

ARTICLES OF ASSOCIATION

Chapter 1. General Provisions

(Name)

Article 1. The Association shall be called International Consultation on Interstitial Cystitis, Japan (ICICJ).

(Location of principal office)

Article 2. The principal office of the Association shall be located in Kyoto.

Chapter 2. Purpose and Business

(Purpose)

Article 3

Interstitial cystitis (IC) is a cryptogenic refractory chronic inflammatory bladder disease associated with frequency, bladder pain, and urinary urgency. IC still does not have good name recognition in Japan rather than in the Western countries and many potential patients miss a chance to the treatment. Furthermore, drugs for the treatments of IC are very limited, although major pharmaceutical companies have been developing new drugs.

The purpose of the Association is to organize a international scientific meeting for physicians, scientists and patients in order to increase interest of IC in Japan and to accelerate development of new drugs for the treatment of IC.

(Business)

Article 4. The Association shall be to engage in the following businesses for achieving the purpose:

- (1) Research and development of image diagnostic method of IC and treatments of IC;
 - (2) Hosting and organizing of an international meeting and an annual meeting;
 - (3) Development of medical specialist program for IC in Japan;
 - (4) Activity of dissemination and enlightenment of IC through internet;
 - (5) Global collaboration research of IC;
 - (6) Maintenance and Management of intellectual properties the Association may have;
- and
- (7) All matters relating to the conduct of business stated in any of the preceding items.

(Method of public notices)

Article 5. Public notices by the Association shall be given through the official gazettes.

Chapter 3. Member

(Member)

Article 6.

The Association shall have the following two types of memberships. A regular member shall be a legal member of the Act on General Incorporated Association and General Incorporated Foundation.

- (1) Regular member: Individuals or corporate who shall approve the object of the Association.
- (2) Supporting member: Individuals or corporate who shall join for supporting the business of the Association.

(Membership)

Article 7.

A person or corporate wishing to become a member must submit an membership application form prescribed separately by the board of directors.

(2) The board of directors may approve membership for an applicant in accordance with the provision prescribed separately by the board of directors and shall notify its determination to the applicant.

(Membership fee)

Article 8.

Regular member and supporting member must pay admission fee and annual membership fee determined separately by the general meeting of members to be allocated for covering the expenses for operation of the Association.

(Resignation from membership)

Article 9.

A member may resign membership ant time by submitting a written resignation form prescribed separately by the board of directors. However, the member must gives his/her resignation notice at least a month before retirement day.

(Termination from membership)

Article 10.

Membership shall be terminated by the following.

- (1) Resignation from membership;
- (2) Death of a member or disbandment of a corporate;
- (3) Unpaid membership fees for more than 6 months;
- (4) Expulsion from the Association; and
- (5) Decision made by consensus among all members

(Expulsion)

Article 11.

Once just cause has been recognized that a member may defame the Association, act against the purpose of the Association and/or violate the duty as a member, the Association shall strike the member's name off the rolls according to the extraordinary resolution of the general meeting of members.

(List of member)

Article 12.

The Association shall make and maintain the list of which may include name and address of members.

Chapter 4. The General Meeting of Members

(General meeting of members)

Article 13.

The Association shall have two types of the general meeting of members in the Association; the annual general meeting of members and the extraordinary general meeting of members. The annual general meeting of members shall be held annually within 3 months after the end of each business year. The extraordinary general meeting of members shall be called at any time when deemed necessary.

(Method of resolution)

Article 15.

Except as otherwise prescribed in the Act, a resolution at the general meeting of members shall be effected by a majority vote of the members in attendance who have voting rights, provided that the members with a majority of the voting rights are present.

(2) In case a member shall not attend to the general meeting of members, the member may vote by entering the required matters on a voting card provided by the Association or an authorization document may be issued on the basis of the right to delegate authority.

(Voting right)

Article 16.

Regular member shall have one voting right.

(Chair person)

Article 17.

The representative director shall presides over the meeting as a chair person. In the case of absence of the representative director by accident, chair person shall be elected at the meeting.

(Minutes of the general meeting of members)

Article 18.

Minutes shall be taken regarding the proceedings of a general meeting meeting pursuant to the provisions of an ordinance of the competent ministry and shall be kept at the principal office for ten years since the date the general meeting of members held.

Chapter 5. Directors

(Directors and an auditor)

Article 19.

The Association shall have directors and auditors as its officers.

Number of Directors: more than three

Number of an auditor: one

(2) The Association may designate a representative director.

(3) The Association may designate several managing directors from among directors.

(Appointment)

Article 20.

The Association may designate directors and an auditor by a resolution of the general meeting of members.

(2) The Association may designate the representative director and managing directors from among directors by a resolution of the board of directors.

(Duties and authority of the directors)

Article 21.

The directors shall constitute the board of directors and shall perform duties specified in laws, regulations, and this articles.

(2) The representative director shall perform duties specified in laws, regulations, and this articles as a delegate of the Association. Managing directors shall take his/her share perform shared activities of the Association specified by the board of directors separately.

(Duties and authority of the auditor)

Article 22.

The auditor shall perform an audit of performance of the directors and shall prepare an audit report as prescribed by applicable laws and regulations.

(2) The auditors may request reports on business from the directors and staff, or investigate the state of business and property of the Association at any time.

(Terms)

Article 23.

A term of office of the director shall continue until the conclusion of the annual general meeting of members for the last business year ending within two years from the time of their election; provided, however, may be reappointed.

(2) A term of office of the auditor shall continue until the conclusion of the annual general meeting of members for the last business year ending within two years from the time of their election; provided, however, may be reappointed.

(3) The term of office of a director or an auditor, who is elected as the substitute for a director or auditor who retired from office before the expiration of the term of office, shall continue until the time the term of office of the director or auditor who retired from office expires.

(4) Where there are no officers in office, or where there is a vacancy which results in a shortfall in the number of officers, an officer who has retired from office due to the expiration of his/her term of office or resignation shall continue to have the rights and obligations of an officer until a newly elected officer assumes his/her office.

(Removal from office)

Article 24.

The general meeting of members may make resolutions on removal of a director from office. Removal of an audit from office requires a majority vote of or more two-thirds of the voting rights of those present where or more a half of all partner are present.

(Remuneration for officers)

Article 25.

Salary, bonus, and other property benefits in compensation for performance on a task (hereinafter referred to as the remuneration) paid to the officers by the Association shall be determined by a resolution made at the general meeting of members.

(Restraint of trade)

Article 26.

In the following cases, a director shall disclose the material facts on the relevant transactions at the board of directors and obtain approval of the board of directors.

- (1) When a director contemplates engaging in a business transaction for the sake of himself/herself or for a third party that is categorized as being the business of the Association;
- (2) When a director contemplates engaging in a business transaction with the Association for the sake of himself/herself or for a third party; and
- (3) When the Association intends to guarantee debts of a director or otherwise to carry out transactions with a person other than the director that results in a conflict of interest between the Association and the director.

Chapter 6. Board of directors

(Member of the board of directors)

Article 27.

The Association shall have the board of directors.

- (2) The board of directors shall be formed by all directors.

(Duties and Authority of the board of directors)

Article 28.

The board meeting shall carry out the following duties:

- (1) Deciding the execution of the operations of the Association;
- (2) Supervising the execution of duties by the directors; and
- (3) Supervising the execution of duties by the representative director and managing directors.

(Calling of the board meetings)

Article 29.

The board meeting shall be convened by the representative director.

(2) A director shall convene the board meeting where there is no the representative director in office, or where there is an accident in the representative director.

(Method of resolution)

Article 30.

A resolution at the board of directors shall be adopted by a majority of the votes of the directors present, when the directors who are present at the meeting hold a majority of the directors excluding who have a special interest in the resolution under the preceding paragraph.

(2) Notwithstanding the provisions of the preceding paragraph, it shall be deemed that a resolution for dissolution has been adopted by the board of directors, if the matter complies with the requirements under Act on General Incorporated Associations and General Incorporated Foundations Article 96.

(Minutes of the board meeting)

Article 31.

Minutes shall be taken regarding the proceedings of the board of directors pursuant to the provisions of laws and regulations.

(2) The directors and the auditor who attended the board of directors shall affix his/her name and seal to the minutes set forth in the preceding paragraph.

(Board of directors regulation)

Article 32.

Matters concerning the board of directors shall be governed by the board of directors regulation in addition to the provisions of laws and this articles.

Chapter 7. Calculation

(Business year)

Article 33.

The business year of the Association assumes 1st every year from June 1 until the next May 31.

(Business plan and budget)

Article 32.

The Representative Director shall, one day prior to the commencement of each business year, prepare of an business plan, a revenue and expenditure budget for the

business year and get their approval by the board of directors and then the general meeting of members. The same shall apply when the representative director shall intends to amend them.

(2) Notwithstanding the provisions of the preceding paragraph, when budget shall not be approved for an unavoidable reason, the representative director shall earn income and pay out of a budget that is the same as that of the previous business year until the day passing a budget based on the resolution of the general meeting of members.

The preceding income and pay out shall be regarded an income and pay out of the new approved budget.

(Business reports and financial statement)

Article 35.

As to business reports and financial statement the representative director shall prepare the following documents after the end of each business year. The documents thereof that have received auditing by the auditor shall require the approval from the Board board of directors. At the general meeting of members a document set forth in Article 35, item (1) shall be reported and documents set forth in Article, item (2) and (3) require the approval from the general meeting of members.

- (1) Business report
- (2) Balance sheet
- (3) Income statement

(2) The Association shall keep the documents set forth in Article 35 and audit reports to each business year from one week before the date of the annual meeting of the general meeting of members at its principal office. The Association shall keep its article of the Association and member registry at its principal office.

(Ownership of residual assets)

Article 36

Ownership of residual assets shall be vested in the Association set forth in Article 5 (xvii) of the Act on the Authorization, etc. Public-interest Incorporated Associations and Public-interest Incorporated Foundation, The national government, or a local government by a resolution made at a general meeting of members.

Chapter 8. Supplement of the Article

(Address of the principal office)

Article 37.

The principal office of the Association is 599 Karasumatoori Aneyakojikudaru Banocho Nakagyo-ku, Kyoto.

(First business year)

Article 38

The first business year of the Association shall be from the date of the date of establishment of the Association to December 31, 2016.

(Officers at Incorporation)

The followings shall be officers upon the incorporation of the Association.

Director at incorporation

Tomohito Ueda, MD, PhD

61-1 Iwakuraminami Miyake-cho, Kyoto

Director at incorporation

Tetsuji Asao, Ph.D

#502, 3-28-8, Kotesashi-cho, Tokorozawa, Saitama

Director at incorporation

Michinobu Matsui, MD, PhD

5-479-3, Sanbongi, Takeya-cho Kudaru, Higashitoindori, Chuo-ku, Kyoto

Director at incorporation

Nobuko Ueda

61-1 Iwakuraminami Miyake-cho, Kyoto

Auditor

Akio Shiojiri

1-10-7, Hikarigaoka, Takarazuka, Jyogo

(Staff at Incorporation)

Article 40.

Director at incorporation

Tomohito Ueda, MD, PhD

61-1 Iwakuraminami Miyake-cho, Kyoto

Nobuko Ueda

61-1 Iwakuraminami Miyake-cho, Kyoto

(Applicable law)

Article 41

Matters not stipulated in this articles of incorporation will be followed by the Act on General Incorporated Association and General Incorporated Foundation and other laws and regulations for all.