



The Canadian Chamber of Commerce in Japan Constitution

CONSTITUTION OF THE CANADIAN CHAMBER OF COMMERCE IN JAPAN

(Effective September 18, 1981 as amended 1986, May 31, 1994; June 17, 1997; June 5, 2003; May 26, 2011; February 24, 2012; March 14, 2012, March 6, 2013, and June 28, 2018)

ARTICLE I NAME AND OFFICE

This organization shall be known as “The Canadian Chamber of Commerce in Japan” in English, “La Chambre de Commerce Canadienne du Japon” in French and “在日カナダ商工会議所” (*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 OBJECTIVES

The objectives of the Chamber are as follows:

- (1) To promote the development of commerce between Canada and Japan;
- (2) To promote measures intended to benefit and protect the interests in Japan and Canada of companies and individuals of each nation;
- (3) To represent, express and give effect to various opinions of the various national, regional and local business communities and industry groups in Canada and Japan regarding trade, commerce, finance, industry, and related matters;
- (4) To collect and distribute or publish statistical and other information concerning commerce or other undertakings of interest to the members of the Chamber (the “Members”);
- (5) To associate and cooperate with other organizations sharing mutual interests with the Chamber;
- (6) To promote social intercourse among the Members and to hold periodic functions of a social nature to promote friendship among Canadians and people of all other nationalities 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 By-Laws, the board of governors (the “Board”) directs the business affairs of the Chamber, determines the policies and priorities of the Chamber, and supervises the management of the Chamber.

(b) Each Member who is elected or appointed as a governor (a “Governor”) is an ex-officio member of all committees of the Chamber except the Nominations Committee. In principle, each Governor should be a liaison to a committee of the Chamber.

4.2 Number and qualifications of Board Members

The Board shall consist of a minimum of eight (8) and a maximum of fifteen (15) Governors, each of whom shall be a Member in good standing with the Chamber.

4.3 Term of Office

(a) The term of office of an elected Governor shall be two (2) years.

(b) The term of office of a Governor shall commence on the date of election or appointment of the Governor. The term of office of an elected Governor shall end on the date of the Annual Election (as defined in the By-Laws) that is held two years after the Annual Election at which the elected Governor was elected. The term of office of a Governor appointed by the Board as a result of a casual vacancy shall end on the date of the next Annual Election.

4.5 Embassy Liaison

The Board may request the Ambassador of Canada to Japan to appoint a representative from the Embassy of Canada to Japan (the “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 shall have persons elected or appointed to each of the following officer positions (each, an “Officer”):

(a) one (1) Chair, who shall concurrently become a Governor upon election as Chair or shall already be a Governor at the time of appointment as Chair by the Board to fill a casual

vacancy;

(b) one (1) Vice-Chair, who shall concurrently become a Governor upon election as Vice-Chair or shall already be a Governor at the time of appointment as Vice-Chair by the Board to fill a casual vacancy;

(c) one (1) Treasurer, who may, but need not be, a Governor at the time of appointment by the Board; and

(d) one (1) Corporate Secretary, who may, but need not be, a Governor at the time of appointment by the Board.

5.2 Qualifications

The Chair and Vice-Chair shall reside in Japan and shall each be a Member in good standing with the Chamber. A person shall not serve concurrently in more than one Officer position.

5.3 Term of Office

(a) The term of office of a Chair or Vice-Chair shall be two (2) years.

(b) The term of office of a Chair or Vice-Chair shall commence on the date of election or appointment of the Chair or Vice-Chair. The term of office of an elected Chair or Vice-Chair shall end on the date of the Annual Election that is held two years after the Annual Election at which the elected Chair or Vice-Chair was elected. The term of office of a Chair or Vice-Chair appointed by the Board as a result of a casual vacancy shall end on the date of the next Annual Election.

(c) Subject to paragraph 5.3(d) below, a Member shall not serve as a Chair or Vice-Chair for more than two (2) consecutive terms of office. For the avoidance of doubt, a Member may serve as a Chair or Vice-Chair for more than two (2) terms of office provided that no more than two (2) terms of office as Chair or Vice-Chair are consecutive.

(d) If a person is appointed by the Board as a Chair or Vice-Chair as a result of a casual vacancy, the remaining period of the term of office of any Chair or Vice-Chair that resigned, was removed or otherwise ceased to be Chair or Vice-Chair shall not be counted for the purpose of calculating consecutive terms of office.

5.4 Duties of Officers

The Officers shall perform the duties prescribed by the Bylaws.

ARTICLE VI ELECTION OF THE BOARD OF GOVERNORS

6.1 Principles

Elections of the Chair, the Vice-Chair and the other Governors shall be guided by the principles of democracy, transparency, inclusiveness, and accountability. Election procedures shall not allow for approved or recommended slates of nominees or any derivation thereof, nor allow for recommendations for election by those charged with

administering the nomination and election processes (including without limitation any members of any Nominations Committee or Election Supervision Committee of the Chamber) that would detract from or infringe upon these principles.

6.2 Persons to be Elected

The Chair, the Vice-Chair and the other Governors shall be elected by a secret ballot vote of all Members in good standing with the Chamber in a general election to be held annually in accordance with the By-Laws.

ARTICLE VII CHAMBER MEETINGS

7.1 Annual General Meeting

The Chamber shall hold an annual general meeting within 90 days of the end of the fiscal year or at such later time as determined by the Board, but in no event later than September 30 of each year (the “Annual General Meeting”). Notice of the Annual General Meeting, which may be in the form of Appendix 2 to the By-Laws, shall be sent to all Members electronically or otherwise at least fourteen (14) calendar days prior to the Annual General Meeting and shall include the following agenda:

- (1) Report on the election of any Governors, Chair or Vice-Chair;
- (2) Annual report from the Chair;
- (3) Approval of the audited financial statements for the preceding fiscal year;
- (4) Appointment of independent auditors or an audit committee of Members who are not Governors; and
- (5) Other business deemed appropriate by the Board or raised by any Member who has the right to vote.

7.2 Convening a Special General Meeting

The Chair shall call special general meetings of the Members as required by the Constitution and By-Laws (a) upon a Board resolution to hold a special general meeting of the Members, (b) upon the written request of fifteen (15) members to hold a special general meeting of the Members, or (c) at his/her discretion.

7.3 Quorum and Ordinary Resolutions

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

Ordinary resolutions at any Annual General Meeting or special 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 at any Annual General Meeting or special general meeting of the Members unless otherwise provided herein.

ARTICLE VIII VOTING RIGHTS

8.1 Votes

(a) Subject to paragraph 8.1(b) below, each Member in good standing with the Chamber shall have the right to cast one vote on any motion duly proposed and seconded at any Annual General Meeting or special general meeting of the Members. For the avoidance of doubt, Corporate or sustaining membership or other status which permits more than one representative shall have only one vote each.

(b) Notwithstanding, paragraph 8.1(a) above, an Associate Member (as defined in the By-Laws) shall not have any right to cast a vote at any Annual General Meeting or special general meeting of the Members.

8.2 Proxies

If a Member is unable to personally exercise its/his/her right to vote at any Annual General Meeting or special general meeting of the Members, such Member may appoint a proxy by giving the proxy a proxy form, either electronically or otherwise, in a form acceptable to the Corporate Secretary and presented to the Chair or the Corporate Secretary by the appointed proxy prior to the Annual General Meeting or special general meeting.

8.3 Tie Votes

The presiding Officer of a Board meeting or Annual General Meeting or special general meeting of the Members shall vote only in the case of a tie vote.

ARTICLE IX BY-LAWS

9.1 The Chamber has 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 Governors who are entitled to vote present and voting at the Board meeting, provided that the proposed amendments have been sent in writing, either electronically or otherwise, to all the Governors at least seven (7) calendar days prior to the Board 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 Annual General Meeting or special general meeting of the Members.

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 Chair or Corporate Secretary.

10.2 The Board shall consider the proposal and present their recommendations to the next Annual General Meeting or special general meeting of the Members.

10.3 The proposed amendment must be included in the notice to Members of the Annual General Meeting or special general meeting at which the amendment shall be

voted upon.

10.4 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 at the Annual General Meeting or special general meeting of the Members.

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 became effective from September 18, 1981 and any amendments have or will become effective upon being adopted as provided herein.