



The Canadian Chamber of Commerce in Japan
Constitution and By-Laws
as amended June 5, 2003

CONSTITUTION OF THE CANADIAN CHAMBER OF COMMERCE IN JAPAN
(Effective September 18, 1981 as amended 1986, May 31, 1994; June 17, 1997 and June 5, 2003)

ARTICLE I NAME AND OFFICE

This organization shall be known as THE CANADIAN CHAMBER OF COMMERCE IN JAPAN (La Chambre de Commerce Canadienne du Japon in French and the Zai Nichi Canada Shoko Kaigisho in Japanese) (hereinafter the “Chamber”). The Head Office of the Chamber shall be in the city of Tokyo, Japan.

ARTICLE II OBJECTS

The objects for which the Chamber is established are:

- (1) To promote the development of commerce between Canada and Japan;
- (2) To promote measures calculated to benefit and protect the interests in Japan of companies and citizens of Canada;
- (3) To represent, express and give effect to various opinions of the business community of Canada in Japan, regarding trade, commerce, finance, industry, and related matters;
- (4) To collect and disseminate among its members statistical and other information concerning commerce or other undertakings of interest to them;
- (5) To associate and cooperate with other organizations sharing mutual interests;
- (6) To promote facilities for social intercourse among the members, and to hold periodic functions of a social nature, to promote friendship among Canadians and among Canadians and others in Japan; and
- (7) To do any and all other things incidental or related to the above objects.

The operations of the Chamber may be carried on throughout Japan and elsewhere.

ARTICLE III MEMBERSHIP

Membership in the Chamber shall be determined in accordance with the requirements set out in By-Law 1.

ARTICLE IV BOARD OF GOVERNORS

4.1 Mandate of the Board

- (a) Subject to the provisions of the Constitution and Bylaws, the Board (“Board”) directs the business affairs of the Chamber, determines the policies and priorities of the Chamber, and supervises the management of the Chamber.
- (b) Governors are ex-officio members of all committees except the Nominations Committee. In principle, each Governor should be a liaison to a committee.

4.2 Number and qualifications of Board Members

The Board shall consist of a minimum of eight and maximum of fifteen (8 to 15) Members in good-standing of the Chamber, a majority of whom shall be Canadian citizens or landed immigrants.

4.3 Term of Office

- (a) The term of office of all Governors shall be two (2) years, or until their successors are elected or appointed.
- (b) Terms shall commence on the date of election. (delete “or appointment.”)A Governor may serve no more than three (3) consecutive terms, and
- (c) an Officer may serve no more than two (2) consecutive terms in the same Office, except for the President, as provided below.
- (d) A person may hold the office of President for two (2) full terms, provided that such terms are not consecutive.
- (e) Where a person is appointed as an Officer or Governor as a result of a Casual Vacancy, the remaining term of such person’s predecessor shall not be counted for the purpose of calculating consecutive terms of office.

4.5 Embassy Liaison

The Board may request the Canadian Ambassador to appoint a representative from the Canadian Embassy to be an *ex-officio* liaison between the Embassy and the Chamber for a two-year renewable term.

ARTICLE V OFFICERS

5.1 Types of Officers

The Chamber has the following officers who shall concurrently be Governors:

- President
- Vice-President(s)
- Treasurer
- Corporate Secretary

5.2 Qualifications

The President and at least one Vice-President shall be Canadian citizens or landed immigrants of Canada. The President and Vice-President(s) shall reside in Japan.

5.3 Duties of Officers

The Officers shall perform the duties prescribed by the Bylaws and Robert’s Rules of Order.

ARTICLE VI ELECTION OF THE BOARD OF GOVERNORS

Governors and Officers shall be elected by a secret ballot vote of all Members in good-standing in an Annual General Election to be held in accordance with the By-Laws.

ARTICLE VII CHAMBER MEETINGS

7.1 General Meeting

The Chamber shall hold an Annual General meeting within 90 days of the end of the fiscal year. Notice of the meeting, which may be in the form of Appendix 4 to the By-Laws, shall be sent to all Members at least fourteen (14) calendar days prior to the meeting and shall include the following agenda:

- (1) Report on the Election of the Board;
- (2) Annual Report from the President;
- (3) Approval of the audited financial statements for the preceding fiscal year.

- (4) Appointment of independent auditors or an audit committee of non-Governors;
- (5) Other business deemed appropriate by the Board or raised by any Member who has the right to vote.

7.2 Convening a Chamber Meeting

The President shall call meetings of the Members as required by the Constitution and By-Laws, upon a Board resolution, upon the written request of fifteen (15) members, or at his/her discretion.

7.3 Quorum and Ordinary Resolutions

Twenty-one (21) Members in good standing who have the right to vote and are present at any general meeting of the Members shall constitute a quorum.

Ordinary resolutions at a general meeting of the Members shall be passed upon the affirmative vote of a majority of the Members who have the right to vote and are present and voting, unless otherwise provided herein.

ARTICLE VIII VOTING RIGHTS

8.1 Votes

Members in good-standing have the right to one vote, provided that Associate Members may not vote.

8.2 Proxies

If a Member is unable to personally exercise his/her right to vote, the Member may appoint a proxy by giving the proxy a dated, signed proxy form, in a form acceptable to the Corporate Secretary.

8.3 Tie Votes

The Presiding Officer of a Board or Chamber meeting shall vote only in the case of a tie vote.

ARTICLE IX BY-LAWS

9.1 The Chamber shall have By-Laws for the administration of the Chamber.

9.2 The By-Laws may be amended at a Board meeting upon the affirmative vote of two-thirds of the Board, provided that the proposed amendments have been sent in writing to the Governors seven (7) calendar days prior to the meeting.

9.3 The Board shall arrange for copies of the amendments to be sent by mail, facsimile or electronic mail to all Members or posted on the Chamber website and submitted to the Members at the next meeting of the Chamber.

ARTICLE X AMENDMENTS TO THE CONSTITUTION

- 10.1** Amendments to the Constitution may be proposed by any Member by submitting a proposed amendment to the Board through the President or Corporate Secretary
- 10.2** The Board shall consider the proposal and present their recommendations to the next meeting of the Members.
- 10.3** The proposed amendment must be included in the notice to Members of the general meeting at which the amendment shall be voted upon.

Amendments to the constitution may be adopted upon the affirmative vote of two-thirds of the Members who have the right to vote and are present and voting.

ARTICLE XI NOT FOR PROFIT

The Chamber shall carry on its operations without pecuniary gain to its Members. The Members possess no equity ownership rights over the property of the Chamber, and any profits or other accretions to the Chamber are to be used in promotion of its objects.

ARTICLE XI EFFECTIVE DATE

This Constitution shall be effective from September 18, 1981 and any amendments shall become effective upon being adopted as provided herein.

BY-LAWS OF THE CANADIAN CHAMBER OF COMMERCE IN JAPAN
(as amended June 5, 2003)

BY-LAW 1 MEMBERSHIP

1.1 Membership

There shall be 8 categories of membership, namely:

- 1.1.1 Corporate
- 1.1.2 Affiliate Corporate
- 1.1.3 Small Business/Professional
- 1.1.4 Individual
- 1.1.5 Special
- 1.1.6 Non-resident Corporate
- 1.1.7 Non-resident Individual
- 1.1.8 Associate

1.2 Eligibility

Eligibility for membership and membership classification in each of the following categories shall be determined by the Board in its sole discretion:

1.2.1 Corporate

A corporation, partnership, private or governmental agency/association or educational institution, located in Japan having an executive member who has an interest in the goals and objectives of the Chamber.

1.2.2 Affiliate Corporate

An employee of a corporation which holds Corporate Membership in the Chamber.

1.2.3 Small Business/Professional

- (a) A corporation, partnership, private or governmental agency/association or educational institution in Japan with fewer than ten (10) employees.
- (b) An employee of a non-profit organization in Japan.
- (c) An employee who does not hold a senior management position in a corporation, partnership, private or governmental agency/association or educational institution in Japan that would otherwise be required to hold a Corporate Membership.

1.2.4 Individual

An individual, of any nationality, resident in Japan who has an interest in the goals and objectives of the Chamber and is not joining the Chamber as a representative of a corporation, partnership, private or governmental agency/association or educational institution. (Individual Members will be recorded by their name, home address and profession.)

1.2.5 Special

(a) Honourary

A maximum of ten (10) individuals who are considered by the Board to be distinguished in their fields and who support the objectives of the Chamber.

(b) Other

An individual, who for reasons specified by the Board, is granted a complimentary or discount membership with the Chamber.

1.2.6 Non-resident Corporate

A corporation, partnership, private or governmental agency/association or educational institution, resident outside of Japan, having an individual with an interest in the goals and objectives of the Chamber.

1.2.7 Non-resident Individual

An individual residing outside of Japan who has an interest in the goals and objectives of the CCCJ and is not joining the CCCJ as a representative of a corporation, partnership, private or governmental agency/association or educational institution. (Individual Members will be recorded by their name, home address and profession.)

1.2.8 Associate

An individual who is between the ages of 20 and 32 and currently enrolled in the Canada Working Holiday Program. Memberships in this category are valid for a maximum of one year.

1.3 Resignation

A Member may resign by sending a written notice to the Executive Director or Corporate Secretary, effective upon acceptance by the Board.

1.4 Expulsion or Suspension

- (a) The Board may expel or suspend a Member in the following circumstances upon prior written notice to the Member and an affirmative vote of the Board. The Member shall be given the opportunity to explain his/her actions to the Board prior to the vote of the Board:
 - (i) a Member's conduct and continued membership is considered by the Board to be detrimental to the Chamber;
 - (ii) a Member's dues are four months in arrears without satisfactory reason.
- (b) In the case of expulsion pursuant to Article 3.4 (a)(i) above, the individual has the right to appeal the Board's decision at the Annual General Meeting or other general meeting. A majority vote of voting Members in attendance shall be required to overturn the Board's decision.

1.5 Dues

Fees and dues may be payable as determined from time to time by the Board.

1.6 Application for Membership

1.6.1 Application

Application for membership, except Honorary membership, shall be submitted to the Board on a form approved by the Board.

1.6.2 Application Form

The application form shall include the name, nationality, address and telephone and facsimile number of the applicant; nature of the applicants business or activity, and any other information as the Board may require.

1.6.3 Election to Membership

- (a) The Membership Committee or the Executive Director shall review the application and present recommendations to the Board at the next Board meeting, or as may otherwise be arranged.
- (b) Promptly after election to membership, the applicant shall be so notified by the Executive Director or the Membership Committee Chair, and may be provided with a copy of the Constitution and Bylaws of the Chamber and a certificate of membership signed by the President.

BY-LAW 2 FEES AND DUES

- 2.1 The Board shall determine the membership dues for each category of membership and such other fees and dues as it deems appropriate from time to time.
- 2.2 Fees and dues are non-refundable and payable in advance.

BY-LAW 3 BOARD OF GOVERNORS

3.1 Business Plan

At least one month before the fiscal year end, the Board should discuss and adopt a business plan to implement the policies and priorities of the Chamber for the next fiscal period.

3.2 Board Meetings

The Board shall regularly call and arrange its own meetings and administer its own proceedings. Board meetings may be called by the President or any Governor upon notice to all Governors.

(Amendment June 2007)

Attendance at a Board meeting may be either in person or by feasible means of telecommunication.

3.3 Quorum for Board Meetings

A majority of the Governors shall constitute a quorum at any meeting of the Board.

3.4 Duties of Officers

The Officers of the Chamber shall have the following duties, including such other duties applicable to each Officer as prescribed by Robert's Rules of Order:

3.4.1 President

The President is the official representative of the Chamber; convenes and presides over meetings of the Board and Chamber; calls for committees of the Chamber subject to the approval of the Board; ensures that all policy decisions facing the Chamber are given due deliberation, and attempts to reconcile competing objectives and priorities.

3.4.2 Vice-President(s)

A Vice-President convenes and presides over meetings of the Board and Chamber in the absence of the President; performs the duties of the President in the absence of the President and performs such duties as may be designated by the President or Board.

3.4.3 Treasurer

The Treasurer prepares and maintains in an approved and accurate manner the accounting and financial statements of the Chamber; prepares and submits the annual budget of the Chamber to the Board and Chamber for approval; reports to the Board and Chamber on the financial status of the Chamber as required by the President or Board; and performs such duties as may be designated by the President or Board.

3.4.4 Corporate Secretary

The Corporate Secretary records and keeps a record at the Chamber office of the proceedings of the Board and Chamber meetings; ensures minutes and records are available to members upon request; and convenes and presides over meetings in the absence of the President and Vice-President, until the election of a temporary Chairman of the meeting; and performs such duties as may be designated by the Board or President.

3.5 Casual Vacancies in Officer Positions

- (a) If an Officer has declined to serve, resigned, been unable to fulfill his/her duties due to personal reasons or been removed, the Board may fill the vacancy in that Officer position by appointing a current Governor or, if such Officer has also resigned his/her Board position, a Member in good-standing concurrently with such Member's appointment as a Governor pursuant to the By-Laws.
- (b) The appointee, if a current Governor, shall serve for the remainder of his/her term or, if a Member, shall serve for the remaining Board term of the previous Officer.

3.6 Resignation, Removal of Officers

The provisions in these By-Laws for the resignation and removal of Governors shall apply *mutatis mutandis* to Officers.

3.7 Resignation of Board Members

- (a) A Governor may resign from the Board by sending a written resignation to the Board through the President or Corporate Secretary.
- (b) The resignation shall be effective upon acceptance by the Board or the date specified in the resignation, whichever is later.

3.8 Removal of Governors

- (a) A Governor may be removed with cause by a resolution of the Board for neglect of duties in office or conduct which brings the Chamber into disrepute.
- (b) A Governor may be removed at any time by an ordinary resolution at a meeting of the Members.

3.9 Casual Vacancies on the Board

- (a) If a Governor has declined to serve, resigned, been unable to fulfill his/her duties due to personal reasons or been removed, the Board may appoint a Member in good-standing to fill a vacancy on the Board pursuant to By-Law 5.3.2.
The appointee shall serve for the remaining term of the previous Governor.

3.10 Conflict of Interest

3.10.1 A Governor who is personally, or is related to a person who is:

- (a) a party to a material transaction or proposed material transaction with the Chamber; or
- (b) a director, officer, partner or majority shareholder in a corporation or partnership which is a party to a material transaction or proposed material transaction with the Chamber,

shall disclose in writing to the Board, and shall have recorded in the Minutes of the Board meeting, the nature and extent of his/her interest.

3.10.2 The Governor shall disclose the conflict of interest:

- (a) at the first meeting at which the transaction is considered;
- (b) at the first meeting after the Governor becomes interested in the transaction;
- (c) as soon as s/he becomes aware that the transaction may be or has been considered by the Board.

3.10.3 A Governor in a conflict of interest may not be present during Board discussions on the transaction, and shall not vote on any resolution regarding the transaction, although s/he may be counted to determine the presence of a quorum for any Board meeting during which the transaction

is discussed.

3.10.4 A Governor acting honestly is not accountable to the Chamber or its Members for any profit or gain realized from such transaction by reason only of his or her office as Governor, and the transaction, if reasonable and fair to the Chamber at the time it was approved, is not void or voidable by reason of the Governor's interest, if:

- (a) the transaction is approved by a special resolution of the members at a Chamber meeting called for that purpose;
- (b) the nature and extent of the Governor's interest in the transaction are disclosed in reasonable detail in the notice calling for the meeting.

BY-LAW 4 SIGNING AUTHORITIES

The Board shall designate three authorized signatories two of whom are required for an expenditure of the Chamber in excess of 500,000 yen, unless otherwise directed by the Board.

BY-LAW 5 NOMINATIONS

5.1 Nominations Committee

The President, subject to the approval of the Board, shall appoint a Nominations Committee of three (3) to five (5) Members, one of whom shall be a Governor. The President shall designate one member of the Nominations Committee as Chairperson.

5.2 Mandate

- (a) The Nominations Committee shall function throughout the year at the call of the Board to actively solicit and receive nominations to fill Board vacancies.
- (b) The members of the Nominations Committee shall exert their best efforts to obtain more nominations than there are positions to be filled and to ensure that the nominees broadly represent the Members, including corporate, individual and Japanese Members.
- (c) The Nominations Committee shall consider nominees from regions other than the Kanto region. In principle, any region which comprises thirty (30) members or more shall be represented on the Board.

5.3 Call for Nominations

5.3.1 Elections

- (a) The members of the Nominations Committee should meet not later than February 1 of each year to prepare to solicit and receive nominations for positions on the Board for the Annual Election.
- (b) On or about February 15 of each year, the Nominations Committee shall forward a notice to all Members in good-standing to solicit nominations for all available positions on the Board. This notice may be in the form of Appendix I (a) and I(b).

5.3.2 Casual Vacancies

- (a) Upon Board approval, the President shall request the Nominations Committee to solicit and recommend nominees to fill a Board vacancy arising under By-Law 3.8, or call for an extraordinary Election.
- (b) If there is only one (1) nominee for a Casual Vacancy, the nominee shall assume his/her duties upon appointment by the Board. If there is more than one (1) nominee to fill a Casual Vacancy, the

nominee with the majority of votes of the Board in a secret ballot vote shall be appointed to the Board.

5.4 Nominations

- 5.4.1 Upon receipt of nominations, the Nominations Committee shall confirm that each nominee:
- (a) is a Member in good-standing;
 - (b) has consented to stand for election or appointment;
 - (c) has served no more than two (2) consecutive terms as an Officer or Governor.

5.5 Report of the Nominations Committee to the Board

- 5.5.1 The Chairperson of the Nominations Committee shall present a Report of the Nominations Committee to the Board at a Board meeting at least 60 days prior to the Annual General Meeting. The Report may be in the form of Appendix 2 and shall comprise a list of nominees recommended by the Nominations Committee for the positions of Officers and Governors.
- 5.5.2 The Board shall review the Report and satisfy itself that the Report of the Nominations Committee was compiled in accordance with the Constitution and By-Laws.
- 5.5.3 A Report of the Nominations Committee, which has not been reviewed by the Board, shall be invalid.

5.6 Alternate Nominees

Upon Board approval of the Report and prior to sending the Ballot of nominees to the Members, the Nominations Committee shall contact the nominees who were not included in the recommended slate of nominees to ask whether they wish to have their names included as alternate nominees on the Ballot for the Board.

BY-LAW 6 ELECTIONS

6.1 Board Elections

- (a) Three to six Governors shall be elected annually for a term of two years. (Six of the nominees to be elected at the 1994 Annual Election shall be elected for a term of one year.)
- (b) The President shall be elected for a term of two years.

6.2 Call for Annual Election

Upon Board approval of the Report of the Nominations Committee, the Board shall call for an Annual Election to be held by secret mail ballot.

6.3 Election Ballot

- (a) The ballot may be in the form of Appendix 3, be marked in an appropriate manner to ensure the accuracy and integrity of the election process, and specify the closing date for receipt of returned ballots, which shall be not more than 14 days after the ballots have been sent to the members and not less than 14 days prior to the Annual General Meeting.
- (b) The Board shall arrange for one ballot to be sent to each Member not more than 14 days after the Report of the Nominations Committee was presented to the Board.

6.4 Election Supervision Committee

Upon the calling of an Annual Election by the Board, the President, subject to the approval of the Board, shall appoint an Election Supervision Committee of one (1) to three (3) Members in good-standing.

6.5 Mandate

The Election Supervision Committee shall

- (a) supervise the receipt and counting of returned valid ballots;
- (b) conduct the Annual Election: and
- (c) certify and report the results of the Annual Election to the Members at the Annual General Meeting.

6.6 Return of Ballots

- (a) Members in good standing have the right to one vote. Completed ballots shall be returned to the Election Supervision Committee or the person otherwise designated by the Board.
- (b) An election may be conducted upon receipt of a minimum total of fifteen (15) valid ballots. If fifteen (15) valid ballots are not received, the Annual Election may be held at the Annual General Meeting of the Members by a secret ballot vote.

6.7 Election Results

- (a) The slate of nominees under Appendix 3 shall be elected by a majority vote of the returned valid ballots.
- (b) If the slate of nominees is rejected by a majority vote, the Nominations Committee shall present an alternative slate of nominees at the Annual General Meeting of the Members where a vote shall be held by secret ballot.
- (c) A tie vote for a position on the slate shall be resolved by a secret ballot vote of the outgoing Board. Such vote shall take place at a Board meeting prior to or at the Annual General Meeting. Nominees who outgoing Governors shall be disqualified from a vote concerning their election.

6.8 Report on Election Results and Discharge of Election Supervision Committee

- (a) The Election Supervision Committee shall prepare and submit to the Corporate Secretary or Treasurer in the absence of the Corporate Secretary, a certified report of the election results.
- (b) The Chairman of the Election Supervision Committee shall present the Election results to the Members at the Annual General Meeting, after which the Election Supervision Committee may be discharged.

BY-LAW 7 COMMITTEES OF THE BOARD

7.1 The Chamber may establish Standing Committees from time to time, which may include the following, whose functions shall be determined by the President and Board:

1. Membership
2. Finance/Administration
3. Events
4. Publications
5. Nominations
6. Maple Leaf Ball
7. Regional Committees

7.2 In principle, Committee Chairpersons should be selected by the members of each committee.

7.3 All Committees shall make annual and interim reports as requested by the Board, and should have a Board liaison.

- 7.4** Any Member residing in a region of Japan which has a minimum of 30 Members may apply in writing to the President seeking recognition as a Regional Committee. The President shall consult with the Board and the Membership Committee regarding such application.

BY-LAW 8 ACCOUNTS

8.1 Fiscal Year

The fiscal year of the Chamber shall be April 1 to March 31 inclusive.

8.2 Accounts

The Treasurer shall maintain accurate accounts for the Chamber.

8.3 Audit of Accounts

The accounts shall be audited and certified annually by independent auditors designated by the Board or an audit committee appointed at the Annual General Meeting.

BY-LAW 9 PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Chamber, unless inconsistent with the Constitution or these By-Laws.

BY-LAW 10 EXECUTIVE DIRECTOR

10.1 Function

Subject to the policies of the Board and an employment contract with the Chamber, the Executive Director is responsible for managing and operating the Chamber office, including the planning, development, initiation and implementation of policy, programmes, administration and operations (personnel, finance, office administration, procedures, etc.) related to all activities of the Chamber.

10.2 Business Plan

At least two months before the fiscal year end and in consultation with the President, the Executive Director should submit to the Board a business plan proposing draft policies and goals of the Chamber for the next fiscal period.

10.3 Board Relationship

- (a) The Executive Director reports to the President, acts under the direction of the President and the Board, and communicates on a regular basis with the Board.
- (b) In the absence of the President, the Executive Director may consult with and report to the Vice-President and other Governors.
- (c) The Executive Director shall not be a Governor, and no other employee of the Chamber shall be a Governor.

10.4 Selection Process

The Executive Director shall be selected by the Board after a publicized search for a suitable candidate.

10.4 Employment Agreement

- (a) The President shall review the Executive Director's employment agreement with the Board before signing such agreement on behalf of the Board.
- (b) Compensation provisions or payments, including merit/performance bonuses shall be determined by the President in consultation with a sub-committee on remuneration consisting of the President, Vice-Presidents, Treasurer and Corporate Secretary.
- (c) Employment agreements for Chamber staff other than the Executive Director shall be managed by the Executive Director provided that the Executive Director shall obtain Board approval of the content of such agreements in advance and shall report to the Board at least annually on the status of such agreements.

BY-LAW 11 SUSPENSION OF OPERATIONS, LIQUIDATION OR DISSOLUTION

If upon suspension of Chamber operations or liquidation or dissolution of the Chamber, any assets remain after satisfaction of its debts and obligations, such property shall be placed in the custody of an agency of the Canadian Government, which the Board may select.

Appendix I(a)

**CALL FOR NOMINATIONS
TO THE CCCJ BOARD OF GOVERNORS**

[date]

The Nominations Committee hereby calls for nominations to the CCCJ Board of Governors for positions commencing at the upcoming Annual General Meeting in [month] .

The following positions are available:

[position]

[term]

As a Member you are entitled to nominate fellow Members to the above positions. If you wish to nominate more than one Member, please copy this form and submit one nomination on each form. If you wish to be nominated, please request another Member to nominate you.

Please return the nomination form below to the Chairperson of the Nominations Committee at the facsimile number below before [2 weeks later] _ , year ____ .

--

NOMINATION

To: _____

Chairperson, Nominations Committee

Facsimile Number: _____

I, _____, am a Member in good standing of the Canadian Chamber of Commerce in Japan and nominate _____ to the position of _____ on the Board of Governors for the 200_ to 200_ term.

I have discussed this nomination with the nominee, who has consented to the nomination.

(Signature)

Appendix I(b)

CALL FOR NOMINATIONS TO THE CCCJ BOARD OF GOVERNORS

BOARD MEMBER RESPONSIBILITIES

The CCCJ is governed by an 8 to 15 member Board of Governors elected by the Members of the CCCJ.

The Governors' mandate is to direct the business affairs of the Chamber, determine the policies and priorities of the Chamber and supervise the management of the Chamber.

As representatives of the Members of the Chamber, the Governors establish strategic objectives, approve major financial transactions, and review and approve operating budgets to ensure that the Chamber is managed to meet the needs of the Members and maintain financial stability.

In principle, Governors serve for terms of two (2) years and meet approximately ten (10) times a year. In addition, most Governors serve on one or more committees to deal with specific issues.

Prospective Governors come from all walks of life and bring varied experience to the Chamber Board. All Governors share an interest in business between Canada and Japan and a desire to work to help the Chamber reach its objectives.

Appendix 2

REPORT OF NOMINATIONS COMMITTEE TO THE BOARD

[date]

The Call for Nominations was faxed to all CCCJ Members on _____ by the CCCJ office and indicated that the following positions are available:

I. The following nominations were received:

Nominee	Affiliation	Membership Category	Nominated by	Date
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____

Total Nominees: _____

II. The following list of nominees is recommended:
[positions of returning Officers/Governors to be marked with an *]

Position	Nominee
PRESIDENT	_____
VICE-PRESIDENT	_____
VICE-PRESIDENT	_____
TREASURER	_____
CORPORATE SECRETARY	_____
GOVERNORS AT LARGE [3 to 6 positions annually, for a total of 8 to 15 Governors]	_____ _____ _____ _____ _____ _____

Nominations Committee Chairman
[Name]
[Telephone and Facsimile Numbers]

Appendix 3

PROPOSED SLATE OF NOMINEES FOR THE BOARD OF GOVERNORS 200

The Nominations Committee has proposed, and the current Board of the CCCJ has approved, the following list of nominees to serve as the Board for the 2000 - term

_____ Chamber members were nominated for the Board following the "Call for Nominations" sent to all Members on _____, 200__.

Please indicate your concurrence with the proposed slate by placing an "X" in the appropriate box, or indicate your preferred slate by crossing out the name(s) of any individual(s) whom you wish to vote against and write in the name of an alternative(s) in the space(s) allocated below. (Please note that candidates must have agreed to stand for election.) THIS BALLOT IS ANONYMOUS AND CONFIDENTIAL.

I vote "YES" for the proposed slate _____

SECRET BALLOT #

I vote "NO" for the proposed slate _____

NAME	POSITION	AFFILIATION	TERM OF OFFICE
	President		
	Vice-President		
	Vice-President, Japanese Liaison		
	Treasurer		
	Corporate Secretary		
	Embassy Liaison, Ex Officio		
	Governors at Large		

Alternative Names

If you have any questions, please contact:

_____ Chair, Nominations Committee Tel: _____ or
The CCCJ Office Tel:

Please return this ballot no later than [minimum 2 weeks prior to AGM] by mail or fax to:
Name, address, fax number

Appendix 4

CANADIAN CHAMBER OF COMMERCE IN JAPAN

Official Notice of Annual General Meeting

ANNUAL GENERAL MEETING

Pursuant to Article VII of the CCCJ Constitution, the Annual General Meeting will be held as follows:

Date:

Time:

Place:

AGENDA

1. Report on the Election of the Board of Governors and Officers;
2. Annual report from the President;
3. Approval of the audited financial statements for the preceding fiscal year;
4. Appointment of independent auditors or an audit committee of non-Governors;
5. Other business.

By resolution of the Board of Governors.

President