

The Articles of Association of the General Incorporated Association ECHONET Consortium

Chapter 1: General Rules

Article 1 (Name)

This corporation shall be called the General Incorporated Association ECHONET Consortium.

Article 2 (Main Office)

This corporation shall locate its main office in Minato-ku, Tokyo.

Article 3 (Objective)

This corporation shall have as its objective striving for the development of the foundations for and the promotion of the popularization of equipment-related home network systems to control the equipment used in structures such as detached houses, multiple-dwelling housing, stores and small-sized buildings.

Article 4 (Business Operations)

This corporation shall carry out the following business operations in order to achieve the objective stipulated by the preceding article.

- (1) The development of the foundations for and the formulation of the standards for equipment-related home network systems;
- (2) Activities to make public and standardize the standards stipulated by (1);
- (3) Activities to popularize and enlighten people about equipment-related home network systems;
- (4) Other business operations necessary to achieve this corporation's objective.

Article 5 (Public Notification)

This corporation shall use electronic public notification as its method of public notification. The method of public notification to be used in the event that electronic public notification cannot be carried out as a result of an accident or other circumstances beyond this corporation's control, shall be publication in the official government gazette.

Chapter 2: Partners and Members

Article 6 (Partners and Members)

This corporation shall have the following members.

- (1) Full members: a corporation or group that supports this corporation's objective and becomes a member
 - (2) Associate members: a corporation or group (excluding corporations or groups that join as full members) that is a subsidiary company or subsidiary corporation of a full member and that supports this corporation's objective and becomes a member;
 - (3) Academic members: a corporation or group that is an educational foundation or other educational or research institution that supports this corporation's objective and becomes a member
2. Of the full members as stipulated by Item 1 of the preceding clause, the members that have received the recognition of the Board of Directors as having made a technological contribution to this corporation shall be deemed managing members, and the remaining full members shall be deemed general members.
3. The full members, as stipulated by Item 1 of Clause 1, shall be deemed partners under the law concerning general incorporated associations and general incorporated foundations (hereinafter referred to as the "Corporation Law").

Article 7 (Membership)

Parties that wish to become a member of this corporation must apply for membership using the procedures that this corporation stipulates separately and must obtain the approval of the Board of Directors.

Article 8 (Membership Fee)

Partners must pay the membership fee that the General Meeting of Partners decides upon separately.

Article 9 (Resignation)

A partner shall resign when, besides the reasons for resignation under the Corporation Law, the obligation to pay the membership fee stipulated by Article 8 has not been fulfilled for one year or more. In such a case, the partner who has resigned shall not escape said obligation.

2. When a full member is no longer a partner, said party shall no longer be a member. In such a case, the associate members who are subsidiary companies or subsidiary corporations of the full member concerned shall no longer be members as well.

Article 10 (Withdrawal from Membership)

A member shall be able to withdraw from being a member at any time by submitting the withdrawal request that this corporation stipulates separately.

2. An associate member or academic member shall withdraw from being a member in the case where said associate member or academic member itself has been dissolved or has been expelled from membership by this corporation.
3. It shall be possible to expel an associate member or academic member through a decision of the Board of Directors, when and only when there is a proper reason for doing so.

Article 11 (Non-refunding of Membership Fee)

The membership fee that has been paid to this corporation shall not be refunded.

Chapter 3: General Meeting of Partners

Article 12 (Convening the General Meeting)

There are two types of General Meetings of Partners, regular General Meetings and specially convened General Meetings. A regular General Meeting shall be convened within three months of the end of each business year, and a special General Meeting shall be convened as necessary.

Article 13 (General Meeting Request by Partners)

Partners totaling one fifth or more of all partners with the right to vote shall be able to request the convening of a General Meeting of Partners by presenting the matter(s) that would be the purpose of the General Meeting of Partners and the reason for convening said General Meeting to the directors.

Article 14 (Chairperson)

The Chairperson of a General Meeting of Partners shall be a representative director.

Article 15 (Number of Voting Rights)

One right to vote shall be allotted for each ten thousand yen of annual membership fee paid.

Article 16 (Resolutions)

A resolution of the General Meeting of Partners shall pass when partners representing

one third of the total number of voting rights attend said General Meeting and said resolution has received the affirmative votes of the majority of the voting rights of the partners concerned, except in the cases falling under each of the items of Clause 2 of Article 49 of the Corporation Law concerning “General Meeting of Partners.”

Chapter 4: Officers

Article 17 (Officers)

This corporation shall have three or more directors and one or more auditor.

Article 18 (Term of Service)

The term of service of officers shall be until the time of the conclusion of the regular General Meeting of Partners that is the last such General Meeting of the business year that ends within two years following said officer’s appointment to said service.

2. The term of service of an auditor who has been appointed as a substitute for an auditor who has resigned prior to the end of his/her term of service shall be until the time of the end of the term of service of the auditor who has resigned.

Article 19 (Remuneration)

Officers shall serve without any remuneration. However, it shall be possible to pay remuneration to persons working as officers full-time, within the scope of the total amount that has been stipulated separately by a General Meeting of Partners.

Article 20 (Partial Exemption from Damage Compensation Responsibility)

Regarding the responsibility stipulated by Clause 1 of Article 111 of the Corporation Law, in the case where an officer has carried out his/her duties in good faith and, moreover, with no grave fault or negligence, it shall be possible to exempt said officer from responsibility through a decision of the Board of Directors, up to the amount that is allowed to be exempt in accordance with the provisions of Clause 1 of Article 113 of the Corporation Law, when such an exemption is recognized to be particularly necessary upon taking into consideration the substance of the fact(s) from which the responsibility originated, the state of the execution of duties of the officer concerned and other related circumstances.

Article 21 (Responsibility Limitation Contract of Outside Officers)

Regarding the responsibility of outside officers as stipulated by Clause 1 of Article 111 of the Corporation Law, it shall be possible for outside officers to conclude a contract for

the objective of limiting responsibility in the case where an outside officer has carried out his/her duties in good faith and, moreover, with no grave fault or negligence. Said contract shall set the limit at within one million yen in advance and at the amount that this corporation has stipulated or the minimum responsibility amount in accordance with the provisions of Clause 1 of Article 113 of the Corporation Law, whichever is higher.

Chapter 5: The Board of Directors

Article 22 (The Board of Directors)

This corporation shall have a Board of Directors.

Article 23 (Authority to Convene Meetings)

Representative directors shall convene meetings of the Board of Directors.

Article 24 (Procedures for Convening Meetings)

The person convening a meeting of the Board of Directors must issue a notification to each director and each auditor at least three days prior to the day of said meeting of the Board of Directors.

Article 25 (Abbreviation of Decisions of the Board of Directors)

In the case where a director has made a proposal concerning a matter that will be the purpose for a decision of the Board of Directors, it shall be deemed that there has been a decision of the Board of Directors approving the proposal concerned, when all the directors (limited to those directors who are able to participate in the decision regarding the matter concerned) have indicated their assent regarding the proposal concerned by means of a letter or an electromagnetic record (with the exception of cases where an auditor has expressed an objection regarding the proposal concerned).

Chapter 6: Council

Article 26 (Council)

This corporation shall be able to establish a council as a consultative agency.

Chapter 7: Accounts

Article 27 (Business Year)

This corporation's business year shall be from April 1 of each year to March 31 of the following year.

Article 28 (Surplus Funds)

This corporation shall not be able to carry out the distribution of surplus funds.

Article 29 (Residuary Estate)

The residuary estate remaining when this corporation has undergone liquidation shall be donated to the national government, a local public body or a corporation listed in the following items, through a resolution of a General Meeting of Partners.

- (1) A public corporation or public foundation;
- (2) A corporation that is listed in “I” to “To” of Item 17 of Article 5 of the law concerning the recognition, etc., of public corporations or public foundations (2006 Law No. 49).

Chapter 8: Supplementary Provisions

Article 30 (The Present Members of the Voluntary Organization ECHONET Consortium)

The present members of the voluntary organization ECHONET Consortium (hereinafter referred to as “the present members”) shall be the members of this corporation as of the day of corporate formation, regardless of the provisions of Article 7. However, this shall exclude parties who have indicated the intention not to be members of this corporation by the day of corporate formation.

2. In the case of the text of the preceding clause, A Members among the present members shall be managing members of this corporation, B Members among the present members shall be general members of this corporation, A' Members and B' Members among the present members shall be associate members of this corporation, and Academic Members among the present members shall be academic members of this corporation.

Article 31 (Names and Address of Partners at the Time of Foundation)

The names and address of the partners at the time of foundation of this corporation shall be as follows.

Sharp Corporation
22-22 Nagaichecho, Abeno-ku, Osaka-shi

Tokyo Electric Power Company
1-1-3 Uchisaiwaicho, Chiyoda-ku, Tokyo

Toshiba Corporation
1-1-1 Shibaura, Minato-ku, Tokyo

Nippon Telegraph and Telephone Corporation
1-5-1 Otemachi, Chiyoda-ku, Tokyo

Panasonic Corporation
1006-banchi Oaza Kadoma, Kadoma-shi, Osaka-fu

Hitachi, Ltd.
1-6-6 Marunouchi, Chiyoda-ku, Tokyo

Mitsubishi Electric Corporation
2-7-3 Marunouchi, Chiyoda-ku, Tokyo

Article 32 (First Business Year)

This corporation's first business year shall be from the day of foundation of this corporation to March 31, 2015.