

[English translation for the sake of convenience. Original written in Japanese language.]

**Camera and Imaging Products Association**  
**Rules for the Operation of the Board of Directors**

**Camera and Imaging Products Association**  
**General Incorporated Association**

## **Article 1 (Purpose)**

These Rules provide for matters related to the operation of the Board of Directors of Camera and Imaging Products Association (hereinafter referred to as CIPA) including, but not limited to, the methods of discussions and resolutions by the Board of Directors.

## **Article 2 (Composition of the Board of Directors)**

All the Directors constitute the Board of Directors. Each Director shall take responsibility of participating in meetings of the Board of Directors.

## **Article 3 (Duties of the Board of Directors)**

3.1 The Board of Directors shall decide on affairs and operations of CIPA in all material aspects, and shall supervise the Representative Directors and any other Director in the execution of their duties, and select and dismiss the Representative Directors.

3.2 The Board of Directors shall receive a report on the affairs and operations of CIPA at least once every three months from the Chair and Representative Director and/or the Vice Chair and Representative Director.

## **Article 4 (Matters Subject to a Resolution)**

4.1 The following matters shall be subject to a resolution by the Board of Directors.

- (1) Establishment or abolition of branches (Article 3 of the Articles of Association)
- (2) Admission of a regular or supporting member, the offering of the position of special member to a qualified organization or individual, or the expulsion of a member (Articles 14 and 17 of the Articles of Association)
- (3) Determination of the amount or the basis for the calculation of expenses related to the activities of the committees, expenses for project activities, the Director Member's special contribution, and the payment methods applied thereto (Article 16 of the Articles of Association)
- (4) Determination of a date, time and place for a general meeting and matters that are to be submitted for discussions and/or resolutions to the general meeting (including, but not limited to, expulsion of a member, election of Directors, remuneration of Auditors,

- financial statements, and amendment of the Articles of Association)
- (5) Approval of business plans and budgets (Article 47 of the Articles of Association)
  - (6) Selection or dismissal of the Chair and Representative Director and/or the Vice Chair and Representative Director (Article 31 of the Articles of Association)
  - (7) Approval of a transaction causing a conflict of interest between a Director or a regular member or supporting member and CIPA (Article 19 of the Articles of Association)
  - (8) Adoption of standards for compatibility or interoperability of Imaging Equipment and determination on the terms and conditions for granting a license under intellectual property regarding the standards (including, but not limited to, names of licensees, whether or not a royalty is payable, and the royalty rate if applicable ) (Article 31 of the Articles of Association)
  - (9) Establishment or abolition of a committee and/or a related working group, and appointment or dismissal of a Chair or a Vice Chair of a committee (Articles 37 and 38 of the Articles of Association)
  - (10) Establishment or abolition of the project council or a project, and appointment or dismissal of a project council member or project member (Articles 39 and 40 of the Articles of Association)
  - (11) Opening and closing of current accounts, and issuance, acceptance, endorsement or other transactions regarding bills, notes or cheques (Article 31 of the Articles of Association)
  - (12) Borrowings (including finance leasing) of no less than 1 million yen per case and guarantees for debts (Article 31 of the Articles of Association)
  - (13) Donations (Article 31 of the Articles of Association)
  - (14) Appointment or dismissal of, or remuneration of, the Secretary General, appointment or dismissal of other Secretariat Officers, acceptance of seconded staff, disciplinary action, discharge and any other important matters concerning the personnel of the Secretariat (Article 53 of the Articles of Association)
- 4.2 Notwithstanding the preceding paragraph, the Board of Directors may discuss and/or resolve any other matter, as necessary.

## **Article 5 ( Discussions and Resolutions)**

- 5.1 The Chairperson of the Board of Directors shall not start discussions unless a majority of the Directors is in attendance at a meeting of the Board of Directors.

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- 5.2 If the Chairperson of the Board of Directors judges that a subject has been fully discussed, he or she may put it to the vote by means of an appropriate method, such as voting by a show of hands.
- 5.3 Any action shall be resolved by a simple majority of Directors in attendance.
- 5.4 Any Director who has a special interest in the subject to be resolved shall not be entitled to any vote at the time of resolution on such subject.
- 5.5 Any Director who is not entitled to the vote pursuant to the preceding paragraph 5.4 shall not be counted in the number of Directors in attendance at the resolution.

#### **Article 6 (Attendees other than Directors)**

- 6.1 Any Director may be accompanied by a person who has knowledge regarding a matter being discussed at a meeting of the Board of Directors so that the Director may obtain explanations and/or other support from this person, provided that the accompanying person shall be a director, an executive officer, a general manager or any other employee of the Director Member related to the said Director.
- 6.2 Any Auditor shall attend any meeting of the Board of Directors and must express his or her opinions when deemed necessary.
- 6.3 The Board of Directors may invite any person other than a Director and/or Auditor to any meeting of the Board of Directors to hear his or her opinions or explanation when the Board of Directors judges this to be necessary by its resolution.

#### **Article 7 (Minutes of Meetings)**

- 7.1 The Secretary General, or any other official of the Secretariat appointed by the Chairperson of the Board of Directors, shall, under the direction of the Chairperson of the Board of Directors, attend a meeting of the Board of Directors with the Chairperson and shall take the minutes of the meeting and record the summaries of the progress and the results of the discussions as well as the names of all Directors and Auditors present.
- 7.2 A Representative Director shall deliver a copy of the minutes as described in the preceding

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paragraph to every Director and every Auditor within thirty (30) days from the date of the relevant meeting of the Board of Directors.

**Article 8 (Revision of rules)**

The revision of the rules herein shall be made by resolution of the Board of Directors.

**Article 9 (Supplementary provision)**

These Rules shall become effective as of the date of the establishment of CIPA.

Effective as of July 1, 2002

Revised on May 27, 2003

Revised on January 27, 2009

Revised on May 24, 2011