

ARTIVLES OF CHAdEMO ASSOCIATION

Chapter 1 General

(Name)

Article 1 This organization shall be called “CHAdEMO Association.”

(Office)

Article 2 This Association shall have its headquarters in Minato-ku, Tokyo, Japan.

(Purpose)

Article 3 This Association aims to achieve the following objectives:

- (1) To establish and improve Peculiar technical standard about electricity supply and demand of the electric vehicle to be widely disseminated as a standard technology for DC quick-chargers,
- (2) To promote technical analysis of normal/quick charging infrastructure to improve electric vehicle users' convenience,

(Activities)

Article 4 This Association shall conduct the following activities to achieve the objectives set forth under the foregoing article:

- (1) To establish communication standards between quick-chargers and electric vehicles and to resolve technical issues,
- (2) To perform the promotional activities to achieve the global standardization by providing information to international entities of global standards through national representatives and performing the public relations activities,
- (3) To provide technical assistance for the installation of charge and discharge infrastructure and promote its diffusion,
- (4) To conduct any other activities necessary to achieve the objectives of this Association, in addition to those mentioned under the foregoing items.

Chapter 2 Members

(Classes of Membership)

Article 5 This Association shall have four classes of membership designated as “Executive Members”, “Regular Members”, “Supporting Members” and “Special Members”.

2. Executive Members shall be appointed among the Regular Members at the General Meeting. Executive Members constitute General Meeting and they shall conduct the Workshop activities of a sectional meeting determined in Bylaw. In addition, the member which acquired a position of Executive Member loses a position as Regular Member.

3. Regular Members shall be corporations or associations respecting the objectives of this Association, and they shall conduct Workshop activities of a sectional meeting determined in Bylaw.
4. Supporting Members shall be corporations or associations working to aid this Association in its activities and shall conduct the activities of the Infrastructure Workshop as mentioned in Bylaw.
5. Special Members shall be any administrative body, public agency, non-profit organization or corporation that deploys quick chargers for public use and commercializes the charging services that participates in sessions of the Infrastructure Workshop as mentioned in Bylaw at the request of the Representative Director to the extent that as may be granted by the Executive Board.

(Admission as a Member)

Article 6 Applicants for Regular Members, Supporting Members and Special Members of this Association shall submit a membership application, prepared in a separately specified form, to the Representative Director to seek approval from the Board of Directors of this Association (hereinafter “Board of Directors”).

2. Each member shall appoint one person (hereinafter a “Member’s Representative”) as a representative of the corporation or association to exercise its rights and report such an appointment to the Representative Director.
3. Members having their Member’s Representative changed shall promptly submit notice of such change, prepared in a separately specified form, to the Representative Director. Changes to the Member’s Representative shall be effective upon receipt of said notice by the Representative Director.

(Annual membership dues)

Article 7 Members shall pay the annual membership dues specified below. In the event that a registered member loses its membership status whether voluntarily or otherwise, this Association shall not be obligated to refund to them paid membership dues and other contributions.

- (1) Executive Members: ¥2,000,000
- (2) Regular Members: ¥500,000
- (3) Supporting Members: ¥100,000
- (4) Special Members: no dues

2. Members who are disqualified under the provision of Article 8 or Article 9 of the Articles of association shall have their Association rights forfeited while being exempted from their obligations, however, that any unfulfilled obligations will be valid even after the point of disqualification.

(Withdrawal)

Article 8 Members wishing to withdraw from this Association shall promptly submit a withdrawal notice, prepared in a separately specified form, to the Representative Director.

2. A member will be deemed to have withdrawn from this corporation under any of the following situations:
 - (1) Its corporation or association has dissolved or gone bankrupt, unless the said entity has become the part of another corporate entity or inherited via a corporate merger or demerger.

- (2) The member has failed to pay membership dues and has remained in default for (3) months or longer after the date of invoice.
- (3) All Executive Members agree has agreed to withdraw.
- (4) The member has been dismissed.

(Dismissal)

Article 9 Members falling under any of the following situations may be dismissed from this corporation with at least two-thirds votes of the Executive Members more than half of All Executive Members in General Meeting present at a meeting of the Board of Directors:

- (1) Members have breached any of the relevant laws and these Articles of association and the rules to be provided under the Articles of association.
- (2) Members have acted to mar the reputation of this corporation or interfere with the objectives of this corporation.
- (3) Members have any fair reason to be dismissed.

2. If a member is to be dismissed from this corporation under the provisions of the foregoing paragraph, it shall be notified beforehand and be granted a hearing at the meeting of the General Meeting at which time final judgment pertaining to the dismissal will be pronounced.

(General Assembly)

Article 10 The General Assembly shall convene in case that the propositions of the General Meeting need to be approved by the General Assembly prior to the General Meeting.

2. The General Assembly shall be composed of all of members of this corporation.
3. The General Assembly shall resolve approval the documents provided for in these Articles from 37.1 to 37.4, change of the Articles, and any such matters as may be separately provided for in the Bylaws and those deemed necessary by the Executive Board.
- 4, The Executive members shall respect the resolution of the General Assembly when they vote in the General Meeting.
5. The operation of the General Assembly such as holding of the meeting and voting shall be separately provided in the Bylaws.

Chapter 3 General Meeting

(Composition)

Article 11 The General Meeting shall be composed of all of Executive Members of this corporation.

(Functionality)

Article 12

The General Meeting shall resolve the following matters;

- (1) Nomination of the Executive Members
- (2) Dismissal of the Members

- (3) Election or dismissal of the Directors or the Auditors
- (4) Approval such as calculation documents
- (5) Amendments of the Articles of association
- (6) Dissolution
- (7) Other matters that must be voted by law or the Articles of Association to be resolved in the General Meeting.

(Holding Meetings)

Article 13

The General Assembly of this corporation is that Annual General Meeting and Extraordinary sessions of the General Assembly. The Annual General Assembly shall convene within three (3) months after the end of each fiscal year. Extraordinary sessions of the General Meeting shall be held when deemed necessary.

(Convening Meetings)

Article 14 The Representative Director convenes the General Meeting based on a resolution of the Board of directors except as provided for separately.

2. The Executive Members who have at least one-tenth of the right to vote of all Executive Members shall request to convene the General Meeting to the Representative Director suggesting the matter of the purpose of the General Meeting and the reasons.

3. The General Meeting shall be convened by submitting a notice to the Executive Members no later than seven (7) days prior to the scheduled date of its meeting. The General Meeting shall be convened by submitting a notice no later than fourteen (14) days prior to the scheduled date of its meeting if the matter of the Act on General Incorporated Associations and General Incorporated Foundations Article from 38.1.3 or 38.1.4 has been set.

(Chairperson)

Article 15 Either the Representative Director or such Executive Member(s) as may be appointed by the Representative Director shall preside over the General Meeting as a chairperson.

(Voting Rights)

Article 16 One voting right shall be granted to each of the Executive Members attending meetings of the General meeting.

(Voting)

Article 17 The General Meeting shall take effect with the attendance of at least one-half of Executive Members and shall be resolved by a majority vote of the members present, unless otherwise provided for in these Articles.

2. If this Association is to borrow funds except borrowing that is lower than revenue during a given fiscal year and the repayment period is lower than a year, this Association shall acquire the attendance

of at least one-half of members and shall be resolved by two thirds of all votes of the members present regardless the foregoing paragraph

(Proxy)

Article 18 The Executive Members unable to attend a meeting of the General Meeting may entrust the use of the voting right to other Executive Member as an agent. A proxy wishing to attend a meeting shall submit in writing evidence of the right of representation to the corporation.

(Omission of the voting and report)

Article 19 The agenda items of the General Meeting proposed by a Director or an Executive member shall be regarded in effect as approval if all the Executive members agree with it by submitting writing evidence or electromagnetic record.

2. The matters to be reported to the General Meeting by a Director shall be regarded in effect as approval if all the Executive members agree with it by submitting writing evidence or electromagnetic record.

(Minutes of Meeting)

Article 20 Meeting minutes shall be prepared to cover the date and place, Summary of the proceedings, the matter of Act on General Incorporated Associations and General Incorporated Foundations Article 11.3 and 11.4 at each meeting of the General Meeting, and signed by the Chairperson and attended Director, and hold in a main office for ten years from a day of General Meeting.

Chapter 4 Directors

(Appointment of Directors)

Article 21 This Association shall have the following directors appointed:

(1) Director: Three persons or more

(2) Auditor: One person or more

2. The Representative Director shall be appointed from among the Directors.

(Appointment of Board Members)

Article 22 The Directors and the Auditors shall be appointed by the resolution of the General Meeting.

2. The Representative Director shall be appointed from among the Directors by the resolution of the board of directors.

3. The Auditor cannot double as a Director and an employee of this corporation and subsidiaries.

4. About each Director, the total number of the relevant Directors, the spouses thereof and the relatives within the third degree of relationship (including a person having a special relationship fixed by the relevant Directors and a government ordinance based on these people) must not exceed a one-third of the total number of the Director. It is the same about the Auditor.

(Duties and authority of Director)

Article 23 The Directors shall compose the board of directors, and shall administer the implementation of its activities according to the content that laws and the Articles of association determine.

2. The Representative Director shall administer the duties on behalf of this corporation according to the content that laws and the Articles of association determine.

(Duties and authority of Auditor)

Article 24 The Auditor inspects the execution of duties of Director and prepares audit reports according to the content that laws determine.

2. The Auditor can demand a report of the business anytime to Director and employee, and investigate the duties and the situation of the property of this corporation.

(Term of Board Members)

Article 25 The length of the term of office of Directors expires at the time of demise of Annual General Meeting that relates to the last General Meeting in fiscal year expired within one year after election.

2. The length of the term of office of Auditors expires at the time of demise of Annual General Meeting that relates to the last General Meeting in fiscal year expired within one year after election.

3. The length of the term of a Director or an Auditor who has been appointed to fill a vacancy shall be the length of time subtracted from the length of times his or her predecessor.

4. In case vacancy in Director or Auditor, or vacancy in Director or Auditor determined in Article 21 (1), retiring Directors and Auditors or Directors and Auditors completing the term of their office shall carry out their duties until their successors take office.

(Dismissal of Board Members)

Article 26 Directors and Auditors may be dismissed by the resolution of the General Meeting. In this regard, the resolution must be conducted by more than half of All Executive Members, and more than two-thirds of the voting rights of All Executive Members when an Auditor is dismissed.

(Remuneration)

Article 27 Directors and Auditors shall have no remuneration.

Chapter 5 Board of Directors

(Composition)

Article 28 This Association shall have a Board of Directors.

2. The Board of Directors shall be composed of all of the directors.

(Functionality)

Article 29 The Board of Directors shall take followings matters and any such matters as may be separately provided in this document.

- (1) Decision-making of the activities of this Association.
- (2) Supervision of the performance of duties of the directors.
- (3) Appointment and dismissal of the Representative Director.
- (4) Enactment, revision and abolish of the Bylaws.

(Holding Meetings)

Article 30 The Representative Director shall convene the Board of Directors.

2. In case that the Representative Director is absent or in the accident, each Director shall convene the Board of Directors.
3. The Board of Directors shall be convened by submitting a notice to directors and auditors no later than seven (7) days prior to the scheduled date of its meeting.
4. The Board of Directors can be held by all of the Directors and Auditors' agreement without submitting a notice.

(Chairperson)

Article 31 Either the Representative Director or Director as may be appointed by the Representative Director shall preside over the Board of Directors as a chairperson.

(Voting)

Article 32 The Board of Directors shall take effect with the attendance of at least one-half of members and shall be resolved by a majority vote of the members present, unless otherwise provided for in these Articles.

2. If this Association is to borrow funds except borrowing that is lower than revenue during a given fiscal year and the repayment period is lower than a year, this Association shall acquire the attendance of at least one-half of members and shall be resolved by two thirds of all votes of the members present regardless the foregoing paragraph.

(Omission of the voting)

Article 33 The agenda items of the Board of Directors proposed by a Director shall be regarded in effect as approval if all the Directors agree with it by submitting writing evidence or electromagnetic record. However the objection of the Auditor can make it void.

(Omission of the report)

Article 34 The report to the Board of Directors is not required when a Director notify all the Directors and Auditors of matters to be reported to the Board of Directors. However, the report provided in the General Corporation Law is excluded.

(Minutes of Meeting)

Article 35 Meeting minutes shall be prepared to record the date and place, summary of the proceedings and the matters provided in the General Corporation Law, signed by the Directors and the Auditors

present, stocked in its headquarters in ten (10) years.

Chapter 6 Assets and Accounts

(Fiscal year)

Article 36 The fiscal year of this Association shall commence on April 1, each year and end on March 31 of the following year.

Article 37 (Action Plan and Cash Budget)

1. The action plan and the cash budget of this Association shall gain a vote of the Board of Directors prior to the commencement of each fiscal year. However, if the Board of Directors cannot meet prior to the commencement of a term due to extenuating circumstances, this Association shall gain a vote of the Executive Board within ninety (90) days from the date of commencement of the fiscal year.
2. Until a vote of the Board of Directors is forthcoming in the case of the proviso of the foregoing paragraph, the budget shall be used in the same way as the budget was used in the preceding fiscal year.
3. Modifications to the plan and the cash budget that have gained a vote of the Board of Directors under the provision of Article 37.1 shall be implemented as provided for by the Executive Board.

(Activity Report and Statement of Settlement of Accounts etc.)

Article 38 This Representative Director shall produce an activity report, statement of settlement of accounts and general inventory immediately after the end of each fiscal year, and they shall have an audit by the Auditors, shall be approved by the Board of Directors, and shall be submitted to the Annual General Meeting. The report (1) shall be reported and the reports (2), (3) shall be approved.

(1) Activity report

(2) Balance sheets

(3) Profit and loss statements

(4) Annex detailed statements

2. Statement of settlement of accounts submitted pursuant to the provision of foregoing paragraph from (1) to (4) and the audit report shall be stocked in its headquarters in five (5) years, and shall be stocked in its branch office. The Article of this Association and the List of Members shall be stocked in its headquarters.

(Disposal of surplus)

Article 39 This Association shall not share the surplus.

2. The resolution of the General Meeting that shares the surplus shall be void.

Chapter 7 Amendments to the Article and Dissolution

(Amendments of the Article)

Article 40 Amendments of this Article can be made by a vote of General Meeting.

(Dissolution)

Article 41 If this Association is to be dissolved by a vote of the General Meeting as mentioned in the foregoing paragraph, it shall acquire a vote of at least two thirds of all voting rights.

(Disposal of Residual Assets)

Article 42 The residual assets of this Association at the time of its dissolution shall be donated to a corporation or an association provided in the Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundation 5.17 or governments with a vote of General Meeting.

Chapter 8 Method of Public Notice

(Method of Public Notice)

Article 43 A method of public notice of this corporation is to publish on the gazette.

Chapter 9 Secretariat

(Secretariat)

Article 44 This Association shall establish secretariat.

2. The personnel of the secretariat shall consist of the Secretary General and other employees.
3. Appointment and dismissal of the Secretary General and other employees shall be made by vote of the Board of Directors.
4. Matters relating to the operation of the secretariat shall be resolved by the Board of Directors.

Chapter 10 Supplementary Rules

(The first Fiscal Year)

Article 45 The first fiscal year of this Association shall be from the commencement day to March 31, 2017.

(Remuneration)

Article 46 This Association shall appoint the following Directors at Incorporation, a Representative Director at Incorporation and an Auditor at Incorporation.

- Director at Incorporation
- Director at Incorporation
- Director at Incorporation
- Director at Incorporation
- Director at Incorporation

Director at Incorporation
 Director at Incorporation
 Representative Director at Incorporation Hiroshi Okamoto
 Auditor at Incorporation

(Members)

Article 47 The name and address of the Members of this Association at Incorporation are as follows.

Name	Address
Fuji Heavy Industries Ltd.	1-20-8, Ebisu, Shibuya-ku, Tokyo, Japan
Hitachi, Ltd.	6-6, Marunouchi 1-chome, Chiyoda-ku, Tokyo, JAPAN
Honda Motor Co., Ltd.	2-1-1, Minami-Aoyama, Minato-ku, Tokyo, JAPAN
Mitsubishi Motors Corporation	33-8, Shiba 5-chome, Minato-ku, Tokyo, Japan
NISSAN MOTOR CORPORATION	1-1, Takashima 1-chome, Nishi-ku, Yokohama-shi, Kanagawa, Japan
Panasonic Corporation	1006, Oaza Kadoma, Kadoma-shi, Osaka, Japan
Tokyo Electric Power Company Holdings, Inc.	1-1-3 Uchisaiwai-cho, Chiyoda-ku, Tokyo, JAPAN
TOYOTA MOTOR CORPORATION	1 Toyota-Cho, Toyota City, Aichi, Japan

(Bylaws)

Article 47 The matters related to operation of this Article and the Association shall be decided separately by a vote of the Board of Directors in Bylaws.

(Matters not stipulated herein)

Article 48 Any matter not stipulated herein shall be determined in accordance with the General Corporation Law.