

IFAI Japan Bylaws

(IFAI Japan is a designated country sector of Industrial Fabrics Association International.)

July 18, 2014

Article 1 - Name and Purpose

1.1 IFAI Japan

The group shall be called IFAI Japan.

1.2 Purpose of IFAI Japan

The objective of IFAI Japan is to serve the membership by facilitating the development, application, and promotion of products manufactured by the technical fabrics industry, and to enhance the interests and benefits of the membership. To achieve this objective, the activities of IFAI Japan include, but not be limited to the following:

1.2.1 to create a forum for manufacturers and users of industrial fabrics to discuss matters of common interest and create solutions for those matters.

1.2.2 to provide educational programs and training that will further enhance IFAI Japan members' ability to compete in the global marketplace.

1.2.3 to provide an international network of industry peers, an international forum for discussion and a chance to shape the global future of the industry.

1.2.4 to conduct other activities as determined by the IFAI Japan Board of Directors and membership to advance the interests of IFAI Japan and the specialty fabrics industry in Japan and the global economy.

Article 2- Operating Authority

IFAI Japan shall be operated under its own bylaws and guidelines which does not conflict with the bylaws of Industrial Fabrics Association International (IFAI) and the guidelines for IFAI country sectors.

Article 3 - Membership

3.1 Eligibility for Membership

To be eligible for membership in IFAI Japan, a company must comply with the following:

3.1.1 be involved in the technical/industrial textile industry.

3.1.2 pay the membership dues.

3.1.3 submit forms furnished by IFAI Japan, containing information as set forth thereon by the IFAI Japan Board of Directors after the approval.

3.2 Classifications of Membership

IFAI Japan membership consists of the following classifications.

3.2.1 End Product Members: Companies or organizations whose primary business objective is the manufacture, sale or rental of products made in whole or in part from industrial/technical fabrics and whose mailing address is in Japan.

3.2.2 Supplier Members: Companies or organizations whose primary business objective is to supply goods or services used by an End Product Member of the Association and whose mailing address is in Japan

3.2.3 Affiliate Members: Other associations, publications, accredited post-secondary institutions and government agencies and whose mailing address is in Japan.

3.2.4 Foreign Members Type I: Non-IFAI members of any classification whose mailing address is not in Japan, including those who may have agents or representatives in Japan, but do not themselves have a physical presence or mailing address in Japan.

3.2.5 Foreign Members Type II: IFAI members of any classification whose mailing address is not in Japan, including those who may have agents or representatives in Japan, but do not themselves have a physical presence or mailing address in Japan.

3.3 Duration of Membership and Resignation, Suspension and Expulsion.

3.3.1 Membership in IFAI Japan may terminate by voluntary withdrawal as herein provided, or otherwise in pursuance of these bylaws. All rights, privileges and other interests of a member in or to IFAI Japan shall cease up on termination of membership. Any member may, by giving written notice to the Executive Director of such intention, withdraw from IFAI Japan. Withdrawals shall be effective upon fulfillment of all obligations to the date of withdrawal.

3.3.2 Any membership may be suspended or terminated for cause. Sufficient cause for such suspension or termination of membership shall be violation of the bylaws or any lawful rule of practice duly adopted by the Association, or any other conduct prejudicial or harmful to the interests of the Association or the industry. Suspension or expulsion shall be by two-thirds(2/3) vote of the entire membership of the Board of Directors; provided that a statement of the charges shall have been sent by certified or registered mail to the last recorded address of the member at least twenty (20) days before final action is taken thereon. This

statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered and the member shall have the opportunity to appear in person and/or to be represented by counsel to present any defense to such charges before action is taken thereon.

3.4 Membership Dues

The annual dues for each member of IFAI Japan shall be determined by the Board of Directors.

3.5 Representative of a Member Company

Each member company of IFAI Japan shall appoint and certify to the Executive Director of IFAI Japan a person to be its representative to IFAI Japan and who shall represent and act for the member company in all the affairs of IFAI Japan. The representative of members whose mailing address is in Japan vote for the member company in all the affairs of IFAI Japan. Foreign members do not have a right to vote.

Article 4 - Meetings.

4.1 Annual

There shall be an annual business meeting of IFAI Japan, hereafter called the Annual Meeting. The Annual Meeting is for the election of the members of the IFAI Japan Board of Directors, for receiving the annual reports, and for the transaction of other business. The location of the Annual Meeting shall be in Japan, if not otherwise specified by the Board of Directors. Chairman of IFAI Japan shall call the meeting. Notice of such meeting shall be mailed to the last recorded address of each member at least ten (10) days before the meeting with a statement of time and place and information as to the subjects to be considered.

4.2 Special

Special meetings of IFAI Japan may be called by the President of IFAI or the IFAI Japan Board of Directors or by requirement of more than one third (1/3) of the members. Notice of any special meeting shall be mailed to each member's last recorded address at least ten (10) days in advance, with a statement of time and place and information as to the subject(s) to be considered.

4.3 Quorum

Presence of majority of members whose mailing address is in Japan including members with letters of attorney at any meeting of IFAI Japan shall constitute a quorum, and, in case there are less than this number.

4.4 Vote

The subjects shall be determined, unless otherwise required by these bylaws, according such majority of votes received by members present (whose mailing address is in Japan including members with letters of attorney). If the number of the ayes and nays are equal, the subject shall be determined by Chairman of IFAI Japan.

4.5 Emergency bill

The subjects which had no notice of a statement of information as is required by Article 4 section 1 shall be determined according such two thirds (2/3) of votes received by members present (whose mailing address is in Japan excluding members with letters of attorney) provided majority of members present (whose mailing address is in Japan excluding members with letters of attorney) at the Meeting.

Article 5 - Governance

5.1 The IFAI Japan Board of Directors

The Board of Directors shall have supervision, control and direction of the affairs of IFAI Japan, shall determine its policies or changes within the limits of the bylaws, shall actively prosecute its purposes and shall have discretion in the disbursement of its funds. The Board of Directors is empowered to establish an annual assessment fee and make other financial decisions on behalf of IFAI Japan. The Board of Directors' function is to establish IFAI Japan's programs and services based on the input from IFAI Japan members and IFAI.

5.2 Composition

The Board of Directors shall be composed of the Honorary Chairman, Chairman, and two (2) Vice Chairmen, Immediate Past Chairman, three (3) Directors and Executive Director.

5.2.1 Chairman, Vice Chairmen and Directors The positions of Chairman, Vice Chairman and Directors, should be occupied by Active and Supplier Members of IFAI Japan.

5.2.2 Honorary Chairman The position of the Honorary Chairman shall be occupied by a person who may not be the representative of IFAI Japan of the member company. Honorary Chairman shall be recognized by the Board of Directors.

5.2.3 Executive Director The position of the Executive Director should be occupied by a person who is not a member of IFAI Japan. Executive Director shall be appointed by IFAI Japan Board of Directors.

5.3 Requirements

Each member of the Directors shall be a principal in his or her firm or shall have authority to make decisions on behalf of the company at IFAI Japan meetings and shall have authority to travel to all necessary IFAI Japan meetings.

5.4 Responsibilities and Power

5.4.1 Honorary Chairman The Honorary Chairman shall head IFAI Japan and shall be its spokesperson, shall give guidance and advice to the Board of

Directors, shall approve the mission and the long- term objectives of IFAI Japan. The Honorary Chairman has no voting power at business meetings.

5.4.2 Chairman The Chairman shall be the principal elective officer of the organization, shall preside at meetings of IFAI Japan and of the Board of Directors and shall be a member ex officio, with right to vote, of all committees. The Chairman shall also, at the annual meeting of IFAI Japan or the Board of Directors such matters and make such suggestions as may in the Chairman's opinion tend to promote the welfare and increase the usefulness of IFAI Japan, and shall perform such other duties as are necessarily incident to the office of Chairman or as may be prescribed by the Board of Directors.

5.4.3 Vice Chairmen The Vice Chairmen may be directed by the Chairman to perform the Chairman's duties, in the event of the Chairman's temporary disability or absence from meetings, and shall have such other duties as the Chairman or the Board may assign.

5.5 Election

5.5.1 The Directors shall be elected by members at the Annual Business Meeting of IFAI Japan.

5.5.2 Nominations

Nominations for Directors shall be made, endorsed with names of not less than ten (10) members of IFAI Japan, if received with a letter of written consent of the person nominated, by the Executive Director, or endorsed with the Board of Directors, at least ten (10) days prior to the annual meeting of IFAI Japan for immediate transmittal by the Executive Director to the members.

5.5.3 Election Vote

The persons who obtained the majority supporting votes of the valid votes cast from the majority of the members (including members with letters of attorney) shall become Directors, provided there are equal or less than the required numbers of Nominees for the Directors.

The persons who obtained the most votes shall become Directors, provided majority of members' valid votes (including members with letters of attorney) have cast at the election provided there are more than the required numbers of Nominees for the Directors.

5.5.4 Election of Chairman and Vice Chairmen shall be elected by the Board of Directors at the IFAI Japan Board Meeting.

5.5.5 Should any vacancy of Directors be at the election, the Board of Directors may nominate a person when necessary. The nomination shall be put to vote by

members either at the Annual Business Meeting, Special Meetings or Mail vote according to these Bylaws.

5.6 Terms

The Chairman, Vice Chairman and the elected Director shall serve two (2) year terms and are eligible for re-election. Additional Director may be appointed by the Chairman to fill unexpired terms of the elected Director who has either resigned or expelled from the Board. Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified, or unless they resign, are removed, or otherwise unable to fulfill an unexpired term.

5.7 Board Meetings

The Board of Directors' regular meeting shall be held up to five (5) days before the regular meeting of the whole IFAI Japan group. The Board shall meet upon call of the IFAI Japan Chairman at such times and places as the Chairman designates, and shall be called to meet by the majority of its members. Notice of all meetings of the Board of Directors shall be mailed to each member of the Board at the last recorded address at least ten(10) days in advance of such a meeting.

5.8 Quorum

A majority of the Board (including Board with letters of Attorney) shall constitute a quorum at any meeting of the Board.

5.9 Vote

The subjects shall be determined according such majority of votes received by Directors present.

5.10 Compensation

Directors as such shall not receive any compensation for their services, but the Board may by vote authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval and payment of such expenses by designated officers of IFAI Japan.

5.11 Resignation or Removal

Any Director may resign at any time by giving written notice to the Executive Director or to the Board of Directors. Such resignation shall take effect at the time of acceptance. Any Director may be removed by a majority vote of the Directors at any Board Meeting.

5.12 Vacancies

Any vacancies that may occur on the Board by reason of death, resignation, or otherwise may be filled by the remaining members of the Board for the unexpired term.

Article 6 - Secretariat

6.1 Executive Director

The secretariat of IFAI Japan shall be managed by the Executive Director on all matters pertaining to IFAI Japan. The Executive Director will be responsible for the administration and daily management of IFAI Japan as a salaried staff member, employed and appointed by the Board of IFAI Japan. Subject to the IFAI Japan Board, the Executive Director shall employ sufficient staff to carry on the work of IFAI Japan. The Executive Director shall manage and direct all functions and activities of IFAI Japan and perform such other duties as may be specified by the Board of IFAI Japan.

It shall be the duty of the Executive Director to give notice of and attend all IFAI Japan meetings, to keep record of all proceedings, to attest documents and perform such other duties as are usual for such official or as may be duly assigned. The Executive Director shall have no voting power at the meetings

The Executive Director shall serve as the secretary/treasurer and shall keep an account of all moneys received and expended for the use of IFAI Japan, and shall oversee disbursements authorized by the Board. All sums received shall be deposited in a bank, or banks, or trust company, approved by the Board of Directors, and a report shall be made at the annual meeting or when called upon by the Chairman.

The funds, books, and voucher in the Executive Director's hands, with the exception of confidential reports submitted by the members, at all times be subject to verification and inspection by the IFAI Japan Board of Directors.

Article 7 - Committees and Division

7.1 Committee

The Chairman, subject to the approval of the Board of Directors, shall annually appoint special committees as may be required to accomplish specific tasks.

7.2 Division

End-product specific divisions can be formed by the Board of Director with the support of the members of IFAI Japan.

Article 8 - Other Voting Procedures

8.1 Mail Vote

In the judgment of the Board of Directors, any question shall arise which it believes should be put to vote for IFAI Japan, the Board may, unless otherwise required by these bylaws, submit such matter to the membership in writing by mail for vote and decision, and the question presented shall be determined according such majority of the votes received in writing, provided that in each case valid votes of majority members whose mailing address is in Japan shall be received. Any and all action taken in pursuance of a majority mail vote in each case shall be binding upon IFAI Japan in the same matter as would be action taken at a duly called meeting.

8.2 Amendments to Bylaws

Upon proposal by the Board of Directors of IFAI Japan and agreement of IFAI or upon proposal by IFAI, these bylaws may be amended, repealed or altered, in whole or in part, (a) by more than two thirds (2/3) vote at any meeting of IFAI Japan, provided that the copy of any amendment proposed for consideration shall be mailed to the last recorded address of each member whose mailing address is in Japan at least ten (10) days prior to the date of the meeting; or (b) by more than two thirds (2/3) vote of the members whose mailing address is in Japan through mail vote in accordance with the provisions of Article 8.1.

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