

Bylaws of Kiwi-W Consortium

Chapter 1. General Provisions

(Name)

Article 1. The name of this organization shall be Kiwi-W Consortium (hereinafter referred to as the "Consortium").

(Office)

Article 2. The principal office of the Consortium shall be located within the secretariat provided for in Article 28.

(Purpose)

Article 3. The purpose of the Consortium is to achieve interoperability of various disks including CD and DVD among different navigation systems utilizing such disks in order to provide universality to the navigation system and to swiftly perfect the system to meet any future development. The Consortium shall provide a forum for discussion and study of any matter necessary for the above purpose and shall help sum up the discussion and study, support commercial implementation of such disks, and shall promote mutual understanding and information sharing among its members.

(Activities)

Article 4. The Consortium intends to engage in the following activities in order to accomplish the purpose provided for in Article 3.

- 1) To implement and amend the format and the operating procedure finalized by the Kiwi-W Review Committee.
- 2) To promote the use of the format and the operating procedure.
- 3) To investigate the compliance with the format and the operating procedure, to communicate to the member-companies, and to coordinate among the member-companies.
- 4) To provide information via a Web server and other electronic media.
- 5) To investigate and study the disk format.
- 6) Any other activities necessary for attainment of the Consortium's purpose.

Chapter 2. Membership

(Qualifications)

Article 5. The members of the Consortium shall be comprised of any corporation or any division of a corporation in support of the Consortium's objectives. However, any other entity may be admitted as a member if it has obtained special approval from the Board of Directors.

(Application)

Article 6. Any entity wishing to apply for a membership of the Consortium shall submit an application to the secretariat in accordance with these Bylaws and obtain the approval of the Board of Directors.

(Dues)

Article 7. To shoulder the expenses necessary for the administration of the Consortium and the performance of its activities, each member shall pay dues established by resolution of the member's general meeting.

(Withdrawal of Membership)

Article 8. Any member may withdraw from the Consortium by serving prior written notice to the President.
2. Any member who has been dissolved or has become bankrupt shall be deemed to have withdrawn from the Consortium. Rights and obligations of any member who has been dissolved due to absorption or merger will be transferred to the succeeding corporation if the member so wishes.

(Expulsion)

Article 9. Any member may be expelled from the Consortium by a two-thirds vote of current members of the Board of Directors if:

- 1) the member has failed to pay dues within two months after receiving a letter of collection; or
- 2) the member has done injury to the Consortium's reputation, or significantly violated the Consortium's purpose.

(Rights and Obligations upon Termination of Membership)

Article 10. A member who has lost its membership in accordance with Article 8 or 9 herein shall lose its rights and be exempt from obligations relating to the Consortium. Notwithstanding the foregoing, the obligation to act or not to act in connection with confidentiality shall survive the termination of membership.

2. Previously paid dues and other contributions and articles are not refundable or returnable to a member who has lost its membership.

(Notification to Members)

Article 11. The secretariat shall regularly notify the members of names of newly admitted member-companies and withdrawn member-companies.

Chapter 3. Officers

(Classes)

Article 12. The officers of the Consortium shall be as follows:

- 1) President
- 2) Director
- 3) Auditor

(Election)

Article 13. The president, directors and auditors shall be elected from among the members at the member's general meeting.

(Term of Office)

Article 14. Each of the president, directors and auditors shall hold office for two years, and may be reelected.

2. Each of the president, directors and auditors who has been elected to fill a vacancy or to meet enlargement shall hold office until the term of office of the predecessor or the current director or auditor expires.

3. Any president, director, or auditor who has resigned or whose term of office has expired shall continue holding office until the successor is installed.

(Responsibilities)

Article 15. The director shall comprise the Board of Directors, and plan and perform the Consortium's duties.

2. The president shall represent the Consortium, and supervise the Consortium's duties.

3. The auditor shall perform auditing.

(Removal)

Article 16. Any director may be removed by a two-thirds vote of current members of the Board of Directors if:

- 1) the director has been deemed incapable of performing its responsibilities due to mental or physical incompetence; or
- 2) the director has failed to perform its official responsibilities or committed an act that is deemed inappropriate for a director.

(Compensation)

Article 17. Officers shall serve without compensation.

2. Any permanent officer may receive compensation with the approval of the Board of Directors.

Chapter 4. Meetings

(Member's General Meeting)

Article 18. The membership shall comprise the member's general meeting.

2. In addition to those items provided for elsewhere in these Bylaws, the following items shall be subject to resolution by the member's general meeting:

- 1) Amendment to these Bylaws.
- 2) Dissolution of the Consortium.
- 3) Activities planning and annual budgeting.
- 4) Activities reporting and annual settlement of accounts.
- 5) Election and removal of president, directors and auditors.
- 6) Other important items relating to operation of the Consortium deemed necessary for resolution by the Board of Directors.

3. The member's general meeting shall consist of the annual meeting and the special meeting. The annual meeting shall be held without delay after the end of each accounting year of the Consortium, and a special meeting may be held as necessary by resolution of the Board of Directors, respectively.

4. The president shall convene the member's general meeting, and shall act as the chairman at the meeting. To convene a meeting, a written notice or a notice by means of electronic mail of each member's general meeting, stating the place, date and time of the meeting, and agenda items shall be given to each member not less than two weeks before the date of the meeting.

5. At least fifty percent (50%) of all current members present shall constitute a quorum at the meeting for the transaction of business, and each agenda item shall be determined by the majority vote of the membership present. Tie votes shall be decided by the chairman at the meeting.

6. Any member who is unable to attend the member's general meeting may exercise its voting right for previously notified items by writing or electronic mail.

(Board of Directors)

Article 19. Directors shall comprise the Board of Directors.

2. In addition to those items provided for elsewhere in these Bylaws, the following items shall be subject to resolution of the Board of Directors:

- 1) Items referred by the member's general meeting.
- 2) Items relating to enforcement of the resolution by the member's general meeting.
- 3) Items relating to performance of the Consortium's duties not subject to resolution of the member's general meeting.

3. A meeting of the Board of Directors may be held whenever it is deemed necessary by the president or any of the directors, or at the request of the majority of the current members of the Board of Directors specifying the agenda items of the meeting.

4. The president shall convene the meeting of the Board of Directors, and the president or any of the directors shall act as the chairman at the meeting. To convene a meeting, a written notice or a notice by means of electronic mail of the meeting, stating the place, date and time of the meeting, and agenda items shall be given to each director not less than one week before the date of the meeting. The above rule will not apply to the case in which the president or any of the directors has found the necessity for holding an emergency meeting of the Board of Directors. Subject to the details of activities, an extended meeting of the Board of Directors consisting of directors and other members may be held.

5. At least fifty percent (50%) of all current members of the Board of Directors and the president present shall constitute a quorum at the meeting for the transaction of business, and each agenda item shall be determined by the majority vote of the president and directors combined. Tie votes shall be decided by the chairman at the meeting.

6. Any member who is unable to attend the meeting of the Board of Directors may exercise its voting right for

previously notified items by writing or electronic mail.

Chapter 5. Accounting

(Activities Plan and Annual Budget)

Article 20. The president shall formulate the activities plan and the annual budget for the Consortium, and obtain the approval of the Board of Directors.

(Activities Report and Annual Settlement of Accounts)

Article 21. The president shall prepare the activities report and the annual settlement of accounts without delay at the end of each accounting year, and submit the report and the settlement of accounts to the auditor for its auditing, and obtain the approval of the Board of Directors.

(Special Account)

Article 22. The Consortium may open a special account with the resolution of the Board of Directors if such an account is necessary for performance of official duties.

(Accounting Year)

Article 23. Each accounting year of the Consortium shall start on the first day of April and end on the last day of March.

Chapter 6. Amendment to the Bylaws and Dissolution

(Amendment to the Bylaws)

Article 24. These Bylaws may be amended by a three-quarter vote of the members present at the member's general meeting.

(Dissolution)

Article 25. When the purpose of the Consortium has been accomplished, the Consortium may be dissolved by a three-quarter vote of the members present at the member's general meeting.

(Disposal of Residual Property)

Article 26. In the dissolution of the Consortium, the residual property shall be contributed to any corporation or organization having the similar purpose as the Consortium after the procedure provided for in Article 25 has been followed.

Chapter 7. Supplementary Provisions

(Member's Rights and Obligations)

Article 27. The member may participate in any of the activities sponsored by the Consortium including the investigative study on the navigation system.

2. The member may use the navigation system data disk storage format and the operating procedure in accordance with the "Kiwi-W Consortium Format and Operating Procedure Implementation Rules".

3. The member shall actively contribute to the Consortium's activities defined by the member's general meeting and the Board of Directors.

(Secretariat)

Article 28. The secretariat named "Kiwi-W Consortium Secretariat" shall be established within one of the member-companies to perform clerical work for the Consortium.

2. The secretary-general shall be appointed to the secretariat.

3. The secretariat staff shall be stationed in the secretariat as necessary by the resolution of the Board of Directors.

4. The president shall delegate necessary duties to the secretary-general with the consent of the Board of

Directors.

5. The secretary-general shall externally represent the Consortium to the extent defined by the president with the prior resolution of the Board of Directors.

6. The secretary-general may manage the assets on behalf of the Consortium as instructed by the president.

7. Other necessary items relating to the secretariat and its staff shall be determined by the president with the resolution of the Board of Directors.

(Detailed Enforcement Rules)

Article 29. Those items that are necessary for enforcement of these Bylaws shall be determined with the resolution of the Board of Directors.

(Enforcement Date)

Article 30. These Bylaws shall be enforced on June 1,2001.

Kiwi-W Consortium Dues Policy

The Consortium has established the policy for membership dues as specified below, pursuant to Article 7 of these Bylaws.

(Dues)

Article 1. Annual dues for the Consortium shall be as follows:

For director-company: Corporation or organization participating in the review of the format and the operating procedure, and taking part in the operation of the Consortium, 900,000 yen or 8,000 US dollars.

For ordinary members: All other corporations and organizations, 450,000 yen or 4,000 US dollars.

2. The Consortium may levy special dues as necessary with the resolution of the Board of Directors.

(Payment of Dues)

Article 2. The member shall pay annual dues in full by the last day of May each year.

2. Any member may apply for payment of annual dues in installments. Under the installment plan, the member shall pay half the annual dues by the last day of May for the first half of the membership year starting in April and ending in September and the remaining half by the last day of November for the second half of the membership year starting in October and ending in March of the subsequent year.

3. The Consortium will not refund any previously paid dues for any reason whatsoever.