

JBCRG Articles of Incorporation

Chapter 1: General Provisions

(Name)

Article 1: This general incorporated association shall be called the Japan Breast Cancer Research Group in English (and Ippan Shadan Houjin JBCRG in Japanese; hereinafter, "JBCRG").

(Office)

Article 2: JBCRG shall have its principal office in Chuo-ku, Tokyo.

Chapter 2: Purpose and Projects

(Purpose)

Article 3: The purpose of JBCRG shall be to contribute to the promotion of science and technology related to medical care and clinical trials of breast cancer for the sake of breast cancer patients today and in the future, and to contribute to the improvement of public health by striving to overcome breast cancer through promoting the improvement of diagnostic and therapeutic techniques for breast cancer and creating and improving therapeutic options through clinical trials and basic research, thereby contributing to public interests.

(Projects)

Article 4: 1. JBCRG shall conduct the following projects in order to achieve its public purpose set forth in the preceding article:

- (1) Planning, operation and promotion of domestic and multilateral clinical trials and basic research of breast cancer;
- (2) Research and study, dissemination and promotion of information on, and education of medical personnel on, medical care and clinical trials of breast cancer in and outside Japan; and
- (3) Any other business projects necessary to achieve the purpose of JBCRG.

2. The projects listed in the preceding paragraph shall be conducted throughout Japan and overseas.

Chapter 3: Members

(Members)

Article 5: 1. JBCRG shall have the following members:

- (1) Regular members: Doctors who have joined JBCRG in support of its purpose and projects.
- (2) General members: Individuals who have joined JBCRG to participate in projects of JBCRG.
- (3) Honorary members: Individuals who have rendered distinguished service for operations of JBCRG.

2. The one selected by regular members or general members who belong to the medical institution or the medical group that was approved to participate in research projects of JBCRG shall be representative member in the institution or the group.

3. Of the members listed in the paragraph 1, regular members shall constitute members under the Act on General Incorporated Associations and General Incorporated Foundations of Japan (hereinafter, the "Associations Act").

(Acquisition of Membership)

Article 6: A person who wishes to become a member of JBCRG shall make an application in the manner prescribed by the Representative Director and shall obtain the approval of the Board of Directors.

(Liability for Expenses)

Article 7: 1. Regular members shall have an obligation to pay expenses necessary for JBCRG's projects conducted to achieve its purpose. The amount of expenses shall be determined separately at the General Meeting.

2. Expenses once paid shall not be refunded for any reason.

(Voluntary Withdrawal)

Article 8: Members may voluntarily withdraw at any time by submitting a notice of withdrawal in the form separately prescribed by the Board of Directors.

(Expulsion)

Article 9: A regular member may be expelled by a resolution of the General Meeting in any of the following events:

- (1) If the regular member violates these Articles of Incorporation or any other applicable rules;
- (2) If the regular member damages the honor of JBCRG or engages in any act contrary to the purpose of JBCRG; or
- (3) If there is any other good reason to expel the regular member.

(Loss of Regular Membership)

Article 10: Apart from the cases set forth in the preceding two articles, a regular member shall lose his/her membership in any of the following events:

- (1) If the regular member fails to fulfill the payment obligation set forth in Article 7 for one year or longer;
- (2) Upon the consent of all the regular members; or
- (3) Upon the death of the regular member.

Chapter 4: General Meeting

(Composition)

Article 11: 1. The General Meeting of JBCRG shall consist of all regular members.

2. The General Meeting as referred to in the preceding paragraph shall constitute the General Assembly under the Associations Act.

(Authority)

Article 12: The General Meeting shall resolve on the following matters:

- (1) The expulsion of a regular member;
- (2) The election or dismissal of Directors and Auditors;
- (3) The amount of remuneration for Directors and Auditors;
- (4) The approval of the business report;
- (5) The approval of the balance sheet and profit and loss statement (statement of changes in net assets);
- (6) Any amendment of these Articles of Incorporation;
- (7) The dissolution of JBCRG and the disposition of its residual assets; and
- (8) All other matters required by law or these Articles of Incorporation to be resolved by the General Meeting.

(Holding of the General Meeting)

Article 13: The General Meeting shall meet once within three months from the day following the close of each business year to hold an ordinary general meeting.

2. The Extraordinary General Meeting shall be convened in the following cases:

- (1) By resolution of the Board.
- (2) At the request to the Representative Director, in writing and stating the reason for and objective of the meeting, by regular members representing more than one-tenth of the total voting rights.
- (3) The Representative Director shall convene the Extraordinary General Meeting within 30 days from the day of the resolution of the Board listed in items (1) or the request listed in items (2)

(Convocation)

Article 14: Unless otherwise provided by law, the General Meeting shall be convened by the Representative Director in accordance with a resolution of the Board of Directors.

(Procedure for Convocation)

Article 15: The General Meeting shall be convened by issuing a notice of convocation in writing or by electromagnetic means in accordance with the laws of Japan, stating the date, time, place, purpose and agenda to each regular member at least one week prior to the date of the meeting.

(Chairman)

Article 16: The General Meeting shall be presided over by the Representative Director. If the Representative Director is unavailable, another Director shall act in the place of the Representative Director in the order determined in advance by the Board of Directors.

(Voting Rights)

Article 17: Each regular member shall have one voting right.

(Proxy Voting)

Article 18: Any regular member who cannot attend a General Meeting may appoint any Regular Member as proxy to vote on his/her behalf by submitting a letter of proxy in writing or in electronic form to the Chairman in advance.

(Quorum and Resolutions)

Article 19: 1. The resolutions of the General Meeting shall be the matters notified in advance under Article 15.

2. Unless otherwise provided by law, resolutions of the General Meeting shall be adopted by a majority of the voting rights of the attending regular members (excluding the Chairman) at a meeting attended by regular members whose voting rights account for a majority of the voting rights of all regular members and the chairman will have a casting vote in the case of equal numbers of votes for and against any issue.

3. Notwithstanding the provisions of the preceding paragraph, the following resolutions of the General Meeting shall be made by a majority of the regular members, being a majority of two-thirds or more of the total voting rights of the regular members.

(1) Expulsion of members.

(2) Dismissal of auditors.

(3) Partial exemption from liability of officers for compensation for damages with respect to general incorporated association.

(4) Amendment to the Constitution.

(5) Transfer of whole of the Activities of JBCRG.

(6) Dissolution and continuation of JBCRG.

(7) The absorption-type merger agreement, the consolidation-type merger agreement.

(Omission of Resolution)

Article 20: If a Director or a regular member proposes any of the purpose(s) of the General Meeting and if all regular members manifest their intention to agree to such proposal in writing or by means of electromagnetic records, a resolution of the General Meeting to approve such proposal shall be deemed to have been adopted.

(Minutes of General Meeting)

Article 21: 1. Minutes shall be taken of the proceedings of the General Meeting as required by law and JBCRG shall keep the minutes at its principal office for ten years from the date of the meeting.

2. The Chairman of the Meeting and the signatory appointed by the regular members present at the Meeting shall affix his/her name and seal to the minutes.

Chapter 5: Officers

(Officers)

Article 22: 1. JBCRG shall have the following officers:

- (1) Directors: At least three and no more than twenty-one Directors; and
 - (2) Auditors: No more than three Auditors.
2. One of the Directors shall be appointed as Representative Director. The Representative Director shall represent JBCRG and shall supervise the affairs of JBCRG.
 3. Five of the Directors other than the Representative Director shall be appointed as Standing Directors.
 4. The Standing Directors as referred to in the preceding paragraph shall constitute the directors who are to administer the business execution of the association as set forth in Article 91, paragraph 1, item (ii) of the Associations Act (hereinafter, "Executive Directors").

(Election and Selection)

- Article 23: 1. Directors and Auditors shall be elected from regular members by a resolution of the General Assembly; provided, however, that the foregoing shall not preclude electing a Director(s) and/or an Auditor(s) from persons other than regular members if necessary.
2. The Representative Director and Standing Directors shall be selected from Directors who are regular members by a resolution of the Board of Directors.
 3. Election of the Officers as set forth in paragraphs 1 and 2 above shall be subject to the "Rules for the Election of Officers and Selection of Candidates" separately provided.

(Composition)

- Article 24: 1. JBCRG's Directors shall not include any one Director's relatives or other persons with a special relationship with such Director such that the total number of the Director and such relatives and other persons accounts for more than one-third of the (current) total number of Directors.
2. JBCRG's Auditors shall not include any Director (including a Director's relatives or other persons with a special relationship with a Director) or employee of JBCRG. None of the Auditors shall be a relative of, or have any other special relationship with, any of the other Auditors.

(Duties and Authority of Directors)

- Article 25: 1. The Directors shall constitute the Board of Directors and shall perform their duties as required by law and these Articles of Incorporation.
2. The Representative Director shall represent JBCRG and shall perform his/her duties as required by law and these Articles of Incorporation. The Standing Directors shall perform duties for JBCRG assigned to them as separately required by the Board of Directors.
 3. The Representative Director and the Standing Directors shall report the status of performance of their duties to the Board of Directors at least twice per business year at an interval of more than four months.

4. The exercise of voting rights associated with any shares (or capital) held by JBCRG shall be subject to the prior approval by at least a two-thirds majority of all (current) Directors given at a meeting of the Board of Directors.

(Duties and Authority of Auditors)

Article 26: 1. The Auditors shall audit the Directors' performance of their duties and shall prepare audit reports as required by law.

2. The Auditors may, at any time, request Directors and employees to provide reports of projects and may investigate the conditions of operations and assets of JBCRG.

(Term of Office)

Article 27:1. The term of office of a Director shall expire at the close of the ordinary general meeting for the last business year ending within two years after the election of the Director; provided, however, that the foregoing does not preclude such Director from being re-elected.

2. The term of office of an Auditor shall expire at the close of the ordinary general meeting for the last business year ending within two years after the election of the Auditor. The Auditor may be re-elected up to three times.

3. A Director shall retire from office upon the expiration of his/her first term of office after the date on which he/she reaches the age of sixty-five.

4. An Auditor shall retire from office upon the expiration of his/her first term of office after the date on which he/she reaches the age of seventy.

5. The term of office of a Director who is elected as a substitute for a Director who retired from office prior to the expiration of his/her term of office shall be the same as his/her predecessor's remaining term of office. The term of office of a Director who is elected as an additional member of the Board of Directors shall be the same as the other incumbent directors' remaining term of office.

6. The term of office of an Auditor who is elected as a substitute for an Auditor who retired from office prior to the expiration of his/her term of office shall be the same as his/her predecessor's remaining term of office.

(Dismissal of Officers)

Article 28: Any Director or Auditor may be dismissed by a resolution of the General Meeting.

(Honorary Advisors)

Article 29:1. JBCRG may appoint several Honorary Advisors.

2. The Honorary Advisors shall be commissioned by the Representative Director from among experienced Representative Directors by recommendation of the Board of Directors.

3. The Honorary Advisors may respond Representative Director's request concerning management of JBCRG or provide their opinions to the Representative Director.

4. The term of Honorary Advisors shall be specified by the Representative Director whenever Honorary Advisors are commissioned.
5. JBCRG shall pay no remuneration to its Honorary Advisors.

(Remuneration, etc. for Directors and Auditors)

- Article 30: 1. JBCRG shall pay no remuneration to its Directors.
2. JBCRG may pay to its Auditors remuneration or other rewards in an amount calculated according to the standards for paying such remuneration separately set by the General Meeting.

Chapter 6: Board of Directors

(Composition)

- Article 31: 1. JBCRG shall have a Board of Directors.
2. The Board of Directors shall consist of all Directors.

(Authority)

- Article 32: The Board of Directors shall perform the following duties:
- (1) Decide on the execution of JBCRG's operations;
 - (2) Supervise the Directors' performance of their duties; and
 - (3) Elect and dismiss the Representative Directors and Standing Directors.

(Convocation)

- Article 33: 1. A meeting of the Board of Directors shall be convened by the Representative Director.
2. If the Representative Director is unavailable, another Director shall convene the meeting in his/her place in the order determined in advance by the Board of Directors.

(Chairman)

- Article 34: 1. A meeting of the Board of Directors shall be presided over by the Representative Director.
2. If the Representative Director is unavailable, another Director shall act in the place of the Representative Director in the order determined in advance by the Board of Directors.

(Resolutions)

- Article 35: Resolutions of the Board of Directors shall be adopted by a majority of the Directors attending at a meeting attended by a majority of the Directors who are eligible to vote.

(Omission of Resolution)

- Article 36: If a Director proposes any of the matters requiring a resolution of the Board of Directors and if all Directors who are eligible to vote on the proposal manifest their intention to agree to such proposal in writing or by means of electromagnetic records, a resolution of the Board of Directors to approve such

proposal shall be deemed to have been adopted; provided, however, that the foregoing shall not apply if any Auditor raises an objection.

(Omission of Reporting)

Article 37: If a Director or an Auditor notifies all Directors and Auditors of a matter required to be reported to the Board of Directors, such matter shall not be required to be reported to the Board of Directors; provided, however, that the foregoing shall not apply to the report required by Article 91, paragraph 2 of the Associations Act.

(Minutes)

Article 38: 1. Minutes shall be taken of the proceedings of each meeting of the Board of Directors as required by law.

2. The Representative Director and Auditors who attended the meeting shall affix their respective names and seals to the minutes as referred to in the preceding paragraph.

Chapter 7: Board of Standing Directors

(Composition)

Article 39: 1. JBCRG shall have a Board of Standing Directors.

2. The Board of Standing Directors shall consist of the Representative Director and the Standing Directors.

(Authority)

Article 40: 1. The Board of Standing Directors shall handle matters to be submitted to the Board of Directors.

2. Matters necessary for the operation of the Board of Standing Directors shall be separately specified by a resolution of the Board of Directors.

Chapter 8: Assets and Accounting

(Funds)

Article 41: 1. JBCRG may solicit persons who contribute to its funds.

2. Funds contributed shall not be refunded until the date agreed upon with their respective contributors.

3. The total amount of funds to be returned shall be subject to a resolution of the General Meeting. The procedure for refunding funds and other necessary matters shall be separately specified by the Board of Directors.

(Business Year)

Article 42: JBCRG's business year shall commence on April 1 of each year and shall end on March 31 of the following year.

(Project Master Plan and Income and Expenditure Budget)

Article 43: 1. JBCRG's project master plan, income and expenditure budget, and documents describing funding and capital investment forecasts shall be prepared by the Representative Director and approved by the Board of Directors no later than the day immediately preceding the date of commencement of each business year. The foregoing shall also apply to any amendment of any of the above documents.

2. All documents listed in the preceding paragraph shall be maintained at JBCRG's principal office until the end of the relevant business year where they shall be made available for public perusal.

(Business Report and Account Settlement)

Article 44: 1. For JBCRG's business reporting and account settlement, the following documents shall be prepared by the Representative Director following the close of each business year and shall be audited by the Auditors followed by the approval of the Board of Directors:

- (1) A business report;
- (2) Annexed detailed statements of the business report;
- (3) A balance sheet;
- (4) A profit and loss statement (statement of changes in net assets); and
- (5) Annexed detailed statements of the balance sheet and the profit and loss statement (statement of changes in net assets).

2. Of the documents approved under the preceding paragraph, those listed in items (1), (3) and (4) shall be submitted to and approved at the relevant ordinary general meeting.

3. In addition to the documents listed in paragraph 1, the following documents shall be maintained at JBCRG's principal office for a period of five years where they shall be made available for public perusal. These Articles of Incorporation and the regular member registry shall also be maintained at the principal office where they shall be made available for public perusal.

- (1) An audit report;
- (2) A list of names of Directors and Auditors;
- (3) A document describing the standards for paying remuneration to Directors and Auditors; and
- (4) A document containing a summary of JBCRG's governing structure and status of operations as well as numerical highlights thereof.

(No Surplus Distribution)

Article 45: No surplus funds of JBCRG shall be distributed in any way.

Chapter 9: Office, Data center and Committee

(Establishment)

Article 46: 1. JBCRG have the head office and the data center to process management or support any project of JBCRG.

2. The staff shall be assigned to the head office and the data center. The staff shall be appointed by the Representative Director.

3. Notwithstanding the provisions of the preceding paragraph, dismissal and election of the managers of the head office and the data center and any other equivalent executive post shall be resolution of the Board of Directors.

4. JBCRG shall have the committee. Composition, duty and authority of the committee is pursuant to separately prescribed "Committee Rules".

Chapter 10: Amendment of Articles of Incorporation; Dissolution

(Amendment)

Article 47: These Articles of Incorporation may be amended by a special resolution of the General Meeting.

(Dissolution)

Article 48: JBCRG shall be dissolved by a special resolution of the General Meeting or on any other grounds specified by applicable law.

(Ownership of Residual Assets)

Article 49: In the event of liquidation, any residual assets of JBCRG shall be, subject to a resolution of the General Meeting, donated to the national government or a local government, or any of the judicial persons which are listed in Article 5, item (xvii) of the Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations and constitute a public interest corporation as referred to in Article 40, paragraph 1 of the Act on Special Measures Concerning Taxation.

Chapter 10: Method of Public Notice

(Method of Public Notice)

Article 50: JBCRG shall make public notice by the method posted for public inspection at the accessible place of the principal office.

Supplementary Provisions

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