

The Code of  
Board of International Airfreight Carriers (Japan)

Chapter 1 - General provisions

Article 1 - Name

The name of this organization shall be Board of International Airfreight Carriers (hereinafter referred to as "BIAC").

In Japanese: “Kokusai Koku Kamotsu Koku Kaisha Iinkai.”

Chapter 2 - Purpose and Activities

Article 2 - Purpose

The purpose of BIAC is to conform to the expectations and needs of the society in accord with social role of air transportation, in full compliance with the laws and regulations including Antitrust Law.

Article 3 - Activities

To achieve the purpose as per previous article, BIAC shall be engaged in the following activities:

- (1) Initiatives and solutions to the various issues concerning airfreight industry.
- (2) Exchange of opinions with, and tendering proposals and requests to organizations and parties concerned.
- (3) Other activities that BIAC deems necessary in achieving its purpose.

Article 4 – Cost for Operation

- 1 The BIAC is operated with the contribution money from Local Chapters of the BIAC pursuant to the provisions separately provided at a General meeting of the BIAC.
- 2 If special expense is required, the BIAC may collect extra contribution money from Local BIAC upon resolution of the Steering Committee.

## Chapter 3 – Membership

### Article 5 – Qualification

The BIAC is comprised of the following members:

- (1) Representatives of the freight divisions in the region where air carriers (CARRIERS) having a place of business in Japan are enrolled as members of Local Chapter of the BIAC.

### Article 6 - Admission

- 1 A person who intends to become a member of BIAC shall submit a membership application to the president of Local Chapter and obtain approval. And the Local Chapter have obligation to submit it to the Steering Committee of the BIAC JAPAN.
- 2 The member enrolling in the BIAC shall belong to one of the Local Chapters. The member may enroll in two or more Local Chapters.

### Article 7 - Membership Fee

- 1 A member shall pay membership fee pursuant to the provisions separately set forth at a General Meeting or Local Chapter to which the member belongs.
- 2 A member belonging to two (2) or more Local BIAC shall pay membership fee to every Local Chapter.
- 3 If a special expense is required, Local Chapter may collect extra membership fee pursuant to the regulation of Local Chapter.
- 4 The membership fee already paid will not be refunded under any circumstances.

### Article 8 - Loss of Membership

A member will lose the membership status if any of the following events occurs.

- (1) When the member withdrew from BIAC.
- (2) When the member was disqualified from BIAC.

### Article 9 - Withdrawal from BIAC

If a member intends to withdraw from BIAC, he/she must submit a notice of withdrawal with the reason attached to the Local Chapter. Then the Local Chapter must report it to the Steering Committee of BIAC JAPAN.

Article 10 – Disqualification

If a member corresponds to either of the following conditions, he/she may be disqualified based on the resolution with two-thirds or more of votes at a General Meeting of the BIAC, provided, however, the member shall be given an opportunity for explanation before the resolution.

- (1) If a member damaged the reputation of the BIAC or made an act or deed in violation of the purpose of the BIAC.
- (2) If a member breached any of the obligations as a member of the BIAC.
- (3) If a member delayed payment of membership fee for two (2) years or longer.

Chapter 4 - Officers

Article 11 – Officers

The Local Chapter will have the following officers:

- |                                   |                                |
|-----------------------------------|--------------------------------|
| (1) President:                    | One (1) person                 |
| (2) Vice President:               | Three (3) persons              |
| (3) Auditor:                      | Two (2) persons                |
| (4) Accounting Auditor:           | Two (2) persons                |
| (5) Member of Steering Committee: | Eight (8) persons              |
| (6) President of Local Charter:   | One (1) person for each region |

Article 12 - Election of Officers

- 1 President, Vice Presidents, Auditors and Accounting Auditors shall be elected at a BIAC General Meeting.
- 2 Members of the Steering Committee shall be appointed by President.
- 3 President of Local Chapter shall be elected at a General Meeting of Local Chapter.
- 4 The appointment of officers made pursuant to previous Paragraph 2 is subject to the approval at a General Meeting.

Article 13 - Duties of Officers

- 1 President exercises control of the overall activities of the Board and represent the BIAC.
- 2 Vice President assists President, and if there is an accident to President or if the office of President is vacant, Vice President performs the duties of President on behalf of President or acts on its own responsibility.

- 3 Auditor assists President and Vice Presidents, and ensure smooth running of Ordinary General Meetings and Extraordinary General Meetings.
- 4 Accounting Auditor performs an accounting audit at least once a year and reports the results to the members.
- 5 The members of the Steering Committee and President of Local Chapter serve as members of the Steering Committee along with other officers other than Accounting Auditors, and determine and execute the matters provided in this code and other matters excluding the matters which are delegated to the resolution of the General Meeting of the BIAC.

#### Article 14 - Term of Office of Officers

The terms of office of the officers of the BIAC shall be as follows:

- (1) The term of office of President and Vice President shall be two (2) years, provided, however, reappointment is not precluded.
- (2) The term of office of Auditor shall be one (1) year, provided, however, reappointment is not precluded.
- (3) The term of office of Accounting Auditor shall be one (1) year, and reappointment is not permissible.
- (4) The term of office of member of the Steering Committee shall be one (1) year, provided, however, reappointment is not precluded.
- (5) The term of office of President of Local Chapter shall be in accordance with the rule of the Code of Local Chapter, provided, however, reappointment is not precluded.

#### Article 15 - Dismissal of Officers

If an officer corresponds to either of the following conditions, he/she may be dismissed by the resolution with three-fourths or more of votes of the total number of members at a General Meeting, provided, however, the officer shall be given an opportunity for explanation before the resolution.

- (1) If an officer is considered as incapable of fulfilling his/her duties due to mental or physical problems.
- (2) If an officer is considered to have committed any violation of duties, or made other acts or deeds that are inappropriate as an officer.

#### Article 16 - Remuneration of Officers

There is no remuneration for officers.

## Chapter 5 - Rights and Obligations of Members

### Article 17- Rights of Members

Members are equally entitled to have the following rights.

- (1) At a general meeting, each member has one (1) vote representing a CARRIER.
- (2) A member may participate in the activities of the BIAC, voice his/her opinion and vote for resolution in accordance with the provisions of the code.
- (3) A member may request for a report on the activities of each task group and ask for opinions.

### Article 18 - Obligations of Members

Members have the following obligations equally:

- (1) A member must act in line with the aims and purposes of the BIAC.
- (2) A member may not use the name of the BIAC for the individual advantage of himself/herself.

### Article 19 - Liaison with Outside Organizations, etc.

If a member communicates, negotiates or makes announcement, etc. with any outside organization, he/she must obtain approval of the Steering Committee.

## Chapter 6 - General Meeting

### Article 20 - Kinds of General Meeting

- 1 There shall be two (2) kinds of General Meeting of the BIAC.  
They are Ordinary General Meeting and Extraordinary General Meeting.
- 2 The Ordinary General Meeting shall be held once a year.

### Article 21 - Configuration

The General Meeting is comprised of the members of the BIAC.

### Article 22 - Faculty

The General Meeting will make resolutions on the important matters concerning the administration of the BIAC in addition to the matters provided in this code.

#### Article 23 - Holding Meeting

- 1 The Ordinary General Meeting shall be held within one (1) month after the end of each business year.
- 2 The Extraordinary General Meeting is held in either of the following cases:
  - (1) When the Steering Committee considers it is necessary to hold the meeting and requested for convocation.
  - (2) When a one-fifth or more of the total members requested convocation in writing with the purpose of the meeting indicated.

#### Article 24 - Convocation

- 1 The General Meeting shall be convened by President.
- 2 If there is a request for convocation pursuant to the provision of the preceding article, President must convene an Extraordinary General Meeting within thirty (30) days from the date of request.
- 3 When a General Meeting is convened, notice of convocation shall be made at least seven (7) days prior to the meeting in writing with the date and time, place of meeting, purpose and the agenda for discussion indicated.

#### Article 25 - Chairman

One of the Auditors shall acts as Chairman at the General Meeting.

#### Article 26 - Quorum of General Meeting

The General Meeting may not be opened without attendance of a majority of the members.

#### Article 27 - Resolution

The resolution of the General Meeting shall be made by a majority of votes of members present other than the cases provided in this code, and in the case of a tie vote, it shall be decided by Chairman.

#### Article 28 - Vote in Writing

- 1 A member who is unable to be present at a general meeting may cast a vote in writing on the matter that was notified in advance.
- 2 With respect to the application of the article 25<sup>th</sup> and 26<sup>th</sup> to the preceding paragraph, it is deemed that the member is present.

## Chapter 7 - Steering Committee

### Article 29 - Configuration

The Steering Committee is comprised of officers other than Accounting Auditors.

### Article 30 - Faculty

- 1 The Steering Committee shall make resolutions on the following matters in addition to the matters provided in this code.
  - (1) Matters concerning the execution of activities of the BIAC.
  - (2) Preparation of drafts of resolutions to be submitted to a General Meeting.
  - (3) The matters that are entrusted to the Steering Committee by a General Meeting.
  - (4) Urgent matters in case there is no time for holding a General Meeting.
  - (5) The matters that were submitted or reported from subtier organizations, etc.
  - (6) Other important matters.
- 2 The resolutions made pursuant to Item 4 of the previous paragraph require approval at the next General Meeting.

### Article 31 - Convocation

- 1 The Steering Committee Meeting shall be convened by President.
- 2 When a Steering Committee Meeting is convened, notice of convocation shall be made at least seven (7) days prior to the meeting in writing with the date and time, place of meeting, purpose and the agenda for discussion indicated.

### Article 32 - Chairman

President shall acts as Chairman at the Steering Committee.

### Article 33 - Quorum of Steering Committee

The Steering Committee Meeting may not be opened without attendance of two-thirds or more of the members of the Steering Committee.

### Article 34 - Resolution

The resolution of the Steering Committee Meeting shall be made by a majority of votes of members present other than the cases provided in this code and in the case of a tie vote, it shall be decided by Chairman.

#### Article 35 - Vote in Writing

- 1 A Steering Committee member who is unable to be present at a Steering Committee meeting may cast a vote in writing on the matter that was notified in advance.
- 2 With respect to the application of the preceding 2 articles to the preceding paragraph, it is deemed that the member is present.

#### Chapter 8 - Task Groups and Other Committees, etc.

##### Article 36 - Task Groups and Other Committees, etc.

- 1 When President considers it is necessary for smooth administration of BIAC, he/she may establish task groups and other committees, etc. upon resolution of the Steering Committee.
- 2 The necessary matters concerning task groups and other committees, etc. shall be separately provided by President upon resolution of Steering Committee.

#### Charter 9 - Local Chapters

##### Article 37 - Local Chapters

The Local Chapter established under the BIAC shall have the equivalent rights and obligation to those of the BIAC.

##### Article 38 – Activities of Local Chapters

- 1 Local Chapters will have control over the matters related to their respective regions as for the performance of regionally based activities in Japan of the BIAC.
- 2 Local Chapter aims at good communication and cooperation among its members and handles the matters specific to its region.

##### Article 39 – Code of Local Chapter etc.

- 1 The necessary matters such as the code concerning management of Local Chapter will be provided by each Local Chapter individually upon resolutions of the General Meeting of Local Chapter.
- 2 The Local Chapter Code etc. that were established shall be reported to the Steering



Committee.

## Chapter 10 - Secretariat

### Article 40 - Secretariat

- 1 A secretariat shall be established in order to handle administrative affairs of BIAC.
- 2 The secretariat will have a Secretary General and other necessary staff members.
- 3 The Secretary General and other staff members shall be appointed by President.
- 4 The regulations concerning the secretariat shall be separately provided by President upon resolutions at the Steering Committee.

## Chapter 11 - Assets and Accounting

### Article 41 - Business Year

The Business Year of BIAC shall be from the first (1st) day of January to the thirty-first (31st) day of December every year.

### Article 42 - Configuration of Assets

The assets of BIAC are comprised of the following:

- (1) Contribution Money from Local Chapters
- (2) Donations
- (3) Revenues produced from assets
- (4) Other revenues

### Article 43 - Activity Plan and Cash Budget Plan

The activity plan and the cash budget plan of BIAC shall be prepared by President prior to the beginning of each business year and the resolution of the General Meeting shall be obtained.

### Article 44 - Activity Report and Financial Statement

The activity report and financial statement of BIAC shall be prepared by President without delay after the end of business year, and resolutions of the General Meeting shall be obtained after they were audited by Accounting Auditors.

## Chapter 12 - Alteration of Code and Dissolution

### Article 45 - Alteration of Code

This code may not be altered without a resolution with three-fourths or more of votes of the total number of members at a General Meeting.

### Article 46 - Dissolution

BIAC may not be dissolved without a resolution with three-fourths or more of votes of the total number of members at a General Meeting.

## Chapter 13 - Supplementary Provisions

### Article 47 - Delegation

Other than the matters referred to in this code, the matters that are necessary for the administration of BIAC shall be separately provided by President upon resolutions at a General Meeting.

### Article 48 – Translation and Referential Precedence

This code shall be prepared in Japanese original and English translation. In case of incongruity between the two versions, the Japanese original shall have the referential precedence over the English translation.

### Additional Provision

This code takes effect on the first (1st) day of January, 2010.