

Articles of Association of the Japan Breast Cancer Research Group

Chapter 1 General Provisions

(Name)

Article 1 This **general incorporated association** shall be called the Japan Breast Cancer Research Group (Japanese official name is "IPPAN SHADAN HOJIN JBCRG", hereinafter called the "JBCRG").

(Principal Office)

Article 2 The JBCRG shall have a principal office in the Bunkyo Ward of Tokyo.

(Purpose)

Article 3 The purpose of the JBCRG shall be the following: to plan and promote clinical trials and basic research in breast cancer domestically and multilaterally; to conduct research and surveys on domestic and foreign information on medical care for breast cancer and to diffuse and illuminate such information; to improve and promote clinical technologies for breast cancer; to act as an intermediary to liaise and strengthen alliances with affiliated organizations; and, to contribute to the public welfare by improving outcomes in breast cancer. The JBCRG shall carry out the following, to serve the aforementioned purpose:

- (1) Basic and clinical research;
- (2) Collection, analysis, and publication of information;
- (3) Mutual exchange of information;
- (4) Ordinary/Extraordinary General Meetings; and
- (5) Any other affairs required to accomplish the purpose of the JBCRG.

(Amount of Funds)

Article 4 The total amount of funds of the JBCRG shall be the sum of 3,000,000 yen.

(Method of Announcement)

Article 5 The announcement of the JBCRG shall be published in the official gazette.

(Rules on Fund Contributors' Rights)

Article 6 The contributed funds shall not be refunded to contributors until the date

provided for in the agreement on fund contribution.

(Procedure for Refund of Funds)

Article 7 The funds shall be refunded after the resolution of an Ordinary General Meeting concerning the total amount of funds to be refunded to the contributors, in accordance with the decision made by the Directors.

Chapter 2 Members

(Employment)

Article 8

1. The JBCRG shall be constituted of members who agree with the purpose thereof and are employed thereby.
2. A person wishing to become a member shall make application in a form specified by the JBCRG, and shall obtain the approval of the Representative Director.

(Burden of Expense)

Article 9

1. A member shall be liable to pay the necessary expenses to accomplish the purpose of the JBCRG.
2. No refund of expenses already paid shall be admissible for any reason.

(Resignation)

Article 10

1. A member may resign from office by giving notice of resignation to the JBCRG at least one month in advance of the date on which he/she intends to resign.
2. In addition to the preceding Paragraph, when a member falls under any one of the following Items 1 through 3, his/her employment shall terminate, and he/she will cease to be a member:
 - (1) Consent of all members;
 - (2) Death or dissolution; or
 - (3) Expulsion

(Expulsion)

Article 11 When a member stains the honour of the JBCRG, acts contrary to the purpose thereof, or breaches his or her duty as a member, the JBCRG may expel such

member by resolution of an Ordinary General Meeting.

(Member Register)

Article 12 The JBCRG shall prepare a member register, listing the names and addresses of the members thereof.

(Names and Addresses of Founding Members)

Article 13 The names and addresses of the founding members of the JBCRG shall be as follows:

Kenjiro Aogi (Address omitted)

Koji Iwata (do.)

Shinji Ohno (do.)

Katsumasa Kuroi (do.)

Masakazu Toi (do.)

Seigo Nakamura (do.)

Norikazu Masuda (do.)

Chapter 3 General Meeting of Members

(General Meeting)

Article 14

1. The General Meeting of the JBCRG shall be the Ordinary General Meeting and the Extraordinary General Meeting.
2. An Ordinary General Meeting shall be convened in May every year, and an Extraordinary General Meeting shall be convened, as necessary.

(Venue)

Article 15 A General Meeting shall be held at the location of the principal office of the JBCRG, or at such place as determined by the Board of Directors.

(Convocation)

Article 16

1. The Representative Director shall convene a General Meeting.
2. The Board of Directors shall decide to convene a General Meeting.

Article 17 When convening a General Meeting, the JBCRG shall give notice

thereof to each member at least five (5) days prior to the date of such meeting.

(Resolution)

Article 18 The resolution of a General Meeting shall be adopted, in a meeting attended by members holding a majority of the voting rights of all members, by a majority of the voting rights held by the attending members, unless otherwise prescribed in the laws and regulations.

(Voting Rights)

Article 19 The number of votes of members at a General Meeting shall be one vote for each member.

(Chairman)

Article 20 The Representative Director shall chair a General Meeting. In case the Representative Director is prevented from so acting, another Director shall act as Chairman, in the order predetermined by the Board of Directors.

(Memorandum of General Meeting)

Article 21 General Meeting proceedings shall be recorded in a memorandum of the General Meeting, containing the central essence and decisions of such proceedings, and the Chairman and Directors present shall place their signatures and seals thereon.

Chapter 4 Director, Auditor and Board of Directors Meeting

(Organizations other than the General Meeting)

Article 22 The JBCRG shall have Board of Directors Meetings and an Auditor.

(Number of Directors and Auditors)

Article 23 The JBCRG shall have eight (8) Directors and one (1) Auditor.

(Qualification)

Article 24 The JBCRG shall appoint Directors and an Auditor from among its members; provided, however, that where necessary, this shall not prevent the JBCRG from making such appointments from among persons other than its members.

(Term of Office)

Article 25

1. The term of office of a Director shall be until the end of the last Ordinary General Meeting in two (2) fiscal years after he/she is appointed, and such term of an Auditor shall be until the end of the last Ordinary General Meeting in four (4) fiscal years.
2. The term of office of a Director appointed as a substitute of a Director who has resigned before his/her term, or as an additional Director, shall be the remaining balance of the term of office of his/her predecessor or the other incumbent Directors.

(Representative Director)

Article 26

1. The JBCRG shall have one (1) Representative Director appointed by the Board of Directors Meeting.
2. The Representative Director shall represent the JBCRG and supervise the operations thereof.

(Board of Directors)

Article 27

1. The Board of Directors of the JBCRG shall be constituted of the Directors, and shall determine the management of the operations of the JBCRG.
2. The Representative Director shall chair a Board of Directors Meeting.
3. In case the Representative Director is prevented from so acting, another Director shall act as Chairman, in the order predetermined by the Board of Directors.

(Convocation)

Article 28

1. The Representative Director shall convene a Board of Directors Meeting.
2. In case the Representative Director is prevented from so acting, another Director shall convene such meeting, in the order predetermined by the Board of Directors.
3. A notice to convene a Board of Directors Meeting shall be given to each Director at least three (3) days prior to the date of the meeting; provided, however, that the period of such notice may be shortened in case of an emergency.
4. A Board of Directors Meeting may be held without following the convening procedure with the consent of all of the Directors.

(Resolution)

Article 29 A Board of Directors Meeting shall be quorate with the attendance of a majority of the Directors, and the resolutions of the meeting shall be adopted by a majority of

the Directors present.

(Memorandum of Board of Directors Meeting)

Article 30 Board of Directors Meeting proceedings shall be recorded in a memorandum of the Board of Directors Meeting containing the central essence and decisions of such proceedings, and the Chairman and the Directors present shall place their signatures and seals thereon.

(Remunerations of Directors and an Auditor)

Article 31 The remunerations of the Directors and Auditor shall be determined by resolution of a General Meeting.

Chapter 5 Calculation

(Fiscal Year)

Article 32 The fiscal year of the JBCRG shall start from April 1 each year, and end on March 31 of the following year.

(Prohibition on the Distribution of Remaining Funds)

Article 33 Any remaining funds of the JBCRG shall not be distributed.

(Distribution of Remaining Assets)

Article 34 If the JBCRG is dissolved (excluding dissolution due to a merger or bankruptcy), the remaining assets shall be distributed all or in part to the following by a resolution of a General Meeting.

1. The central government or local public bodies;
2. Public utility foundations with a purpose similar to the JBCRG or corporations that fall under the requirements specified in item 2(b) of paragraph 1, Article 3 of the Cabinet Order for Enforcement of the Corporation Tax Law (nonprofit-type corporations).

Chapter 6 Schedule

(First Fiscal Year)

Article 35 The first fiscal year of the JBCRG shall start from the date of its

foundation and end on March 31, 2007.

(Term of Office of the First Directors and Auditor)

Article 36 The term of office of the first Directors and Auditor shall be until the end of the last Ordinary General Meeting in one fiscal year after they are appointed.

Article 37 Any matters not prescribed in this Articles of Association shall be as required by the Intermediate Corporation Law, and by any other laws and regulations.

Adopted in November, 2006

Amended on 8 September, 2007

Amended on 23 May, 2009