The Canadian Chamber of Commerce in Japan By-Laws

BY-LAWS OF THE CANADIAN CHAMBER OF COMMERCE IN JAPAN

(as amended March 8, 2013, June 11, 2014, May 13, 2015,
September 16, 2015, June 28, 2018, July 1, 2020, and May 20, 2026)

BY-LAW 1 – MEMBERSHIP

1.1 Membership

There shall be ten (10) categories of Chamber membership as follows:

1.1.1 Sustaining

1.1.2 Corporate

1.1.3 Small Business

1.1.4 Individual

1.1.5 Non-Kanto Sustaining

1.1.6 Non-resident Corporate

1.1.7 Non-resident Individual

1.1.8 Young Professional

1.1.9 Honorary Advisor

1.1.10 Partner

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 **Sustaining**

A corporation, partnership, private or governmental agency/association or educational institution located in Japan that, in addition to meeting the criteria for Corporate Membership, elects to support the Chamber at a higher level, reflecting a sustained commitment to its objectives and benefiting from increased visibility, engagement, and participation opportunities.

1.2.2 **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 objectives of the Chamber.

1.2.3 **Small Business**

(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 be a Corporate Member.

1.2.4 **Individual**

An individual of any nationality resident in Japan who has an interest in the 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 **Non-Kanto Sustaining**

A corporation, partnership, private or governmental agency/association or educational institution located outside of the Kanto region that, in addition to meeting the criteria for Corporate Membership, elects to support the Chamber at a higher level, reflecting a sustained commitment to its objectives and benefiting from increased visibility, engagement, and participation opportunities.

1.2.6 **Non-Kanto Corporate**

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

1.2.7 **Non-Kanto Individual**

An individual residing outside of the Kanto region who has an interest in the 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 registered using their name, home address, and profession.

1.2.8 **Young Professional**

An individual up to the age of 35 who has an interest in the 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. (Young Professional Members will be recorded by their name, home address and profession.)

1.2.9 **Honorary Advisor**

(a) The Board may appoint up to a maximum of twelve (12) individuals who are considered by the Board to be distinguished members of the business and government community and who support the objectives of the Chamber to act as honorary advisors to the Chamber without executive, supervisory or managerial powers ("Honorary Advisors" in English and "名誉顧問" (*Meiyo Komon*) in Japanese).

(b) The Honorary Advisors together shall be referred to as the Honorary Board of Advisors in English and "名誉顧問会" (*Meiyo Komon Kai*) in Japanese (the "HBA") and the Board may at any time select one of the Honorary Advisors to be the chair of the HBA.

(c) The Board may draft and amend from time to time a document setting forth the principles and mandate of the HBA and this document shall be called the "Charter of the Honorary Board of Advisors".

(d) The Board may draft and amend from time to time a document setting forth the detailed rules and provisions of the HBA including terms of office and other administrative matters and this document shall be called the "Terms of Reference of the Honorary Board of Advisors".

1.2.10 **Partner**

(a) 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) An individual, corporation, partnership, private or governmental agency/association or education institution who, for reasons specified by the Board, is granted a complimentary or discount membership with the Chamber.

1.3 Withdrawal of Membership

A Member may withdraw from membership in the Chamber by sending a written notice of withdrawal to the Executive Director of the Chamber, such withdrawal to be effective upon receipt of the written notice by the Executive Director of the Chamber.

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 its/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; or

(ii) a Member's dues are four months in arrears without satisfactory reason.

(b) In the case of expulsion pursuant to By-Law 1.4 (a)(i) above, the Member has the right to appeal the Board's decision at the next Annual General Meeting or special general meeting. A majority vote of voting Members in attendance at the Annual General Meeting or special general meeting shall be required to overturn the Board's decision to expel a Member.

(c) In the case of suspension pursuant to By-Law 1.4 (a)(i) above, the Member shall be considered to not be in good standing for the duration of the suspension.

1.5 Application for Membership

1.5.1 Application

Application for membership, except for membership as an Honorary Member, shall be submitted to the Board in a form approved by the Board.

1.5.2 **Application Form**

The application form shall include the name, nationality, address, e-mail address and telephone number of the applicant, the nature of the applicant's business or activity, and any other information as the Board may require.

1.5.3 **Acceptance 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 acceptance of the applicant to membership in the Chamber by the Board, the applicant shall be so notified by the Executive Director or the Membership Committee Chair and, upon request by the applicant, may be provided with a copy of the Constitution and By-Laws of the Chamber and a certificate of membership signed by the Chair.

BY-LAW 2 – FEES AND DUES

2.1 The Board shall determine the membership dues for each category of membership of the Chamber and such other fees and dues payable to the Chamber as it deems appropriate from time to time.

2.2 Fees and dues are non-refundable and payable to the Chamber 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 year.

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 Chair or any other Governor upon notice to all Governors. 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:

3.4.1 Chair

The Chair is the official representative of the Chamber, convenes and presides over meetings of the Board and Annual General Meetings and special general meetings of the Members, calls for formation of 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-Chair(s)

A Vice-Chair convenes and presides over meetings of the Board and Annual General Meetings and special general meetings of the Members in the absence of the Chair, performs the duties of the Chair in the absence of the Chair and performs such duties as may be designated by the Chair 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 the Members for approval, reports to the Board and the Members on the financial status of the Chamber as required by the Chair or Board, and performs such duties as may be designated by the Chair or Board.

3.4.4 Corporate Secretary

The Corporate Secretary records and keeps a record at the Chamber office of the proceedings of Board meetings and the Annual General Meetings and special general meetings of the Members, ensures minutes and records are available to Members upon request, and convenes and presides over meetings in the absence of the Chair and Vice-Chair until the election of a temporary chair of the meeting, and performs such duties as may be designated by the Board or Chair.

3.4.5 Immediate Past Chair

Any serving member of the Board who, immediately prior to election thereto, was serving as Chair of the Chamber shall be entitled to use the title “Immediate Past Chair” or “Chair Emeritus of the CCCJ” in English or “前会長” (*Zen Kaichou*) in Japanese.

3.5 Casual Vacancies in Officer Positions

(a) If an elected Chair or Vice-Chair 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.

(b) A Governor appointed as Chair or Vice-Chair by the Board pursuant to By-Law 3.5(a) shall serve as Chair or Vice-Chair, as the case may be, for the shorter period of the remainder of his/her term of office

as Governor and the remaining term of office as Chair or Vice-Chair, as the case may be, of the vacated 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 Chair 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 an Annual General Meeting or special general meeting of the Members.

3.9 Casual Vacancies on the Board

If a Governor has declined to serve, resigned, or been unable to fulfill his/her duties due to personal reasons or been removed, the Board may appoint a Member in good standing with the Chamber to fill the vacancy on the Board pursuant to By-Law 5.3.2. The appointee shall serve for the remaining term of office of the vacated 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 a Board meeting, the nature and extent of his/her interest.

3.10.2 The Governor shall disclose the conflict of interest at the earliest of

(a) the first meeting at which the transaction is considered,

(b) the first meeting after the Governor becomes interested in the transaction, and

(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 special general meeting of the Members called for that purpose, and

(b) the nature and extent of the Governor's interest in the transaction are disclosed in reasonable detail in the notice calling for the special general meeting of the Members.

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 Japanese yen, unless otherwise directed by the Board.

BY-LAW 5 – NOMINATIONS

5.1 Diversification Policy

The Nominations Committee shall ensure the recruitment of diverse candidates from among the following perspectives:

(a) representation from pertinent industries, sectors, and professional expertise;

(b) both sides of the Japan-Canada relationship;

(c) gender-balance in senior leadership and candidates;

(d) intergenerational balance among candidates under/over 45 years of age;

(e) inclusion of LGBTQ candidates, including trans and non-binary individuals;

(f) candidates with mobility challenges or other physical disabilities.

5.2 Nominations Committee

(a) Within 30 days after each Annual General Meeting, the Chair, subject to the approval of the Board, shall appoint a Nominations Committee of three (3) to five (5) Members, at least one of whom shall be a Governor, to serve until the next Annual General Meeting. In compliance with the spirit of the diversification policy set forth in By-Law 5.1 (the "Diversification Policy"), the Nominations Committee membership will reflect commitments to gender balance and the diversity of the Chamber membership. Where possible, the Nominations Committee will include at least one Member who is the age of 45 years or younger.

(b) The Chair shall designate two members of the Nominations Committee as Nominations Committee Co-Chairs, at least one of whom shall be a Governor. A Nominations Committee Co-Chair may only be a Governor if that Governor will not be running in the next election. In compliance with the spirit of the

Diversifications Policy, the Nominations Committee Co-Chairs will model gender balance.

5.3 Mandate and Diversification Strategy

(a) The Nominations Committee shall function throughout the period starting from its appointment until the next Annual General Meeting or otherwise at the call of the Board to actively solicit and receive nominations of candidates to fill any Chair, Vice-Chair or other Board vacancies that will arise as a result of the ends of the terms of office of any Chair, Vice-Chair or other Governors upon the next Annual Election.

(b) The Nominations Committee shall exert its best efforts to obtain more nominations than there are positions to be filled.

(c) The Nominations Committee shall exert its best efforts to recruit a diverse group of candidates that generally reflects the Diversification Policy and, more specifically, includes at least two (2) candidates who are the age of 45 years or younger and achieves a gender balance where at least 40% of the candidates are female and at least 40% of the candidates are male (the "Diversification Goals").

(d) The Nominations Committee shall consider candidates from regions other than the Kanto region.

(e) The Nominations Committee shall remain impartial when serving in its capacity as the Nominations Committee, shall not recommend one candidate over another and shall not recommend any member of the Nominations Committee for election to any office.

5.4 Call for Nominations

5.4.1 Elections

(a) The members of the Nominations Committee should meet at least six (6) months prior to the election each year to prepare to solicit and receive nominations for vacancies that will arise as a result of the ends of the terms of office of any Chair, Vice-Chair or other Governors for the annual election that shall be held prior to the Annual General Meeting each year (the "Annual Election").

(b) The Nominations Committee shall send a notice to all Members in good standing with the Chamber at least four (4) months prior to the Annual Election to solicit nominations for all vacancies that will arise as a result of the ends of the terms of office of any Chair, Vice-Chair or other Governors. The responsibilities of the Board may be explained in a notice in the form of Appendix 1.

5.4.2 Casual Vacancies

(a) Upon Board approval, the Chair shall request the Nominations Committee to solicit and recommend nominees for a Governor position to fill a casual vacancy on the Board arising under By-Law 3.9. The Nominations Committee shall consider the Diversification Policy when soliciting and recommending nominees to fill a casual vacancy on the Board.

(b) If there is only one (l) nominee for Governor to fill a casual vacancy, the nominee shall assume his/her duties upon appointment by the Board. If there is more than one (1) nominee for Governor 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.

5.5 Nominations

5.5.1 Upon receipt of nominations, the Nominations Committee shall confirm that each nominee

(a) is a Member in good standing with the Chamber,

(b) has consented to stand for election or appointment, and

(c) if nominated for Chair or Vice-Chair, has not already been serving as Chair or Vice-Chair for the last two (2) consecutive terms.

5.6 Report of the Nominations Committee to the Board

5.6.1 The Nominations Committee Co-Chairs shall present a report of the Nominations Committee to the Board, either electronically or otherwise, at least two (2) months prior to the Annual Election. The report shall list the nominated candidates eligible to be elected to fill vacancies that will arise as a result of the ends of the terms of office of any Chair, Vice-Chair or other Governors and shall provide a detailed summary of the Nomination Committee's efforts to recruit a diverse group of candidates that generally reflects the Diversification Policy and an assessment of the extent to which the Diversification Goals have been achieved.

5.6.2 The Board shall review the report of the Nominations Committee and satisfy itself that the Nominations Committee exerted its best efforts to recruit a diverse group of candidates that generally reflects the Diversification Policy and achieve the Diversification Goals.

5.6.3 No later than two (2) weeks after the report has been presented, either electronically or otherwise, to all the Governors, the Board shall hold a Board Meeting at which the report of the Nominations Committee may be approved upon the affirmative vote of two-thirds of the Governors who are entitled to vote and are present and voting at the Board meeting, provided that the report has been presented, either electronically or otherwise, to all the Governors at least seven (7) calendar days prior to the Board meeting.

5.6.4 In the event that the Board does not approve the report of the Nominations Committee pursuant to By-Law 5.5.3, the Nominations Committee shall exert additional best efforts to rectify any shortfall in respect of the Diversification Goals by the deadline for finalizing the list of candidates for the Annual Election and shall report to the Board, either electronically or otherwise, on its additional best efforts prior to the Annual General Meeting. The Chair shall then, on behalf of the Board, present the Nomination Committee's report on its efforts and additional efforts to achieve the Diversification Goals to the Members at the Annual General Meeting.

BY-LAW 6 – ELECTIONS

6.1 Board Elections

(a) Half (rounded up or down if necessary as the case may be) of the Board of Governors not running for election as Chair and Vice-Chair shall be elected annually for a term of two (2) years.

(b) The Chair and Vice-Chair shall be elected for a term of two (2) years.

6.2 Call for Annual Election

The Board shall, by notice to all members either electronically or otherwise, call for an Annual Election to be held by secret ballot ("Election Call"). The Election Call shall

(a) set forth the name of each candidate and specify the office sought by each candidate (Chair/Governor, Vice-Chair/Governor or Governor),

(b) include a brief biography and photo of each candidate provided that the biography of any candidate who is a past or incumbent Governor must include a summary of such candidate's involvement on any standing committees and special committees and any other key contributions as a Governor and any other information that the Nominations Committee with Board approval shall deem appropriate, and

(c) be sent to the Members no less than fourteen (14) days prior to the ballots being made open for voting pursuant to By-Law 6.3(b).

6.3 Election Ballot

The ballots for an Annual Election shall

(a) be secret, preferably in an electronic form, and designed in an appropriate manner to ensure the accuracy and integrity of the election process, and

(b) be open for voting by the Members for a minimum of seven (7) and a maximum of fourteen (14) days.

6.4 Election Supervision Committee

Upon the Election Call by the Board, the Chair, subject to the approval of the Board, shall appoint an Election Supervision Committee of one (1) to three (3) Members in good standing with the Chamber.

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 no later than seven (7) days after the Annual Election.

6.6 Return of Ballots

(a) Members in good standing have the right to one vote.

(b) An election may be conducted upon receipt of a minimum total of fifteen (15) valid ballots cast by Members. If fifteen (15) valid ballots are not received, the Annual Election may be held at the Annual General Meeting or a special general meeting of the Members by a secret ballot vote.

6.7 Election Results

(a) Nominees running to fill vacancies that will arise as a result of the ends of the terms of office of any Chair or Vice-Chair shall be elected by popular vote of the returned valid ballots cast by Members on a simple plurality system.

(b) Nominees running to fill vacancies that will arise as a result of the ends of the terms of office of any other Governors shall be elected by popular vote in descending order until all of the vacant Governor positions are filled.

(c) A nominee may run for Chair or Vice-Chair and also separately run for a non-Officer Governor position separately in the alternative.

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 to the Treasurer in the absence of the Corporate Secretary) a certified report of the election results.

(b) The Election Supervision Committee Chair shall present the Election results to the Members within seven (7) days after the Annual Election, after which the Election Supervision Committee may be discharged.

BY-LAW 7 – COMMITTEES OF THE BOARD

7.1 The Chamber may establish from time to time the following committees whose functions shall be determined by the Board and the chairperson of each such committee shall be referred to as 'Committee Chair':

(a) Standing Committees

(i) **Executive** (Officers)

Mandate includes providing strategic leadership, governance, and cross-committee alignment to advance member value and the Chamber's mission.

(ii) **Membership**

Mandate includes growing, engaging, and retaining a diverse membership by delivering clear value, strong onboarding, and meaningful connections, including regional membership outreach.

(iii) **Finance/Administration**

Mandate includes ensuring financial sustainability, transparency, and efficient operations, including office space management, that enable high-impact member services, including management of office space.

(iv) **Events**

Mandate includes coordinating events as well as designing and delivering high-quality, revenue-positive major events that foster networking and business opportunities.

(v) Publications/Communications

Mandate includes strengthening the Chamber's voice by delivering relevant, consistent, and member-driven content across all channels, and management of technology.

(vi) **Trade and Investments**

Mandate includes promoting bilateral trade and investment by identifying opportunities, sharing insights, and connecting members with key stakeholders.

(vii) **People and Planet Strategy**

Mandate includes advancing inclusive, diverse, sustainable, and people-centered business practices and knowledge exchanges that enhance member competitiveness and impact.

(viii) **Government and Advocacy**

Mandate includes representing member interests through policy dialogue, advocacy, and engagement with Japanese and Canadian stakeholders.

(ix) **Regional**

Mandate includes expanding member engagement beyond Kanto by supporting local programming, partnerships, and regional business connectivity.

(b) Special Committees

The Chamber may establish special committees from time to time whose membership, and functions shall be determined by the Board. Special committees may include without limitation the following:

(i) Constitutional Reform
(ii) Canada-Japan Economic Partnership Agreement

7.2 In principle, no Governor shall be a Committee Chair and Committee Chairs should be selected by the members of each committee in the following manner:

(a) upon the vacancy of any Committee Chair of a committee, the Chair shall appoint a Member as "Chair pro-tem"; and
(b) within 90 days of such appointment, that committee shall elect a Committee Chair.

7.3 In principle, each Committee will have amongst its membership at least one (1) Governor as a liaison to (i) ensure that the Board has visibility as to the agenda of that Committee, (ii) to support the growth and development of that Committee in line with Chamber objectives, (iii) to ensure any sponsorship requests are approved and managed through the Board, (iv) where an initiative overlaps multiple focus areas and is a joint initiative of two or more committees, to facilitate the collaborative participation of the members. As a fundamental principle, Governors are ecosystem builders, not program owners of committees.

7.4 All committees shall make annual and interim reports as requested by the Board and should have at least one Governor as Board liaison.

7.5 Any Member residing in a region of Japan may apply in writing to the Chair seeking recognition as a Regional Committee. The Chair 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 Chair, 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

(c) The Executive Director reports to the Chair, acts under the direction of the Chair and the Board, and communicates on a regular basis with the Board.

(d) In the absence of the Chair, the Executive Director may consult with and report to the Vice-Chair and other Governors.

(e) 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 Chair 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 Chair in consultation with a sub-committee on remuneration consisting of the Chair, Vice-Chair, 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.

BY-LAW 12 ELECTRONIC AND TELECOMMUNICATION

Any and all procedures and submissions explicitly stated to be written or in person herein shall be allowed wherever practicable by electronic or other form of telecommunicated means, including but not limited to voting, attendance at meetings and submission of reports or other paperwork.

Appendix 1

CALL FOR NOMINATIONS TO THE CCCJ BOARD OF GOVERNORS BOARD MEMBER RESPONSIBILITIES

The CCCJ is governed by a Board of Governors consisting of 8 to 15 Members of the CCCJ elected by the Members of the CCCJ.

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

As representatives of the Members of the CCCJ, the Governors establish strategic objectives, approve major financial transactions, and review and approve operating budgets to ensure that the CCCJ 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 CCCJ Board of Governors. All Governors share an interest in business between Canada and Japan and a desire to work to help the CCCJ reach its objectives.

Appendix 2

CANADIAN CHAMBER OF COMMERCE IN JAPAN

Official Notice of 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 Chairperson;
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.

_____
Chairperson