

Charter

Enactment Date : July 1st, 1948

Last Amendment Date: May 26th, 2020

Chapter 1 General Provisions

(Name)

Article 1

The name of the Association shall be Kansai Pharmaceutical Industries Association.

(Office)

Article 2

The Association shall have its office at 2-4-6 Fushimi-machi, Chuo-ku, Osaka City.

(Purpose)

Article 3

The Purpose of the Association shall be to promote the common interests of its members through close cooperation, mutual understanding and enlightenment with its members and other stakeholders, and to contribute to the realization of society of health and longevity through the sound development of pharmaceutical-related industries, taking advantage of the strengths of the Kansai region as a regional organization.

(Activities)

Article 4

In order to achieve the purpose set out in the preceding article, the Association shall carry out the following Activities:

- (1) To collect, study, analyze and organize various laws, regulations and information relating to the pharmaceutical industry.
- (2) To promote close cooperation and mutual understanding through the exchange of opinions, etc. with relevant organizations and administrative agencies, etc. in relation to the preceding item.
- (3) To contribute to the enlightenment and improvement of the members by disseminating the results of the preceding two items through the holding of workshops, etc., the publication of journals, the use of information networks, etc.
- (4) To stimulate fair public opinion on the industry.
- (5) To carry out other activities necessary to achieve the objectives of the Association.

Chapter 2 Membership

(Organization)

Article 5

The Association shall be organized by those who are engaged in the manufacture, market authorization

holder of pharmaceutical products or regenerative medicinal products, and those who are engaged in related businesses, and who agree with the objectives and activities of the Association, and who have a place of business in the Kansai region. However, persons outside the Kansai region may also join the Association.

(Note) For the purpose of this article, Kansai is defined as the four prefectures of Osaka, Kyoto, Hyogo, Nara, Shiga and Wakayama.

(Membership)

Article 6

A person who wishes to join the Association shall submit the prescribed application form to the Secretariat and shall be admitted to membership with the approval of the Board of Directors.

(Membership Fee)

Article 7

Members shall pay the membership fee as specified separately.

2 The membership fee already paid shall not be refunded.

(Withdrawal)

Article 8

A member may withdraw from membership by submitting the prescribed notification form to the Secretariat.

2 If a member fails to pay the membership fee for one year without justifiable reason, the member shall be deemed to have withdrawn from membership.

3 The withdrawal of a member shall be reported to the Board of Directors.

Chapter 3 Officers

(Classification and Appointment)

Article 9

The Association shall have the following Officers:

(1) President

(2) One or more Vice-Presidents

(3) Director General

(4) Managing Director

(5) Fifteen or more directors

(6) Two or more auditors

(7) At least 50 Councilors

2 The President and the Vice-Presidents shall be elected from among the Directors.

3 The Director General and the Managing Director shall be appointed by the President with the approval of the Board of Directors.

4 The Directors shall be elected by the councilors from among themselves.

5 The President may appoint the Secretary General as a Director with the approval of the Board of

Directors.

6 The Auditors and the Councilors shall be elected by the General Assembly from among the members.

(Nomination of the Next President and Vice-Presidents)

Article 10

In order to facilitate the preparation of the budget for the following year, the President shall, with the approval of the Board of Directors, nominate the next President and Vice-Presidents at least three months before the expiration of their terms of the officers.

2 The nominated next President and Vice-Presidents shall be elected in accordance with the procedure set out in paragraph 2 of the preceding article.

(Duties)

Article 11

The President shall represent the Association and supervise the affairs of the Association.

2 The Vice-Presidents shall assist the President and act for the President in the event that the President is unable to perform his/her duties.

3 The Director General shall assist the President and the Vice-Presidents and shall manage the affairs of the Association.

4 The Managing Director shall assist the President, the Vice-Presidents and the Director General, and share and handle the duties in the management of the affairs of the Association.

5 The Directors shall constitute the Board of Directors and shall deliberate important matters concerning the affairs of the Association.

6 The Auditors shall audit the business and financial affairs of the Association and may attend meetings of the Board of Directors to express their opinions.

7 The Councilors shall constitute the Board of Councilors and respond to the President's request for advice on important matters concerning the affairs of the Association.

(Term of Officers)

Article 12

The term of the Officers shall be two years. However, they may be reappointed.

(Replacement Appointment of Officers)

Article 13

In the event of a vacancy or change of an Officer, the Board of Directors may appoint a replacement, notwithstanding the provisions of Article 9, paragraphs 4 to 6.

However, the term of the Officer appointed to fill a vacancy shall be the remaining term of the predecessor.

2 The appointment of a replacement under the preceding paragraph shall be reported to the next General Assembly.

3 The President may, with the approval of the Board of Directors, appoint a person to act as Director General until the successor is appointed.

(Advisors and Counselors)

Article 14

The Association may appoint Advisors and Counsellors.

2 Advisors and Counsellors shall be appointed by the President on the recommendation of the Board of Directors.

3 Advisors shall respond to the President's request for advice on important matters concerning the affairs of the Association, and Counselors shall express their opinions to the Director General on matters concerning the affairs of the Association.

4 The term of Advisors and Counsellors shall be two years. However, they may be reappointed.

Chapter 4 Meetings

(Classification)

Article 15

The Association shall have the following meetings:

- (1) The General Assembly
- (2) The Board of Councilors
- (3) The Board of Directors

(General Meeting)

Article 16

The General Assembly shall consist of the members.

2 The General Assembly shall consist of the Ordinary General Assembly and the Extraordinary General Assembly.

3 The Ordinary General Meeting shall be held in May each year.

4 An Extraordinary General Assembly shall be held in the following cases:

- (1) When the President deems it necessary.
- (2) When more than half of the Directors, Auditors or Councilors request it, indicating the purpose of the meeting.
- (3) When more than one-fifth of the members' requests it, indicating the purpose of the meeting.

5 The General Assembly shall, in addition to the matters separately provided for in the Charter, decide on the following matters:

- (1) Changes to the Charter of Association
- (2) Business plans and budgets for revenue and expenditure
- (3) Business reports and settlement of accounts for revenue and expenditure
- (4) Method of levying and collecting membership fees
- (5) Any other matters deemed necessary by the President.

(Board of Councilors)

Article 17

The Board of Councilors shall consist of the President, the Vice-Presidents, the Director General, the Managing Director, the Directors and the Councilors.

2 The Board of Councilors shall meet in the following cases:

- (1) When the President deems it necessary.
- (2) When more than one third of the Councilors' requests it, indicating the purpose of the meeting.

(Board of Directors)

Article 18

1 The Board of Directors shall consist of the President, the Vice-Presidents, the Director General, the Managing Director and the Directors.

2 The Board of Directors shall meet in the following cases:

- (1) When the President deems it necessary.
- (2) when more than half of the Directors' request it, indicating the purpose of the meeting.

3 The Board of Directors shall decide on the following matters in addition to those separately provided for in the Charter:

- (1) Matters to be submitted to the General Assembly
- (2) Matters relating to the execution of the business of the Association as decided by the General Assembly
- (3) Other important matters relating to the affairs of the Association

(Emergency Decision)

Article 19

In an emergency, when there is no time to submit a proposal to the General Assembly, a decision of the Board of Directors may be substituted. However, the result of such a decision shall be reported to the next General Assembly.

(Convening)

Article 20

Meetings shall be convened by the President.

2 The General Assembly and the Board of Councilors shall be notified in writing two weeks before the date of the meeting, and the Board of Directors shall be notified in writing ten days before the date of the meeting, stating the matters to be discussed, the date, time and place of the meeting. If, by decision of the Board of Directors, it is decided that members who are unable to attend the General Meeting may exercise their voting rights in writing or by electromagnetic means, two weeks' notice shall be given. However, this shall not apply in the case of an emergency.

(Chairperson)

Article 21

The President shall preside as Chairperson of the meeting.

(Quorum)

Article 22

A meeting may not be held unless a majority of each of the members is present. However, the General Assembly and the Board of Councilors shall admit the attendance of persons holding a letter of proxy, and the number of members who exercised their voting rights in writing or by electromagnetic means at the General Assembly shall be counted in the number of those present. The Board of Directors shall admit the attendance of proxies who have obtained the prior approval of the Board of Directors.

(Decision)

Article 23

Decisions at meetings shall be made by a majority of the votes of those present, and in the case of a tie, by the Chairperson. The number of voting rights exercised in writing or by electromagnetic means shall be counted in the number of voting rights of the members present at the meeting.

(Voting Rights)

Article 24.

Each attendee shall have one voting right at the meeting. However, members who are unable to attend the General Meeting may exercise their voting rights by those present who have been delegated to vote by a letter of proxy or exercise their voting rights in writing or by electromagnetic means on matters notified in advance. The exercise of voting rights in writing or by electromagnetic means shall be made by submitting to the Association, by the close of business hours immediately preceding the date and time of the General Meeting, a voting form in which the necessary matters are stated. Members who are unable to attend the meeting of the Board of Councilors may exercise their voting rights by those present who have been delegated to do so by a letter of proxy.

(Omission of Decisions by the Board of Directors)

Article 24-2

If a Director makes a proposal on a matter that is the subject of a decision of the Board of Directors, and all the Directors who are entitled to participate in the decision on the matter express their consent to the proposal in writing or by electromagnetic record, it shall be deemed that the Board of Directors has approved the proposal. Provided, however, that this shall not apply when the Auditors have expressed their objection to the proposal.

(Omission of Report to the Board of Directors)

Article 24-3

When a Director or an Auditor has notified all Directors and Auditors of matters to be reported to the Board of Directors, the Director or Auditor shall not be required to report such matters to the Board of Directors.

(Omission of Decision by the Board of Councilors)

Article 24-4

In the event that a Director makes a proposal concerning a matter that is the object of a meeting of the

Board of Councilors, if all of the Councilors who are entitled to decide on such proposal express their consent to such proposal in writing or by electromagnetic record, it shall be deemed that the Board of Councilors has decided to approve such proposal.

(Omission of Report to the Board of Councilors)

Article 24-5

In cases where the Directors have notified all the Councilors of matters to be reported to the Board of Councilors, if all the Councilors have expressed their consent in writing or by electromagnetic record that such matters are not required to be reported to the Board of Councilors, such matters shall be deemed to have been reported to the Board of Councilors.

(Minutes)

Article 25

The proceedings of a meeting shall be recorded in the minutes, and the Chairperson and one or more persons present, designated by the Chairperson, shall affix their names and seals to the minutes.

The minutes shall be kept by the Association with the names and seals of the Chairperson and one or more persons present appointed by the Chairperson.

Chapter 5 Committees, etc.

(Steering Committee)

Article 26

The Association shall have the Steering Committee to discuss matters relating to the management of the affairs of the Association.

2 The Rules for the Council shall be specified separately.

(Committees and Study Groups)

Article 27

The Association may, with the approval of the Board of Directors, establish committees and study groups when deemed necessary.

2 The rules for committees and study groups shall be specified separately.

Chapter 6 Secretariat

(Secretariat)

Article 28

The Association shall establish a Secretariat to handle its affairs.

2 The rules for the Secretariat shall be specified separately.

Chapter 7 Accounting

(Business Year)

Article 29

The business year of the Association shall be one year, from 1 April to 31 March of the following year. However, the budget execution for the period up to the Annual General Meeting shall be in accordance with the budget for the previous fiscal year.

(Expenses)

Article 30

The expenses of the Association shall be met from membership fees and miscellaneous income.

(Dissolution and Disposal of Residual Assets)

Article 31

The dissolution of the Association shall require the consent of not less than three quarters of the members.
2 If the Association is dissolved and there are residual assets, the members shall receive a share of such assets, and if there are debts, the members shall share such debts.

Supplementary Provisions

1. The present Charter shall come into effect on May 26, 2020.
2. Notwithstanding the provisions of Article 12 of the Charter, the term of the Officers whose term ends on the date of the General Assembly, the Board of Councilors or the Board of Directors Meeting in May 2020 shall be extended until the date of the General Assembly, the Board of Councilors or the Board of Directors Meeting.

Note: The Japanese version is the official version, and the English version is prepared for reference.

If there are any conflicts between the two versions, the Japanese version shall take precedence.