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Articles of Incorporation of the Advanced IT Architect Human  
Resource Development Council

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# Articles of Incorporation of the Advanced IT Architect Human Resource Development Council

## Chapter 1 General

(Name)

Article 1 The name of this corporate body shall be the “一般社団法人 高度ITアーキテクト育成協議会” (Romanized: “Ippan shadanhōjin kōdo IT ākitekuto ikusei kyōgi-kai”; English: “Advanced IT Architect Human Resource Development Council”), abbreviated as “AITAC”.

(Office)

Article 2 AITAC shall establish its main office in Shinjuku-ku, Tokyo.

## Chapter 2 Purpose and Business

(Purpose)

Article 3 In the “Internet of Things” (hereinafter “IoT”) era, not only human resources who have skills related to hardware, as has been typical up to this point, but also human resources with advanced skills related to software are also crucial to operating and managing IT infrastructure. However, such individuals are currently found mostly in telecommunications companies and other IT companies, and numbers are limited as well. In the IoT era, software-based IT Infrastructure operation and management make it possible to provide a company’s services in a fast and flexible manner. Not only IT companies but user companies as well are likely to see a further increase in the need for people who can operate and manage IT infrastructure, and measure and analyze traffic. In order to secure such high-level human resources, the aim of AITAC shall be to consider measures for collaboration between government, industry, and academia aimed at helping students and working people to acquire skills at an early stage and strive for skill conversion. In addition, AITAC shall aim to clarify the skills that are in demand, establish curriculum and education and training sites, etc., to cultivate those skills, and consider measures that will lead to employment.

(Business)

Article 4 AITAC shall conduct the following types of business in order to achieve the objectives stipulated in the preceding Article.

- (1) Development of technicians who have the ability to design, operate, and manage information and communication infrastructure
- (2) Establishment and operation of a certification system related to information and communication technology
- (3) Investigations and research regarding information and communication technology
- (4) Policy recommendations regarding information and communication technology
- (5) Planning and hosting of research meetings, research findings presentation meetings, training, and lectures, etc., related to information and communication technology
- (6) Transmission of information regarding information and communication technology
- (7) Other business necessary to achieve the aims of AITAC

### **Chapter 3 Employees**

(Composition)

Article 5 AITAC shall be composed of corporate bodies, individuals, and organizations that agree with the business aims of AITAC and who have become AITAC employees in accordance with the stipulations of the following Article.

(Acquisition of Employee Qualifications)

Article 6 Parties desiring membership as employees shall submit an application as stipulated by the Board of Directors, and shall become employees upon approval by the Board of Directors and payment of membership fees for the number of memberships stipulated by the Board of Directors.

- 2 When a membership application is approved, the new member's name and address, etc., shall be added to the employee list established by the Board of Directors, and the individual or organization shall be notified of the approval.

(Burden of Expenses)

Article 7 Employees shall pay the membership fees stipulated separately in terms and conditions of operation for allocation to AITAC operating expenses.

The membership fees indicated in this Article shall be used for the operating expenses stipulated

in Article 27 of the Act on General Incorporated Associations and General Incorporated Foundations.

- 2 The membership fees indicated in the preceding Paragraph shall be paid at the time of hiring and by the deadline determined each year by the Board of Directors.
- 3 The Board of Directors may approve a reduction or waiver of the membership fees indicated in the preceding Paragraph when requested by an employee.

(Voluntary Withdrawal)

Article 8 Employees shall be able to withdraw from membership at any time by submitting the separately established withdrawal notification.

(Expulsion)

Article 9 AITAC may expel employees from membership in any of the following cases, subject to approval by the General Meeting of Employees.

- (1) The employee has violated the articles of incorporation or regulations of AITAC, or a resolution of the General Meeting of Employees.
- (2) The member has engaged in behavior that damages the good name of AITAC or is in opposition to the aims of AITAC.
- (3) There are other reasons justifying expulsion of the employee.

(Loss of Employee Qualifications)

Article 10 In addition to the cases indicated in the preceding two Articles, employees shall lose employee qualifications in any of the following cases.

- (1) The employee has failed to pay membership fees amounting to the annual membership fee or more.
- (2) All employees have consented to such.
- (3) The employee has died, been declared missing, or dissolved.
- (4) The employee has become an adult ward or a person under curatorship.

- 2 In the event that an employee has lost employee qualifications in accordance with the stipulations of the preceding two Articles and the preceding Paragraph, the employee shall lose all rights and be exempted from obligations in relation to AITAC. However, the employee shall not be exempted from unfulfilled obligations.
- 3 In the event that an employee has lost employee qualifications in accordance with the stipulations of the preceding two Articles and Paragraph 1, any money paid by the employee to AITAC or anything else provided by the employee to AITAC shall not be refunded or returned.

#### **Chapter 4 General Meeting of Employees**

##### **(Composition)**

Article 11 The General Meeting of Employees shall be composed of all employees.

- 2 Individuals approved by the Board of Directors may attend the General Meeting of Employees as observers. However, such individuals shall not have voting rights and shall not have the right to make comments during the meeting unless requested.

##### **(Authority)**

Article 12 The General Meeting of Employees shall determine the following matters.

- (1) Appointment and dismissal of directors and auditors
- (2) The amount of compensation, etc., of directors and auditors
- (3) Approval of financial reports and financial statements for each fiscal year
- (4) Approval of budget plans and basic policy proposals for each fiscal year
- (5) Revision of the Articles of Incorporation
- (6) Expulsion of employees
- (7) Dissolution and handling of residual assets
- (8) Other matters stipulated by law or the Articles of Incorporation as matters to be determined by the General Meeting of Employees
- (9) Matters determined by the Board of Directors for voting by the General Meeting of

## Employees

### (Holding Meetings)

Article 13 AITAC shall hold an Ordinary General Meeting of Employees within three months following the day after the final day of the fiscal year, and Extraordinary General Meetings of Employees as needed.

### (Convocation)

Article 14 General Meetings of Employees shall be convened by the Representative Director in accordance with a resolution of the Board of Directors unless otherwise provided for in laws and regulations, etc.

- 2 Notice of Convocation of General Meetings of Employees stipulated in Article 39 of the Act on General Incorporated Associations and General Incorporated Foundations shall be sent on each occasion.

### (Convocation by Employees)

Article 15 Employees holding 10% or more of the voting rights of all employees may submit a request to convene a General Meeting of Employees to the Representative Director, with the matters that are the purpose of the General Meeting of Employees and the reasons for convocation indicated in the request.

### (Chair)

Article 16 The Representative Director or an individual nominated by the Representative Director shall serve as Chair of the General Meeting of Employees.

### (Voting Rights)

Article 17 Each employee shall have a single voting right in the General Meeting of Employees.

### (Resolutions)

Article 18 Except as otherwise provided for by law or by the Articles of Incorporation, resolutions of a General Meeting of Employees shall be adopted by a majority of the voting rights of employees present at the meeting, provided that employees having the majority of the voting rights of all employees are in attendance.

2 Notwithstanding the stipulations of the preceding Paragraph, resolutions of the following matters shall require at least 50% of all employees and at least two-thirds of the voting rights of all employees.

- (1) Expulsion of employees
- (2) Dismissal of auditors
- (3) Revision of the Articles of Incorporation
- (4) Dissolution
- (5) Other matters stipulated by laws and regulations

(Written Resolutions)

Article 19 When a director or employee has made a proposal that is the purpose of the General Meeting of Employees, and all employees have indicated consent for the proposal in writing or through electronic means, the proposal shall be deemed to have been passed by the General Meeting of Employees.

(Meeting Minutes)

Article 20 Minutes of the General Meeting of Employees shall be kept as stipulated by laws and regulations.

2 The Chair and directors in attendance shall sign and affix their seals to the meeting minutes indicated in the preceding Paragraph.

## **Chapter 5 Officers**

(Appointment of Officers)

Article 21 The following officers shall be established in AITAC.

- (1) 3 or more directors
- (2) 1 or more auditors
- (3) 1 representative director

(Selection of Officers)

Article 22 Directors and auditors shall be elected by resolution of the General Meeting of Employees.

- 2 The Representative Director shall be elected from among the directors by resolution of the Board of Directors.
- 3 In regard to each director, the combined total number of the director in question, that director's spouse, and directors who are relatives within three degrees of kinship (including individuals stipulated by Cabinet Order to have a special relationship with the director in question that is similar) shall not exceed one-third of the total number of directors.

(Duties and Authority of Directors)

Article 23 Directors constitute the Board of Directors and participate in decision-making related to execution of the business of AITAC.

- 2 The Representative Director shall represent AITAC in accordance with the stipulations of laws, regulations, and these Articles of Incorporation, and execute that business.
- 3 Directors other than the Representative Director may be designated as executive directors by resolution of the Board of Directors.

(Duties and Authority of Auditors)

Article 24 Auditors shall audit the execution of duties by directors and create audit reports in accordance with the stipulations of laws and regulations.

- 2 Auditors may at any time request reports on business from directors and employees and investigate the status of the operations and financial status of AITAC.

(Term of Office of Officers)



Article 25 The term of office of directors shall expire at the conclusion of the final Ordinary General Meeting of Employees held with respect to the final fiscal year ending within two years after the director's election, and reappointment shall not be prohibited.

2 The term of office of auditors shall expire at the conclusion of the final Ordinary General Meeting of Employees held with respect to the final fiscal year ending within two years after the auditor's election, and reappointment shall not be prohibited.

3 The term of office of directors or auditors who have been elected as substitutes shall expire at the end of the predecessor's term of office.

4 In the event that the number of directors or auditors is below the number stipulated in the Articles of Incorporation, directors or auditors who have reached the end of their term of office or have resigned shall have the rights and obligations as directors or auditors until a newly appointed individual takes office.

(Dismissal of Officers)

Article 26 Directors and auditors shall be dismissed by resolution of the General Meeting of Employees.

(Remuneration, etc.)

Article 27 Directors and auditors may be paid remuneration, etc., of an amount calculated according to the remuneration, etc., calculation standards established separately by the General Meeting of Employees in consideration of their execution of duties, subject to approval by the General Meeting of Employees.

(Exemption from Liability and Limitation of Liability of Non-executive Directors, etc.)

Article 28 AITAC may exempt, within statutory limits, directors or auditors (including individuals who were directors or auditors at some point in the past), from liability related to the actions stipulated in Article 111 of the Act on General Incorporated Associations and General Incorporated Foundations, upon approval by the Board of Directors, in accordance with the stipulations of Article 114 of the aforementioned Act.

- 2 AITAC may conclude contracts with non-executive directors, etc. (i.e., directors and auditors other than executive directors and directors who are employees of AITAC) in accordance with the stipulations of Article 115 of the Act on General Incorporated Associations and General Incorporated Foundations to limit liability for damages arising from the actions indicated in Article 111 of the aforementioned Act. However, the maximum amount of liability for damages under the contract shall be an amount no less than ¥100,000 stipulated in advance or the amount stipulated in laws and regulations, whichever is higher.

## **Chapter 6 Board of Directors**

### **(Composition)**

Article 29 A Board of Directors shall be established in AITAC.

- 2 The Board of Directors shall consist of all directors.

### **(Authority)**

Article 30 In addition to the duties stipulated separately in these Articles of Incorporation, the Board of Directors shall execute the following duties.

- (1) Determination of the execution of business of AITAC
- (2) Supervision of the execution of duties by directors
- (3) Appointment and dismissal of the Representative Director

### **(Convocation)**

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

- 2 If there is no Representative Director or the Representative Director is unable to execute duties due to an accident, etc., meetings of the Board of Directors shall be convened by a different director.

### **(Chair)**

Article 32 The Representative Director or an individual nominated by the Representative Director shall

serve as Chair of the Board of Directors.

(Resolutions)

Article 33 Resolutions of the Board of Directors shall be made by majority vote, with the majority of directors in attendance, excluding directors with a special vested interest in the resolution.

(Written Resolutions)

Article 34 Notwithstanding the stipulations of the preceding Article, resolutions of the Board of Directors shall be deemed to have been adopted if the requirements stipulated in Article 96 of the Act on General Incorporated Associations and General Incorporated Foundations have been met.

(Meeting Minutes)

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

- 2 The directors and auditors in attendance shall sign and affix their seals to the meeting minutes indicated in the preceding Paragraph.

(Board of Directors Regulations)

Article 36 Matters concerning the Board of Directors shall be handled in accordance with the Board of Directors Regulations established by the Board of Directors, in addition to the stipulations of relevant laws and regulations and these Articles of Incorporation.

**Chapter 7 Assets and Accounting**

(Fiscal Year)

Article 37 The fiscal year of AITAC shall start on April 1 of each year and end on March 31 of the following year.

(Business Plan and Income and Expenditure Budget)

Article 38 AITAC's business plan and accompanying budget shall be created by the Representative Director or a director assigned by the Representative Director by the day immediately preceding the first day of each fiscal year. It shall be approved by the General Meeting of Employees after resolution by the Board of Directors. The same shall apply in the event of revision of the business plan and accompanying budget.

- 2 If unavoidable reasons prevent establishment of the budget, the Representative Director may conduct income and expenditures according to the budget for the previous fiscal year until the budget is established. However, disposal or transfer of important assets and high-amount debt shall not be conducted.

(Business Reports, Financial Statements, and Distribution of Surpluses, etc.)

Article 39 The Representative Director shall prepare documentation for AITAC's business reports and financial statements, as stipulated in the following Items, at the completion of each fiscal year. After they are audited by the auditor and approved by the Board of Directors, the Representative Director shall submit them to the Ordinary General Meeting of Employees, report the contents of the documents in Item 1 to the Ordinary General Meeting of Employees. The documents in Item 2 and Item 3 shall be approved by the Ordinary General Meeting of Employees.

- (1) Business reports and supporting schedules for business reports
  - (2) Balance sheets and supporting schedules for balance sheets
  - (3) Statements of income (statements of changes in net assets) and supporting schedules for statements of income (statements of changes in net assets)
- 2 In addition to documents reported in accordance with the stipulations of the preceding Paragraph or approved documents, audit reports shall be stored in the main office for five years, and copies shall be stored in a secondary office for three years. Further, the Articles of Incorporation and employee list shall be placed in the main office and a secondary office.
  - 3 AITAC shall not distribute surpluses or residual assets. AITAC shall carry forward any surpluses from each fiscal year to the next fiscal year.

## **Chapter 8 Funds**

(Funds)

Article 40 AITAC may establish regulations concerning the handling of funds, through a resolution of the Board of Directors, and request contributions to the fund from employees or third parties.

(Solicitation of Funds)

Article 41 Procedures related to solicitation, allocation, and payment of funds, etc., shall be determined by the Board of Directors.

(Return of Funds)

Article 42 Contributed funds shall not be returned until the date agreed upon with the contributor, within the range stipulated by laws and regulations.

- 2 The return of funds to contributors shall be conducted according to the decision of the Board of Directors in an amount within the range stipulated in Article 141, Paragraph 2 of the Act on General Incorporated Associations and General Incorporated Foundations, subject to approval by the Ordinary General Meeting of Employees.

## **Chapter 9 Revision of the Articles of Incorporation and Dissolution**

(Revision of the Articles of Incorporation)

Article 43 These Articles of Incorporation may be revised by resolution of the General Meeting of Employees.

(Dissolution)

Article 44 AITAC shall be dissolved by resolution of the General Meeting of Employees and for other reasons stipulated in relevant laws and regulations.

(Ownership of Residual Assets)

Article 45 In the event of liquidation by AITAC, residual assets shall be donated to a corporate body or a national or local public entity indicated in Article 5, Item 17 of the Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations, through a resolution of the General Meeting of Employees.

#### **Chapter 10 Method of Public Notice**

Article 46 Public notices by AITAC shall be given electronically. However, if public notice cannot be given electronically due to an accident or other unavoidable reason, public notice shall be given in the Official Gazette.

#### **Chapter 11 Supplementary Regulations**

Article 47 Matters not stipulated in these Articles of Incorporation shall be handled as stipulated in the Act on General Incorporated Associations and General Incorporated Foundations and other laws and regulations. Matters necessary to operation of AITAC not stipulated in these Articles of Incorporation shall be determined by resolution of the Board of Directors.

#### **Supplementary Provisions**

(First Fiscal Year)

1 The first fiscal year of AITAC shall be from AITAC's date of establishment until March 31, 2018.

Established on July 4, 2017.

Revised on April 1, 2022.