

# Articles of Incorporation

October 1, 2024

Elite Telecom Operator Certification Body



## Articles of The Elite Telecom Operator Certification Body

### Chapter 1 General Provisions

(Name)

Article 1. The name of the Body shall be the Elite Telecom Operator Certification Body (ETOC).

(Principal office)

Article 2 The principal office of the Body shall be located in Minato-ku, Tokyo.

(Objectives)

Article 3 The objectives of the Body shall be to promote the certification of telecom operators that conduct transactions of telephone numbers in Japan, and the sound development of the telecommunications market through activities such as awareness-raising for telecom operators and users.

(Business)

Article 4 Pursuant to the objectives stated in the preceding article, the Body shall conduct the following activities:

- (1) Implement certification of operators of telephone services, etc.
- (2) Conduct training, awareness-raising, public relations, and studies and research relating to telecommunications, including telephone services
- (3) Protect consumers, prevent crime, and provide support for the use of telecommunications, including telephone services
- (4) Other activities necessary to achieve the objectives of the Body

### Chapter 2 Members

(Members)

(Members)

Article 5 The Body establishes the following two classes of members:

- (1) Regular members: Organizations that have agreed to the objectives of the Body and participate in the Body.
- (2) Honorary Members: Individuals or organizations which have rendered distinguished service to the Body or academic experts, who are recommended by the President and approved by the General Meeting.

(Participation)

Article 6. Any organization which wishes to join the Body as a regular member shall be approved by the General Meeting.

- 2 Any individual or organization which joins the Body as an honorary member shall be recommended by the President and approved by a resolution of the General Meeting.

(Withdrawal)

Article 7. Any member may voluntarily withdraw at any time by submitting a notice of withdrawal as separately provided.

(Expulsion)

Article 8. In the event that a member falls under any of the following, such member may be expelled by a resolution passed at a General Meeting by half or more of the all regular members and two-thirds or more of the total voting rights of all regular members.

- (1) When the member violates these operating rules or other relevant regulations.
- (2) When the member has committed an act that is detrimental to the reputation or contrary to the objectives of the Body.
- (3) When the member is a crime syndicate or other anti-social force, or it is found that a crime syndicate or other anti-social force controls or is substantially involved in the management of the member.
- (4) When there are other justifiable reasons for expulsion.

(Loss of membership)

Article 9. In addition to the cases stated in the preceding two Articles, a member shall be disqualified from membership if he/she/it falls under any of the following:

- (1) When all regular members agree.
- (2) In the event of death or dissolution.

(Rights and obligations upon loss of membership)

Article 10 When a member is disqualified from membership pursuant to the provisions of the preceding Article, he/she/it shall lose his/her/its rights as a member of the Body and shall be discharged from his/her/its obligations to the Body. A regular member who has lost its entitlement shall lose its position, but shall not be discharged from any unfulfilled obligations.

- 2 The Body shall not refund any money and other contributions already paid by

the member even if he/she/it is disqualified.

## Chapter 3 General Meeting

### (General Meeting)

Article 11 The General Meeting of the Body shall be of two kinds: Annual General Meeting and Extraordinary General Meeting. An Annual General Meeting shall be held within three months after the end of each business year, and an Extraordinary General Meeting shall be held when deemed necessary by the President or upon the request of the regular members holding one-fifth or more of the voting rights of all the regular members.

### (Authority)

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

- (1) Approval of business plan and income and expenditure budget
- (2) Approval of business report and financial statements
- (3) Election of President and Auditors
- (4) Modification of the Operating Rules
- (5) Other important matters concerning the management of the Body in addition to the matters stipulated in these Operating Rules to be resolved at the General Meeting

### (Convocation)

Article 13 The General Meeting shall be convened by the President.

- 2 Notice of a General Meeting shall be issued to each regular member at least one week prior to the date of the meeting.

### (Method of resolution)

Article 14 Except as otherwise provided in these Operating Rules, resolutions of the General Meeting shall be adopted by a majority of the votes of the regular members present, provided that regular members holding a majority of the voting rights of all regular members are present. Participation by teleconference shall constitute attendance.

- 2 If all regular members agree, a General Meeting may be held in writing or by electromagnetic means, and regular members may exercise their voting rights in writing or by electromagnetic means.

### (Voting rights)

Article 15 Each regular member shall have one (1) vote.

### (Chair)

Article 16 The President shall preside as chair of the General Meeting. However, this shall not preclude the President from appointing a person to act as chair when necessary for administrative purposes. In the absence or incapacity of the President, chair shall be elected at the relevant General Meeting.

## Chapter 4 Officers

(Number of officers)

Article 17 The Body shall have the following officers:

(1) One President

(2) One or two Auditors

2 The President may appoint several Vice-Presidents.

(Election)

Article 18 The President and Auditors shall be elected from among the regular members by a resolution of the General Meeting. However, when necessary, they may be elected from among persons apart from regular members.

Article 19 The Vice-Presidents shall be nominated by the President from among the regular members and shall be approved by the General Meeting. However, when necessary, they may be elected from among persons apart from regular members.

(Term of office)

Article 20 The term of office of the President shall expire at the conclusion of the Annual General Meeting relating to the last business year ending within two years after his/her election.

2 The term of office of the Auditors shall expire at the conclusion of the Annual General Meeting relating to the last business year ending within two years after their election.

3 The term of office for each of the offices of President, Vice President, and Auditor elected to fill a vacancy shall be the same as the remaining term of the predecessor.

4 In the event of the resignation or expiration of the term of office of the President and the Auditors, and in the event of a vacancy, they shall have the right and obligation to perform their duties until a newly elected person assumes office.

(Duties and authority of the President and Vice President)

Article 21 The President shall represent the Body and shall execute the business of the Body.

2. Vice Presidents shall assist the President.

(Duties and authority of Auditors)

Article 22 Auditors shall audit the execution of the duties of the President and prepare an audit report.

- 2 Auditors may, at any time, request reports on the business of the Body from its officers and employees and can investigate the operations of the Body and the status of its assets.

(Remuneration to Officers)

Article 23 In principle, the officers shall receive no remuneration.

## Chapter 5 Committees

(Committee)

Article 24 The Body may establish committees when necessary to promote its business.

- 2 Important matters concerning the duties, composition and operation of the Committee shall be determined separately by the President with the approval of the General Meeting.
- 3 The President shall administer the Body with respect for the decisions of the Committee.

## Chapter 6 Calculation

(Business year)

Article 25 The business year of the Body shall be one year from October 1 of each year to the last day of September of the following year.

(Business Plan and Income and Expenditure Budget)

Article 26 The business plan and income and expenditure budget of the Body shall be prepared by the President by the day before the start of each business year and shall be approved by the General Meeting. The same shall apply to any changes thereof.

- 2 Notwithstanding the provisions of the preceding paragraph, in the event that the budget is not approved due to unavoidable circumstances, the President may, based on a resolution of the General Meeting, receive income or make expenditures in accordance with the budget of the previous year until the day the budget is approved.
- 3 The income and expenditure stated in the preceding paragraph shall be deemed as income and expenditure of the newly approved budget.

(Business Report and Financial Statements)

Article 27 The business report and financial statements of the Body shall be prepared by the President after the end of each business year, audited by the Auditors, and submitted to the Annual General Meeting for its approval.

- (1) Matters relating to the results of the business implementation

(2) Accounting report

(3) Audit report

(Non-distribution of surpluses)

Article 28 The Body shall not distribute surpluses.

## Chapter 7 Modification to the Operating Rules and Dissolution

(Modification to the operating rules)

Article 29 These Operating Rules may be modified by a resolution passed at a General Meeting by half or more of the all regular members and two-thirds or more of the total voting rights of all regular members.

(Dissolution)

Article 30 The Body may not be dissolved unless a resolution is passed at a general meeting by half or more of the all regular members and three-fourths or more of the total voting rights of all regular members.

(Assignment of residual assets upon dissolution)

Article 31 Upon liquidation of the Body, the remaining assets of the Body shall be donated to an organization whose purpose is similar to that of the Body, or to the national or local government, upon a resolution of the General Meeting.

## Chapter 8 Supplementary Provisions

(Secretariat)

Article 32 A Secretariat shall be established within the Japan Unified Telecommunications Service Provider Association to conduct the administrative work of the Body.

2 The organization, operations and other important matters of the Secretariat shall be determined separately by the President with the approval of the General Meeting.

(Implementation rules)

Article 33 Important matters relevant to the implementation of these Operating Rules shall be determined separately by the President with the approval of the General Meeting.

## Supplementary provisions

1 These Operating Rules shall come into effect as of the date of incorporation of the Body (October 1, 2024).

Enacted on September 18, 2024

Telecom Services Association of Japan

8F, Flora Building, 3-10-2 Nihonbashi Ningyocho, Chuo-ku, Tokyo, Japan

Telecommunications Carriers Association

2F, Koshin Building, 1-10 Kanda Ogawamachi, Chiyoda-ku, Tokyo, Japan

Japan Internet Providers Association

6F, Odaka-Building, 1-36-1 Yoyogi, Shibuya-ku, Tokyo, Japan

Japan Cable and Telecommunications Association

4F, Kyobashi YS Building, 1-12-5 Kyobashi, Chuo-ku, Tokyo, Japan

Japan Unified Communications Service Provider Association

11F, Sumitomo Realty & Development Hibiya Building, 2-8-6 Nishi-Shinbashi, Minato-ku, Tokyo, Japan