iv) withdraw from the Association; or
 - (v) are expelled from the Association.

ARTICLE 9 (Withdrawal)

Members may withdraw from the Association at any time; provided, however, they shall give at least one (1) month prior notice to the Association.

ARTICLE 10 (Expulsion)

1. Any member of the Association may be expelled by special resolution of the general assembly provided in Article 49.2.(i) of the Act on General Associations and Foundations if he/she:
 - (i) breaches the Articles of Incorporation or regulations of the Association; or
 - (ii) impairs the reputation, or performs any act against the purpose, of the Association;
2. In the event of expulsion of any member pursuant to the preceding paragraph, such member shall be notified to that effect at least one (1) week prior to the date of the General Meeting and given the opportunity for excuse at such meeting

ARTICLE 11 (Rights and Obligations in Association with Disqualification as Member)

1. In the event of disqualification as a member pursuant to Articles 8 and 10, such member shall forfeit his/her right to the Association and be released from obligations, except unfulfilled obligations.
2. Even if a member is disqualified from membership, the Association shall not refund any membership fee or other contribution already paid or delivered.

ARTICLE 12 (Member Registry)

The Association shall prepare a registry of members that includes the names and addresses of members.

CHAPTER III GENERAL MEETING

ARTICLE 13. (Composition)

1. The General Meeting of the Association shall be composed of its members.
2. The General Meeting set forth in the preceding paragraph is deemed to be the general assembly under the Act on General Associations and Foundations.

ARTICLE 14. (General Meeting)

The General Meetings of the Association shall consist of the ordinary and extraordinary meetings. The ordinary meeting shall be held within two (2) months of completion of each business year, and the extraordinary meeting shall be held as necessary.

ARTICLE 15 (Authority)

The General Meeting shall adopt a resolution on the following matters:

- (i) Expulsion of members;
- (ii) Appointment or dismissal of Directors or Auditors;
- (iii) Amount of remuneration for Directors and Auditors;
- (iv) Approval of balance sheets and profit and loss statements and the exhibits thereof;
- (v) Amendments to the Articles of Incorporation;
- (vi) Dissolution and disposal of residual assets; and
- (vii) Other matters provided by law or these Articles of Incorporation as being resolved at the General Meeting.

ARTICLE 16 (Convocation of Meeting)

1. Except as otherwise provided by law, the General Meeting shall be convened by the Chairperson under the resolution of the Board of Directors.
2. In the event of convocation of the General Meeting, the Chairperson shall give members notice in writing containing necessary matters at least two (2) weeks prior to the date of such meeting.

ARTICLE 17 (Chair)

The Chairperson shall act as chair of the General Meeting. If the Chairperson is prevented from so doing, the chair shall be appointed at such meeting.

ARTICLE 18 (Voting Right)

Each member shall have one (1) vote.

ARTICLE 19 (Resolutions)

1. Except as otherwise provided by law or by these Articles of Incorporation, resolutions of the General Meeting shall be adopted by a majority of the votes at a meeting at which a majority of the members in office is present.
2. Notwithstanding the preceding paragraph, the following resolutions shall be adopted by a more than two thirds (2/3) majority of the votes of at least half of all the members.

- (i) Expulsion of members;
- (ii) Dismissal of Auditors;
- (iii) Amendments to Articles of Incorporation;
- (iv) Dissolution; and
- (v) Other matters provided by law.

ARTICLE 20 (Voting in Writing)

Members who are unable to attend the General Meeting may exercise their voting rights by means of voting cards. In this case, the number of the votes shall be included in the number of the votes pursuant to Article 19.

ARTICLE 21 (Voting by Proxy)

Members may exercise their votes by proxy by submitting a proxy or other documents evidencing the authority of proxy to the Chairperson. In this case, as to the application of the provisions of Article 19, such members are deemed to have attended the General Meeting.

ARTICLE 22 (Minutes)

1. All business transacted at the General Meeting shall, as required by law, be entered in the minutes and kept at the principal office for ten (10) years from the date of such meeting.

2. The minutes shall be signed and sealed by the chair and two (2) or more persons elected from among the members present to sign the minutes at the meeting.

CHAPTER IV OFFICERS

ARTICLE 23 (Appointment of Officers)

1. The Association shall have the following officers:
Four (4) or more but nineteen (19) or fewer Directors; and
One (1) or two (2) Auditors
2. One (1) of the Directors shall be appointed as Chairperson.
3. The Chairperson set forth in the preceding paragraph shall be appointed as the representative Directors under the Act on General Associations and Foundations.
4. Some of the Directors may be appointed as Vice-chairperson and one (1) as Senior Director.

ARTICLE 24 (Appointment)

1. Officers shall be appointed by resolution of the General Meeting from the representative member set forth in Article 6.2.
2. If it is necessary to urgently appoint any substitute Directors or Auditor because its office is vacant pending the convocation of the General Meeting, any candidate for such Directors or Auditor may be appointed by resolution of the Board of Directors. In this case, such candidate for the Directors or Auditor shall become a Director or an Auditor by obtaining approval at the General Meeting held for the first time after such meeting of the Board of Directors is held.
3. The Chairperson, Vice-chairperson and the Senior Director shall be appointed by resolution of the Board of Directors from the Directors.
4. The Directors may not concurrently serve as the Auditor and vice versa.

ARTICLE 25 (Official Authority of Directors)

1. The Chairperson shall represent the Association and conduct its business.
2. The Vice-chairperson shall assist the Chairperson, and the Senior Director shall conduct the business of the Association.
3. The Chairperson and the Senior Director shall report the status of the execution of their duties to the Board of Directors twice or more at intervals exceeding four (4) months each business year.

ARTICLE 26 (Official Authority of Auditors)

1. Auditors shall audit the execution of the duties of the Directors and prepare audit reports as required by law.
2. Auditors may, at all times, require the Directors and employees to report their business and may investigate the status of the business and property of the Association.

ARTICLE 27 (Term of Office)

1. The term of office of each of the Directors shall expire at the close of the ordinary meeting of the General Meeting held for the last business year that ends within two (2) years from the assumption of office and shall not preclude reappointment.
2. The term of office of each of the Auditors shall expire at the close of the ordinary meeting of the General Meeting held for the last business year that ends within two (2) years from the assumption of office and shall not preclude reappointment.
3. The term of office of each of the Directors and Auditors appointed as substitutes shall expire at the close of the expiration of the term of office of his/her immediate predecessors.
4. If the number of officers fails to reach a quorum after their resignation or expiration of term of office, such officers shall have the right and obligation to conduct their duties unless any newly appointed person assumes office.
5. If any legal person or organization to which officers belong withdraws from the Association, such officers

shall resign from office.

6. In the event of resignation, officers shall submit a resignation letter to the Chairperson.

ARTICLE 28 (Dismissal)

Officers may be dismissed by resolution of the General Meeting.

ARTICLE 29 (Remuneration)

Remuneration and bonuses and other economic advantages for officers received from the Association in consideration of the performance of work (hereinafter the "Remuneration") shall be decided by resolution of the General Meeting.

ARTICLE 30 (Restraint on Transactions)

If Directors intend to conduct any of the following transactions, such Directors shall disclose the material facts concerning such transactions at a meeting of the Board of Directors and obtain the approval of the Board of Directors:

- (i) Transactions that belong to the category of business of the Association conducted for the benefit of such Directors or any third party;
- (ii) Transactions with the Association conducted for the benefit of such Directors or any third party;
or
- (iii) The Association's guarantee of the Directors' debts or other conflict-of-interest transactions between the Association and the Directors.

ARTICLE 31 (Exemption from Liability of Officers for Compensation for Damages)

Under Article 114.1 of the Act on General Associations and Foundations, the Association may exempt Directors or Auditors from liability for damages due to negligence in their duties, by resolution of the Board of Directors, to the extent of the amount provided by law.

CHAPTER V BOARD OF DIRECTORS

ARTICLE 32 (Constitution)

1. The Association shall have the Board of Directors.
2. The Board of Directors shall constitute all Directors.

ARTICLE 33 (Authority)

1. The Board of Directors shall conduct the following duties, except as otherwise provided by the Articles of Incorporation:
 - (i) Decisions on the date, place and agenda of the meeting of the General Meeting;
 - (ii) Matters concerning the enactment of, amendment to, and repeal of rules or regulations;
 - (iii) Decisions on the execution of business of the Association except as provided for in the preceding items;
 - (iv) Supervision over the execution of business of Directors; and
 - (v) Appointment and dismissal of the Chairperson, Vice-chairperson and Senior Director.
2. The Board of Directors may not delegate the following matters or other important decisions on the execution of business to Directors:
 - (i) Disposal and transfer of important property;
 - (ii) Enormous debts;
 - (iii) Appointment and dismissal of important employees;
 - (iv) Establishment, relocation or abolition of secondary offices or other important structures;
 - (v) Improvement in systems for ensuring that the execution of Directors' duties complies with laws and the Articles of Incorporation and otherwise systems provided by laws necessary to ensure the appropriateness of the business of the Association; and
 - (vi) Partial exemption of liability pursuant to Article 31.1.

ARTICLE 34 (Types and Meetings)

1. The Board of Directors shall be composed of two (2) types of the ordinary and extraordinary Board of Directors.
2. Meetings of the ordinary Board of Directors shall be held three (3) times at intervals exceeding three (3) months each year.
3. Meetings of the extraordinary Board of Directors shall be held if:
 - (i) The Chairperson deems it necessary;
 - (ii) Any Director other than the Chairperson requests the Chairperson to convene such meeting by submitting the agenda in writing;
 - (iii) The Director who made the request set forth in the preceding item convenes a meeting in the event that no notice of convocation of the meeting for appointing a date within two (2) weeks of the date of such request as a date of the meeting is sent, within five (5) days of such request being made.
 - (iv) Auditors deem it necessary to request the Chairperson to convene such meeting; or
 - (v) The Auditor who made the request set forth in the preceding item convenes a meeting in the event that no notice of convocation of the meeting for appointing a date within two (2) weeks of the date of such request as a date of the meeting is sent, within five (5) days of such request being made.

ARTICLE 35 (Convocation)

1. The Chairperson shall convene a meeting of the Board of Directors, except in the event that Directors convene the same pursuant to Article 34.3 (iii) and that Auditors convene the same pursuant to Article 34.3 (v).
2. Should the office of the Chairperson be vacant or if he/she is prevented from convening a meeting, each of the Directors shall convene a meeting.
3. Any person who convenes a meeting of the Board of Directors shall give notice to each of the Directors and Auditors in writing containing the date, place, purpose and other necessary matters of such meeting at least one (1) week prior to the date of such meeting.
4. Notwithstanding the preceding paragraph, with the consent of all the Directors and Auditors, a meeting of the Board of Directors may be convened without the procedure for convening the meeting.
5. In the event of Article 34.3 (ii) or 34.3 (iv), the Chairperson shall send a notice of convocation of a meeting of the Board of Directors for appointing a date within two (2) weeks of the date of such request as a date of the meeting, within five (5) days of such request being made.

ARTICLE 36 (Chair)

Except as otherwise provided by law, the Chairperson shall act as the chair of meetings of the Board of Directors.

ARTICLE 37 (Resolutions)

Resolutions of meetings of the Board of Directors shall be adopted by a majority of the votes at a meeting at which a majority of the Directors in office, except those who have special interests in such resolutions, is present.

ARTICLE 38 (Omission of Resolution)

If a Director submits a proposal regarding a matter that is the subject of a resolution by the Board of Directors, and if all of the Directors entitled to take in decision-making proceedings indicate their consent to the said proposal either in writing or in an electronic form, the Association deems such proposal as having been approved by the Board of Directors, unless any Auditor raises an objection.

ARTICLE 39 (Minutes)

All business transacted at a meeting of the Board of Directors shall, as required by law, be entered in the minutes, which shall be executed, signed, sealed or electronically signed by the Chairperson and Auditors present.

ARTICLE 40 (Regulations of Board of Directors)

All matters concerning the Board of Directors shall, except as provided by law or the Articles of Incorporation, be governed by the regulations of the Board of Directors provided by the Board of Directors.

CHAPTER VI
COMMITTEE

ARTICLE 41 (Committee)

1. If it is necessary to promote the business of the Association, the Board of Directors may establish a committee by its resolution.
2. The Committee shall investigate, study or discuss the agenda.
3. Committee members shall be nominated by the Chairperson with the consent of the Board of Directors and such committee member.
4. The provisions of Article 22.1 shall apply mutatis mutandis to the Committee.
5. The provisions of Article 27.1 shall apply mutatis mutandis to the Committee Members.

CHAPTER VII
EXECUTIVE OFFICE

ARTICLE 42 (Executive Office)

1. The Association shall have its Executive Office.
2. The Chairperson may outsource paperwork that need not be kept confidential by members by resolution of the Board of Directors.

CHAPTER VIII
AMENDMENTS TO ARTICLES OF INCORPORATION AND DISSOLUTION

ARTICLE 43 (Amendments to Articles of Incorporation)

The Association may amend the Articles of Incorporation by resolution of the General Meeting (Article 49.2 (4) of the Act on General Associations and Foundations).

ARTICLE 44 (Dissolution)

The Association shall be dissolved by resolution of the General Meeting (Article 49.2 (6) of the Act on General Associations and Foundations) or due to causes provided by law.

ARTICLE 45 (Ownership of Residual Assets)

The residual assets owned by the Association when going into liquidation shall be donated by resolution of the General Meeting to the legal persons, national government or local governments listed in Article 5 (xvii) (a) through (g) of the Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations.

CHAPTER IX
ASSET AND ACCOUNTING

ARTICLE 46 (Business Year)

The business year of the Association shall be one (1) year commencing on April 1 of each year and ending on March 31 of the following year.

ARTICLE 47 (Composition of Assets)

The assets of the Association shall be composed of:

- (i) income from initiation fees;
- (ii) income from membership fees;
- (iii) donations;
- (iv) income from assets;
- (v) income in association with business; and
- (vi) other

ARTICLE 48 (Asset Management)

The assets of the Association shall be managed by the Chairperson, and the method of management thereof shall be subject to resolutions of the Board of Directors.

ARTICLE 49 (Payment of Expenses)

Expenses of the Association shall be paid with assets.

ARTICLE 50 (Business Plan and Income and Expenditure Budget)

1. The business plan and the income and expenditure budget of the Association shall be prepared by the Chairperson by the day preceding the commencement date of each business year and be approved by the General Meeting through resolution of the Board of Directors. The same shall apply to any change thereof.
2. Notwithstanding the preceding paragraph, unless the budget is approved for an unavoidable reason, the Chairperson may earn or expend incomes under the resolution of the General Meeting according to the budget for the previous year until the date of approval of the budget.
3. The income and expenditure pursuant to the preceding paragraph is deemed to be the income and expenditure of a budget newly approved.

ARTICLE 51 (Business Reports and Settlement of Accounts)

1. As to the business reports and settlement of accounts of the Association, the Chairperson shall, after the end of each business year, prepare the following documents, undergo the Auditors' audit, and submit the same to the ordinary meeting of the General Meeting through the approval of the Board of Directors. As to the documents set forth in items (i) and (ii) and the documents set forth in items (iii) through (v), the Chairperson shall report the details and obtain the approval thereof, respectively.
 - (i) Business reports;
 - (ii) Exhibits of business reports;
 - (iii) Balance sheets;
 - (iv) Profit and loss statements; and
 - (v) Exhibits of balance sheets and profit and loss statements.
2. In addition to the documents set forth in the preceding paragraph, audit reports shall be kept at the principal office for five (5) years, and the Articles of Incorporation and the member registry shall be kept at the principal office.

ARTICLE 52 (Surplus)

The Association shall not pay dividends of surplus.

CHAPTER X
APPENDIX

ARTICLE 53 (Compliance)

All matters not provided for in these Articles of Incorporation shall be subject to the Act on General Associations and Foundations or other laws and regulations.

These Articles of Incorporation shall come into effect as from October 7, 2013.

These amended Articles of Incorporation shall come into effect as from January 27, 2015.

These amended Articles of Incorporation shall come into effect as from May 26, 2015.