

Data Society Alliance

Articles of Incorporation

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Articles of Incorporation

Chapter 1: General Provisions

(Name)

Article 1 The name of this organization shall be “Data Society Alliance”.

(Office)

Article 2 The primary office of this organization shall be in Minato City, Tokyo.

2 This Alliance may establish secondary offices with the resolution of the Board of Directors.

(Purpose)

Article 3 The purpose of this Alliance is to realize an affluent society achieved through the fair and free data utilization across fields through collaboration between industry, government, and academia (hereinafter referred to as “Data Society”), and the Alliance shall conduct the following activities to contribute to that purpose.

- (1) Provide a data linking service (DATA-EX) to realize a Data Society.
- (2) Promote academic research that contributes to the Data Society.
- (3) Promote collaboration among industry, academia and government to contribute to the Data Society.
- (4) Establish operational standards for related businesses that support the Data Society.
- (5) Establish technical standards that support the Data Society.
- (6) Develop and implement a certification system for businesses that support the Data Society.
- (7) Create data utilization to activate the Data Society.
- (8) Investigate, research, and promote regarding legal issues, international cooperation and standardization surrounding the Data Society,
- (9) Propose policies regarding the Data Society to relevant ministries and work with relevant organizations related to the Data Society.
- (10) Other activities necessary for the healthy growth of the Data Society in addition to those listed in the preceding articles.

(Method of Public Notification)

Article 4 Public notifications made by the Alliance shall be done electronically. However, in the event that the Alliance is unable to make a public notice electronically due to an accident or other unavoidable circumstances, public notification shall be made by publication in the official

gazette.

Chapter 2: Members

(Composition of Members)

Article 5 The Alliance shall have three types of members as described below, and regular Members shall be considered Members in accordance with the Act on General Incorporated Associations and General Incorporated Foundations (hereinafter referred to as “General Corporation Act”).

- (1) Regular Members: Individuals or organizations who have joined the Alliance in order to support its purpose
- (2) Supporting Members: Individuals or organizations who support the purpose of the Alliance and cooperate with its activities
- (3) Special Members: Government agencies, non-profit organizations, experts (individuals), etc. who express support for the activities of the Alliance and who have been approved as Special Members by the Board of Directors

(Enrollment)

Article 6 Any party wishing to become a member of the Alliance shall apply for membership using the application form determined separately by the Board of Directors, and shall become a Regular Member or Supporting Member upon receiving the approval of the Representative Director.

2 Admission as a Special Member requires application using the application form determined separately by the Board of Directors and approval by the Board of Directors.

(Burden of Expenses, Etc.)

Article 7 Regular Members shall be obligated to pay the necessary expenses in order to accomplish the Alliance’s purpose.

2 Regular Members and Supporting Members must pay an enrollment and membership fees determined separately by the General Meeting of Members.

3 For members with special circumstances, annual membership fees may be reduced or waived by resolution of the Board of Directors.

4 When special expenses are required, extraordinary membership fees may be collected with the resolution of the General Meeting of Members.

(Withdrawal)

Article 8 Members may withdraw from membership at any time by submitting a notice of withdrawal as determined by the Board of Directors. However, at least one month's notice must be given to the Alliance before withdrawal. In the event of a Member's withdrawal, no refunds shall be made for expenses, enrollment fees, or membership fees paid to the Alliance in accordance with Article 7.

(Expulsion)

Article 9 In the event that a Member defames the Alliance, acts contrary to its purpose, or otherwise violates their obligations as a Member, the Member may be expelled from membership by resolution of the General Meeting of Members as stipulated in Article 49, Paragraph 2 of the General Corporation Act in the case of Regular Members, or by resolution of the Board of Directors in the case of Supporting Members or Special Members.

(Loss of Membership Status)

Article 10 Members shall lose their membership status in any of the following cases.

- (1) Withdrawal from the Alliance
- (2) The Member has become an adult ward or placed under a conservatorship
- (3) The Member has died or been a missing person declared legally dead, or has been dissolved
- (4) Failure to pay membership dues for more than one year
- (5) Expelled from the Alliance
- (6) Upon consensus of all Regular Members
- (7)

(Member Roster)

Article 11 The Alliance shall prepare a roster of its Members, which shall include the names and addresses of its Regular Members.

Chapter 3: General Meeting of Members

(Composition)

Article 12 The General Meeting of Members shall consist of all the Regular Members.

(Authority)

Article 13 The General Meeting of Members shall adopt resolutions on the following matters.

- (1) Expulsion of Members

- (2) Appointment and dismissal of Directors and Auditors
- (3) Amount of remuneration, etc. for Directors and Auditors
- (4) Approval of balance sheets and statements of income (statements of changes in net assets) and annexed detailed statements thereof
- (5) Amendments to the Articles of Incorporation
- (6) Dissolution and disposition of residual assets
- (7) Other matters prescribed by law or these Articles of Incorporation as matters to be resolved by the General Meeting of Members

(Holding of Meetings)

Article 14 The Alliance's General Meeting of Members shall be regular meetings and extraordinary meetings of the Members. Regular meetings shall be held within three months of the end of each fiscal year, and extraordinary meetings shall be held as necessary.

(Convocation)

Article 15 General Meeting of Members shall be convened by Chief Director based on a resolution of the Board of Directors, unless otherwise stipulated by laws and regulations. Notification of convocation may be issued electronically, as opposed to by written notice with the consent of the Regular Members.

2 In the absence or inability of the Chief Director to attend, another Director shall convene meetings in the order previously determined by the Board of Directors.

3 Regular Members holding at least one-tenth of the voting rights of all Regular Members may request that the Chief Director convene a meeting of the General Meeting of Members, indicating the matters that are the purpose of the meeting and the reasons for its convocation.

(Chairperson)

Article 16 The Chief Director shall take on the role of the Chairperson of the General Meeting of Members.

2 In the absence or inability of the Chief Director to attend, another Director shall take on the role of Chief Director in the order previously determined by the Board of Directors.

(Voting Rights)

Article 17 Each Regular Member shall have one voting right at the General Meeting of Members.

(Resolutions)

Article 18 Resolutions of the General Meeting of Members shall be adopted by majority vote at meetings in which Regular Members with a majority of the voting rights of all Regular Members are in attendance.

2 Regular Members of the Alliance may exercise their voting rights with regard to resolutions of the General Meeting of Members via electromagnetic means as prescribed by the Alliance. The number of voting rights exercised in this manner shall be entered into the number of voting rights of the Regular Members in attendance at the General Meeting of Members

3 Resolutions under Article 49, Paragraph 2 of the General Corporation Act shall be passed by a majority vote of at least half of all Regular Members and at least two-thirds of the voting rights of all Regular Members.

(Meeting Minutes)

Article 19 Minutes of the proceedings of the General Meeting of Members shall be prepared as required by laws and regulations.

2 The Chairperson and Directors present at the meeting shall sign or affix their names and seals to the meeting minutes set forth in the preceding paragraph. However, in cases where the minutes set forth in the preceding paragraph are prepared in the form of an electromagnetic record, measures must be taken to meet the requirements for electronic signatures as stipulated in Article 2, Paragraph 1 of the Act on Electronic Signatures and Certification Business, with respect to the matters recorded in said electromagnetic record.

Chapter 4: Officers

(Officers)

Article 20 The Alliance shall have the following officers.

(1) Directors: Between 3 and 20

(2) Auditors: Maximum of 2

2 The Chief Director shall be one of the Directors. The Chief Director shall be Representative Director in accordance with the General Corporation Act.

3 One of the Directors may be appointed as Executive Director. In the event that a Executive Director is appointed, one of either the Chief or Executive Director shall be a Regular Member (if the Regular Member is a corporation, one of its members, officers, or employees).

4 A majority of the Directors shall be Regular Members (if the Regular Member is a corporation, one of its members, officers, or employees).

(Appointment of Officers)

Article 21 Directors and Auditors shall be appointed by resolution of the General Meeting of Members.

2 The Chief and Executive Director shall be selected from among the Directors by resolution of the Board of Directors.

3 Auditors may not concurrently serve as Directors or employees of the Alliance or its subsidiary organizations.

(Duties & Authority of Directors)

Article 22 The Directors shall constitute the Board of Directors and perform their duties as stipulated by laws and regulations and these Articles of Incorporation.

2 The Chief Director shall serve as representative of the Alliance and conduct its affairs as stipulated by laws and regulations and these Articles of Incorporation.

3 The Executive Director shall assist the Chief Director and conduct their affairs.

4 In the absence or inability of the Chief Director to attend, another Director shall serve in their place in the order previously determined by the Board of Directors.

(Duties & Authority of Auditors)

Article 23 Auditors shall audit the performance of the duties of the Directors and prepare audit reports as required by laws and regulations.

2 Auditors may, at any time, request a report from Directors and Employees on the business of the Alliance, and may examine the state of the Alliance's business and assets.

(Tenure of Officers)

Article 24 The tenure of Directors shall expire at the conclusion of the Regular General Meeting of Members pertaining to the final fiscal year ending within two years after their appointment.

2 The tenure of Auditors shall expire at the conclusion of the Regular General Meeting of Members pertaining to the final fiscal year ending within four years after their appointment.

3 The tenure of Directors and Auditors appointed as substitutes shall expire when the terms of their predecessors expire.

4 In the event of the absence of Directors or Auditors, or in the event that the number of Directors or Auditors specified in Article 20, Paragraph 1 is reduced, the Directors and Auditors who have retired due to expiration of their tenures or resignation shall continue to have rights and obligations as Directors and Auditors until newly appointed parties can assume their positions.

(Dismissal of Officers)

Article 25 Directors and Auditors may be dismissed by resolution of the General Meeting of

Members. However, resolutions on the dismissal of Auditors must be passed by a majority vote of at least half of all Regular Members and at least two-thirds of the voting rights of all Regular Members.

(Remuneration, etc. of Officers)

Article 26 Remuneration, bonuses, and other financial compensation to be received from the Alliance for the performance of duties by Directors and Auditors shall be determined by resolution of the General Meeting of Members.

(Restrictions on Business Transactions)

Article 27 When a Director intends to engage in any of the following transactions, they must first disclose the material facts of the transaction at a meeting of the Board of Directors and obtain its approval.

- (1) Transactions within the scope of the Alliance's business conducted for the benefit of themselves or a third party
- (2) Transactions with the Alliance conducted for the benefit of themselves or a third party
- (3) Transactions with a party other than a Director, such as a guarantee by the Alliance of a debt owed by the Director, which would cause a conflict of interest between the Alliance and the Director

2 Any Director who has engaged in a transaction that falls under the items set forth in the preceding paragraph shall report the material facts of the transaction to the Board of Directors without delay after the transaction.

(Partial Exemption from or Limitation of Liability)

Article 28 The Alliance may, by resolution of the Board of Directors, exempt Directors and Auditors from liability for damages under Article 111, Paragraph 1 of the General Corporation Act up to the amount obtained by deducting the minimum liability limit stipulated by laws and regulations from the amount of liability, provided that the requirements stipulated by laws and regulations are met.

2 The Alliance may enter into an agreement with Directors (limited to those who are not Executive Directors or employees of the Alliance) and Auditors to limit their liability for compensation under the preceding paragraph if they meet the requirements stipulated in laws and regulations. However, the maximum amount of liability based on such an agreement shall be the minimum liability limit stipulated by laws and regulations.

Chapter 5: Board of Directors

(Composition)

Article 29 The Alliance shall have a Board of Directors.

2 The Board of Directors shall consist of all of the Directors.

(Authority)

Article 30 The Board of Directors shall perform the following duties in addition to those determined separately in these Articles of Incorporation.

- (1) Decisions on business operations
- (2) Supervision of the execution of Directors' duties
- (3) Selection and dismissal of Representative Directors

(Convocation)

Article 31 Meetings of the Board of Directors shall be convened by the Chief Director.

2 In the absence or inability of the Chief Director to attend, another Director shall convene meetings in the order previously determined by the Board of Directors.

3 Meetings of the Board of Directors may be held without following the procedures for convening a meeting if all Directors and Auditors agree to hold the meeting.

(Chairperson)

Article 32 Chief Director shall take on the role of the Chairperson of the Board of Directors.

2 In the absence of the Chief Director or inability of the Representative Director to attend, another Director shall take on their role in the order previously determined by the Board of Directors.

(Resolutions)

Article 33 Resolutions of the Board of Directors shall be adopted by a majority vote of a majority of the Directors present who are entitled to participate in the voting, unless otherwise determined by these Articles of Incorporation.

2 The provisions of the preceding paragraph notwithstanding, when the requirements of Article 96 of the General Corporation Act are met, a proposal shall be deemed to have been passed by resolution of the Board of Directors.

(Omission of Reports)

Article 34 In the event that a Director or Auditors notifies all Directors and Auditors of matters

that should be reported to the Board of Directors, such matters are not required to be reported to the Board of Directors. However, this shall not apply to reports under the provisions of Article 91, Paragraph 2 of the General Corporation Act.

(Meeting Minutes)

Article 35 Minutes of meetings of the Board of Directors shall be prepared as required by laws and regulations.

2 The Representative Director and Auditors present at the meeting shall sign or affix their names and seals to the meeting minutes set forth in the preceding paragraph. However, in cases where the minutes set forth in the preceding paragraph are prepared in the form of an electromagnetic record, measures must be taken to meet the requirements for electronic signatures as stipulated in Article 2, Paragraph 1 of the Act on Electronic Signatures and Certification Business, with respect to the matters recorded in said electromagnetic record.

(Administrative Rules & Regulations)

Article 36 Matters necessary for the operation of the Board of Directors shall be stipulated by the Operating Regulations, in addition to those stipulated by laws and regulations and in these Articles of Incorporation.

Chapter 6: Calculations

(Fiscal Year)

Article 37 The Alliance's fiscal year shall be a one-year period from April 1 of each year to March 31 of the following year.

(Business Plans & Budgets for Income & Expenditures)

Article 38 Business plans and budgets for income and expenses of the Alliance shall be prepared by the Chief Director and approved by the Board of Directors by the day before the start of each fiscal year. The same shall apply to any modifications thereof.

2 Documents set forth in the preceding paragraph shall be kept at the primary office for a period of five years and made available for public viewing.

(Business Reports & Financial Statements)

Article 39 With regard to business reports and financial statements, following the end of each fiscal year, the Chief Director shall prepare the following documents, which shall be audited by

the Auditors and then submitted to the General Meeting of Members with the approval of the Board of Directors. The content of the documents in items 1 and 2 must be reported, and the documents in items 3 through 5 must be approved.

- (1) Business reports
- (2) Annexed detailed statements of business reports
- (3) Balance sheets
- (4) Profit and loss statements (statements of changes in net assets)
- (5) Annexed detailed statements to balance sheets and statements of income (statements of changes in net assets)

2 In addition to the documents set forth in the preceding paragraph, audit reports shall be kept at the primary office for a period of five years, and the Articles of Incorporation and Member Roster shall be kept at the primary office and made available for public viewing.

(Non-Distribution of Surplus Funds)

Article 40 The Alliance shall not distribute any surplus funds.

Chapter 7: Amendments to Articles of Incorporation, Dissolution & Liquidation

(Amendments to Articles of Incorporation)

Article 41 These Articles of Incorporation may be amended by resolution of the General Meeting of Members by a majority vote consisting of at least half of the total Regular Members and at least two-thirds of the voting rights of all Regular Members.

(Dissolution)

Article 42 The Alliance shall be dissolved by resolution of the General Meeting of Members by a majority vote consisting of at least half of the total Regular Members and at least two-thirds of the voting rights of all Regular Members, or for other reasons stipulated by laws and regulations.

(Ownership of Residual Assets)

Article 43 In the event of liquidation, the residual assets of the Alliance shall be donated to another public interest corporation, a general incorporated association, or a national or local public organization that operates with a purpose similar to that of the Alliance upon resolution of the General Meeting of Members.

Chapter 8: Committees

(Committees)

Article 44 The Alliance shall establish the following committees. Necessary matters concerning the duties, composition, and operation of each committee, as well as the establishment and abolition of new committees, shall be determined separately by resolution of the Board of Directors.

- (1) Operation Committee
- (2) Utilization Promotion Committee
- (3) Academic Collaboration Committee
- (4) Technical Standards Reviewing Committee
- (5) Operational Criteria Reviewing Committee
- (6) Accreditation Examination Committee
- (7) International Standardization Promotion Committee
- (8) External Cooperation Committee
- (9) Proof-of-Concept Promotion Committee

Chapter 9: Secretariat

(Secretariat)

Article 45 The Alliance shall establish a Secretariat to handle its affairs.

2 The Secretariat shall have a Secretary General and the necessary staff.

3 One of the Directors shall be the Secretary General. In the event that an Executive Director is appointed, the Executive Director shall be the Secretary General.

4 Important staff members shall be appointed and dismissed by the Chief Director (or the Executive Director, if one is appointed) with the approval of the Board of Directors.

5 Matters necessary for the organization and operation of the Secretariat shall be determined separately by resolution of the Board of Directors.

Chapter 10: Supplementary Provisions

(Rules & Regulations, etc.)

Article 46 The establishment, revision, or abolition of rules and regulations, etc., except for these Articles of Incorporation, shall be determined by resolution of the Board of Directors.

(First Fiscal Year)

Article 47 The Alliance's first fiscal year shall be the period from the day of its foundation to March 31, 2018.

(Names & Address of Members at Incorporation)

Article 48 The names and addresses of the Members at the time of the Alliance's incorporation are as follows.

Member at Incorporation	2-7-26 Kita-Aoyama, Minato-ku, Tokyo-to EverySense, Inc.
Member at Incorporation	Urban Park Daikanyama I #105, 9-8 Sarugaku-cho, Shibuya-ku, Tokyo-to Japan Data Exchange, Inc.

(Compliance with Laws & Regulations)

Article 49 All matters not provided for in these Articles of Incorporation shall be subject to the provisions of the General Corporation Act and other applicable laws and regulations.

The foregoing Articles of Incorporation have been prepared as an electromagnetic record by Judicial Scrivener Mr. Hiroyuki Yoshida, articles of incorporation agent for member at incorporation EverySense, Inc. and one other member at incorporation, for the purpose of establishing a general incorporated association, and signed electronically.

October 5, 2017

Member at Incorporation	EverySense, Inc.
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Member at Incorporation	Japan Data Exchange, Inc.
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Articles of Incorporation Agent

4-4-11 Nakano, Nakano-ku, Tokyo-to
Hiroyuki Yoshida, Judicial Scrivener