

CONSTITUTION

of the

EUROPEAN BUSINESS COUNCIL

IN JAPAN

Effective from January 1, 2005

CONSTITUTION OF THE EUROPEAN BUSINESS COUNCIL IN JAPAN

1. PREAMBLE TO EBC CONSTITUTION

- 1.1 The European Business Community in Japan was founded in 1972 by the EU National Chambers of Commerce and Industry then present in Japan to develop and represent a common European business view on trade policy and market access issues. From the date of this Constitution the European Business Community will be renamed and will in future be known as the European Business Council in Japan (the "**EBC**").
- 1.2 Since August 5, 2008, the EBC has been registered with the Ministry of Economy, Trade and Industry (METI) under the official name of the European (EU) Chamber of Commerce in Japan.
- 1.3 Since its foundation the EBC has expanded its membership and now comprises EU National Chambers of Commerce, National Chambers of Commerce, EU Recognised Business Organisations, Recognised Business Organisations and official delegations of European Countries that do not have a business organisation in Japan, in each case having demonstrated to the satisfaction of the Board of Governors its suitability for membership of the EBC and acceptance of this Constitution and having been formally approved by the Board of Governors (each such body a "**Stakeholder**"). A list of Stakeholders is attached at Appendix Two.
- 1.4 Reflecting the EU's principle of subsidiarity, the Stakeholders, through this Constitution, delegate to the Board of Governors the right to represent a common European point of view on behalf of the Stakeholders in developing and promoting the activities of the EBC.
- 1.5 The EBC aims to represent the interests of, and provide benefits to, its members and in doing so to support, strengthen and complement the work of the Stakeholders, but not to replace their respective national concerns.
- 1.6 The EBC Members are accountable to the Board of Governors for all activities undertaken in the name of the EBC.

2. DEFINITIONS AND INTERPRETATION

In this Constitution (including in the Preamble) the following capitalised terms shall have the meanings given to them:

"**Additional Members**" has the meaning given to that term in Appendix One;

"**Associate EBC Member**" means any non-European Company or any European Company which is not a member of a Stakeholder but which has become an associate member of the EBC in accordance with 6.2(b) and Appendix One;

"**Board of Governors**" or "**Board**" means the governing body of the EBC, its highest administrative organ;

"**Board Meeting**" means a properly constituted meeting of the Board of Governors;

"**Board Members**" has the meaning given to that term in Article 4.1(b);

"**Chairman**" means the chairman of the EBC;

"**Committee**" means a committee of the EBC, formed to represent sectoral business interests of the respective Committee Members, operating in accordance with this Constitution and the Rules and the term "**Committees**" means, as appropriate, some or all of the Committees;

"**Committee Applicant**" has the meaning given to that term in Article 6.2(a);

"**Committee Chairman**" means a chairman of a Committee, elected in accordance with this Constitution and the Rules, and the term "**Committee Chairmen**" shall be construed accordingly;

"**Committee Chairmen Representatives**" means the three Committee Chairmen, elected by a majority of the Committee Chairmen, to represent the Committees at Board Meetings;

"**Committee Member**" means a company or other body or organisation (represented by designated individuals notified to the Secretariat) or an individual which or who has successfully applied to become a member of one or more Committees in accordance with this Constitution and the Rules;

"**Constitution**" means this constitution of the EBC;

"**Defaulting Stakeholder**" has the meaning given to this term in Article 4.6(b);

"**Defaulting Stakeholder Member**" means any person who was a member of a Stakeholder at the time it became a Defaulting Stakeholder but desires to cease or has ceased its membership of the Defaulting Stakeholder on account of such default and has applied for direct membership of the EBC, or any other person sharing the same national origins as the Defaulting Stakeholder who would have joined the Stakeholder but for its payment default and who has applied for direct membership of the EBC, and in either case has been accepted as a member under Category 3(b) as a Defaulting Stakeholder Member;

"**EBC**" means the European Business Council in Japan;

"**EBC Financial Year**" means each calendar year commencing on 1 January, or such other term as the Board of Governors may determine, and used as the basis for preparing the EBC's annual budget and accounts;

"**EBC Members**" means the Stakeholders, the Presidents, the EOB Members, the Committee Members and any individuals notified to the Secretariat as representing a Committee Member which is a company or other body or organisation and the term "**EBC Member**" shall mean any one of them as appropriate;

"**E.C. Delegation**" means the Delegation of the European Commission in Japan;

"**Election Committee**" has the meaning given to that term in Article 7.2;

"**EOB**" means the Executive Operating Board of the EBC;

"**EOB Member**" means a member of the board of management of a Stakeholder, other than its President, who is nominated by such Stakeholder to represent it on the EOB and including any person duly designated as an alternate or substitute and notified as such to the EOB;

"**EU**" means the European Union:

"**EU National Chamber of Commerce**" means a national chamber of commerce and industry of a country that is a member state of the European Union and which has been established in Japan to represent the national business interests of the country with which such national chamber is expressly associated;

"**EU Recognised Business Organisation**" means a national business organisation of a European nation that is a member state of the European Union and which has been established in Japan to represent the national business interests of the country with which such business organisation is expressly associated;

"**First Vice-Chairman**" has the meaning given to that term in Article 7.5(b);

"Honorary Chairman" means a former Chairman designated as such by the Board of Governors;

"National Chamber of Commerce" means a national chamber of commerce and industry of a European nation that is not a member state of the European Union and which has been established in Japan to represent the national business interests of the country with which such national chamber is expressly associated;

"New Committee Proposer" has the meaning given to that term in Article 6.1(b);

"President" means the president, head or other senior representative of a Stakeholder, including any person duly designated as an alternate or substitute and who has been notified as such to the Board of Governors;

"Quarter" means a period of three calendar months, beginning in January, April, July and October of each calendar year;

"Recognised Business Organisation" means a national business organisation of a European nation that is not a member state of the European Union and which has been established in Japan to represent the national business interests of the country with which such business organisation is expressly associated;

"Rules" mean the rules of the EBC;

"Second Vice-Chairman" has the meaning given to that term in Article 7.5(b)

"Secretariat" has the meaning given to that term in Article 8;

"Stakeholder" has the meaning given to that term in the Preamble;

"Temporary Defaulting Stakeholder" has the meaning given to this term in Article 4.6(a).

"Treasurer" means the treasurer of the EBC, appointed by the Chairman;

"Vice-Chairman" means each of the two Vice-Chairmen as defined in Article 7.5.

2.1 Interpretation

Save where the contrary is expressly indicated, any reference in this Constitution to:

- (a) the Constitution shall be construed as a reference to this Constitution (including the Appendices hereto) as the same may be amended or varied in accordance with Article 10;
- (b) the Rules shall be construed as a reference to the Rules as the same may have been, or may from time to time be, amended, varied or supplemented;
- (c) a "year" shall be to a calendar year commencing on 1 January;
- (d) "Article" or "Appendix" is a reference to an Article or Appendix hereof; and
- (e) the singular shall include the plural and vice versa and references to one gender shall include all genders.

2.2 Headings

Article and Appendix headings are for ease of reference only and shall not affect the construction of this Constitution.

3. **EBC COMPOSITION, STRUCTURE AND OBJECTIVES**

3.1 The EBC is constituted of the Board of Governors, the EOB, the Secretariat and the Committees.

3.2 The EBC is an independent organisation and is funded predominantly by contributions from the Stakeholders and Committee membership fees. The categories of Committee membership approved by the Board of Governors and available in the EBC are described in Appendix One.

3.3 **Principal objectives of the EBC**

The EBC shall promote, support and protect the business interests of its members by:

- (a) aiding and facilitating the development of trade and commerce in Japan through activities aimed at improving the business environment and the removal or reduction of regulatory and other political obstacles;
- (b) collecting, developing and disseminating relevant information to the Stakeholders and the Committees;
- (c) organising and holding conferences and seminars and other such meetings as may be considered desirable to promote the interests of the EBC;
- (d) communicating with the Japanese Government and its various ministries and agencies to facilitate the conduct of business in Japan by EBC Members;
- (e) supporting the activities of the E.C. Delegation and the governments of the EU member states and their respective institutions, and any other society, association, company or body of persons pursuing objectives to the benefit of the EBC.

4. **THE BOARD OF GOVERNORS**

4.1 **Composition of the Board of Governors**

- (a) Each Stakeholder shall designate its respective President to represent it on the Board of Governors and each such President shall be entitled to serve on the Board of Governors for as long as he remains President and his respective Stakeholder is in compliance with this Constitution.
- (b) The Board of Governors shall consist of (i) the Chairman, (ii) the First Vice-Chairman, (iii) the Treasurer, (iv) the Presidents, (v) a maximum of three Committee Chairmen Representatives (one of whom shall also serve as the Second Vice-Chairman), and (vi) any Honorary Chairman invited by the Chairman to attend Board Meetings (together the "**Board Members**").
- (c) Pursuant to Article 7.2, the Board Members (except for the existing Chairman, if any, and any Honorary Chairmen) shall elect the Chairman, who shall chair the Board of Governors. In the Chairman's absence at a Board Meeting, the First Vice-Chairman shall act as chair.
- (d) Each Board Member shall have the right to participate in the activities of the Board of Governors in accordance with this Constitution.

4.2 **Role of the Board of Governors**

The Board of Governors shall:

- (a) monitor and review the functioning of the EBC;

- (b) be responsible for approving the membership of new Stakeholders;
- (c) be responsible for ratifying the creation, cessation and termination of Committees;
- (d) approve the EBC's annual report, annual business plan and annual budget as prepared and submitted by the Chairman;
- (e) be responsible for monitoring the activities of the Committees with a view to ensuring that such activities do not harm the interests of the EBC or result in unauthorized depletion of the EBC's funds.

4.3 **Meetings and Resolutions of the Board of Governors**

- (a) To undertake the matters listed in Article 4.2, the Board of Governors shall meet regularly and at least once every Quarter. The Secretariat will give each Board Member at least 60 days notice of each scheduled Board Meeting.
- (b) In the event of an emergency requiring an urgent Board Meeting, the Chairman may call an emergency Board Meeting on giving not less than seven days notice. At the Chairman's discretion, such emergency Board Meeting may be held through telephone and/or video conference facilities.
- (c) Each Stakeholder shall ensure that it is represented at each Board Meeting by its President. If a President is unable to attend a Board Meeting in person, he shall be entitled to designate as his proxy his respective EOB Member, or any other member of the relevant Stakeholder's board of management, who shall be entitled to attend a Board Meeting and to vote at such meeting on behalf of the President. A President who intends to attend a Board Meeting by proxy shall give prior notice of this and the identity of the chosen proxy to the Secretariat.
- (d) Meetings of the Board of Governors (including meetings held by telephone and/or video conference facilities pursuant to Article 4.3(b)) shall be attended by Board Members in person (or by proxy to the extent allowed in Article 4.3(c)) and shall be deemed quorate if attended by a minimum of two Board Members who together represent a minimum of 50% of the total voting rights of all Stakeholders in issue at such time.
- (e) Unless otherwise specified in this Constitution, resolutions of the Board of Governors shall be passed by simple majority vote of the Board Members in attendance. A Board Member unable to attend a Board Meeting may alternatively vote upon a resolution by sending to the Secretariat at least one business day prior to the scheduled day for the Board Meeting a sealed vote, to be opened by the Chairman at the time of taking the relevant vote. The sealed envelope containing the vote shall specify the name of the relevant Board Member and the resolution in respect of which it is to be opened.
- (f) On any vote of the Board of Governors, each Stakeholder is entitled to one or more votes in accordance with Article 4.4.
- (g) Subject to Article 4.3(b), each formal resolution of the Board of Governors must be proposed and seconded by a minimum of two Board Members and shall be circulated by the Secretariat to all Board Members at least sixty days prior to the Board Meeting at which such resolution is to be proposed. If the Chairman calls an emergency Board Meeting in accordance with Article 4.3(b) at which a formal resolution is to be proposed, such resolution shall be signed by the Chairman and shall be circulated by the Secretariat to all Board Members at least seven days prior to the date of such emergency Board Meeting.

- (h) Prior to each vote on a formal resolution of the Board of Governors, the Chairman shall place his casting vote in a sealed envelope that shall be handed to Secretariat staff member acting as secretary for the meeting. In the event of a tied vote, the Chairman's casting vote shall be opened and shall decide the vote. If no such need arises, the Chairman's casting vote shall be destroyed without being opened.

4.4 Board Members' voting rights

- (a) Subject to suspension of a Stakeholder's voting rights in accordance with the provisions of Article 4.6, during each EBC Financial Year each Stakeholder shall be entitled to the following number of votes at Board Meetings:
 - (i) Each Stakeholder providing the EBC with an annual financial contribution of Yen5,000,000 or more shall be entitled to three votes;
 - (ii) Each Stakeholder providing the EBC with an annual financial contribution of Yen1,500,000 or more but less than Yen5,000,000 shall be entitled to two votes; and
 - (iii) Each Stakeholder providing the EBC with an annual financial contribution of more than Yen50,000 but less than Yen1,500,000 shall be entitled to one vote.
- (b) Each of the Chairman, the two Vice-Chairmen the two other Committee Chairmen Representatives (that is, excluding the Committee Chairman Representative who is appointed to serve as the Second Vice-Chairman) and the Treasurer shall be entitled to cast one vote each at Board Meetings. An Honorary Chairman invited to attend a Board Meeting shall not have the right to cast a vote.

4.5 Stakeholders' financial contributions to the EBC

- (a) Each Stakeholder's annual financial contribution to the EBC is critical to the EBC's financial solvency and its ability to operate effectively on behalf of the EBC Members.
- (b) The table for calculating the annual financial contribution of each Stakeholder is set out in Appendix Three.
- (c) Stakeholders' annual financial contributions to the EBC in respect of each EBC Financial Year shall be payable in full in three equal instalments on or before 15th January, 15th April and 15th July.
- (d) If a Stakeholder suffers a severe and prolonged reduction in its financial resources and as a result has determined that it needs to apply to the Board of Governors for a reduction in its annual financial contribution to the EBC, the Stakeholder must first provide a signed draft resolution to this effect, stating the proposed amount of reduction and the reasons for such reduction, to the Secretariat at least 60 days prior to the meeting of the Board of Governors at which the Stakeholder wishes its resolution to be considered. The Stakeholder shall also supply appropriate supporting evidence which will enable the Board of Governors to properly consider the matter.
- (e) So that any proposed reduction may be taken into account by the Board of Governors in approving the EBC's annual business plan and annual budget in accordance with Article 4.2, the draft resolution submitted pursuant to Article 4.5(c) must be delivered to the Secretariat not less than six calendar months prior to the commencement of the EBC Financial Year in which such reduction is proposed to take effect.

- (f) For the avoidance of doubt, a decision of the Board of Governors to agree to a reduction in the financial contribution of a Stakeholder shall not of itself lead to any resulting increase in the contributions of other Stakeholders. If a proposed reduction in funding is sufficient to impact on the budgeted running and operation costs of the EBC, the Board of Governors shall consider how best to manage the impact of such funding reduction and any appropriate measures for raising additional sources of revenue.

4.6 **Stakeholders' default in payment of Financial Contributions**

- (a) If a Stakeholder is in default of any payment obligation to the EBC by more than 30 days, such Stakeholder (a "**Temporary Defaulting Stakeholder**") shall lose its right to vote at Board Meetings until the payment default has been fully cured.
- (b) If at the end of an EBC Financial Year a Temporary Defaulting Stakeholder has failed to cure the payment default in full ("**Defaulting Stakeholder**"), the Defaulting Stakeholder shall lose its rights to be represented at and vote at Board Meetings and meetings of the EOB until all outstanding amounts have been paid. Any Vice-Chairman or Committee Chairman Representative who is a member of a Defaulting Stakeholder shall immediately tender his resignation to the Board of Governors.
- (c) To avoid prejudicing the interests of any member of a Defaulting Stakeholder who wishes to remain actively involved in the EBC, such member shall be entitled to apply for direct membership of the EBC as a Defaulting Stakeholder Member.

5. **EXECUTIVE OPERATING BOARD**

5.1 **Composition of the EOB**

- (a) The EOB shall consist of the Chairman, a maximum of two Vice-Chairmen and the EOB Members.
- (b) Prior to the beginning of each calendar year, each Stakeholder shall confirm to the Board of Governors the identity of its EOB Member for the succeeding year. If during the course of a calendar year there is a permanent change in the identity of an EOB Member the relevant Stakeholder shall notify the Board of Governors accordingly.
- (c) Subject to the provisions of Article 5.1 (d), each Stakeholder shall ensure that it has nominated an EOB Member and that such EOB Member discharges his duties in accordance with this Constitution.
- (d) Any Stakeholder which does not have the available resources to appoint an EOB Member may consult with the Chairman with a view to an EOB Member from another Stakeholder being designated to act as its EOB Member.

5.2 **Roles and duties of the EOB**

- (a) The role of the EOB shall include the following:
 - (i) supporting the Chairman in running the activities of the EBC;
 - (ii) co-ordinating and controlling the activities of the Committees;
 - (iii) ensuring effective communication and cooperation between the Stakeholders, the Committees and the Committee Members.

- (b) Each EOB Member will be assigned responsibility to monitor and control the activities of one or more Committees and in respect of each such Committee the EOB Member shall:
 - (i) liaise with the Committee Chairman to ensure that the Committee operates in accordance with this Constitution;
 - (ii) attend no less than two Committee meetings a year;
 - (iii) ensure that the Committee meets formally at least once a Quarter and that the Committee Chairman takes minutes of the meetings and distributes the minutes to Committee members, the relevant EOB Member and the Secretariat; and
 - (iv) in the event of any non compliance with this Constitution or any other problems arising from the activities of such Committee, report to the Chairman, making recommendations for appropriate corrective action.

5.3 Each EOB Member shall inform its respective Stakeholder, and any other Stakeholder on behalf of which it is acting in accordance with Article 5.4, of the activities of the EOB.

5.4 To ensure that it undertakes the matters listed in this Article 5, the EOB shall meet not less than eight times per year and in any event shall meet within one week prior to each meeting of the Board of Governors. Minutes will be taken at each EOB meeting by the Secretariat and distributed to each EOB Member and each Board Member.

6. COMMITTEES

6.1 Formation of Committees

- (a) All Committees must meet the needs of, and operate in a manner consistent with the objectives of, the EBC and this Constitution.
- (b) Any EBC Member is entitled to apply to form a new Committee ("**New Committee Proposer**"). Such application shall be filed with the Secretariat.
- (c) Upon receiving a duly completed application to form a new Committee, the Secretariat shall refer the matter for consideration by the EOB. The EOB shall consider the application and determine whether the suggested new Committee accords with the aims and needs of the EBC. If appropriate, the EOB shall designate one or more EOB Members to meet with the New Committee Proposer to investigate the merits of the proposal.
- (d) If the EOB decides to support the formation of a new Committee it shall make a submission to the Board of Governors for final approval. Upon final approval from the Board of Governors, the EOB shall inform such decision, together with the details of the EOB Member assigned to be responsible for such committee, to the Secretariat and the New Committee Proposer.
- (e) If the EOB decides to reject the formation of a proposed new Committee, it shall communicate such decision to the New Committee Proposer, which decision shall be final and binding.
- (f) Once a new Committee is approved, the Secretariat will announce its formation to all EBC Members.

6.2 **Committee Membership**

- (a) A member of a Stakeholder is entitled to apply to become an EBC Member by applying to join any Committee (a "**Committee Applicant**").
- (b) A non-European Company or a European Company (as these terms are defined in Appendix One) which is not a member of a Stakeholder is entitled to apply to become an Associate EBC Member by applying to join any Committee.
- (c) All applications to join a Committee shall be made in the first place to the Secretariat.
- (d) Upon receiving a duly completed application, the Secretariat shall refer the matter for consideration by the relevant Committee Chairman. The Committee Chairman shall review the application and determine whether the Committee Applicant is suitable to join the Committee, taking into account the background and experience of the Committee Applicant and the likely ability of such applicant to support the Committee in achieving its aims. If a Committee Chairman is inclined to reject the Committee Applicant, the Committee Chairman shall consider the application with other members of the Committee before reaching a final decision.
- (e) If a Committee decides to accept a Committee Applicant, the Committee Chairman shall inform the Secretariat which shall update its records and notify the EOB accordingly.
- (f) If a Committee decides not to accept a Committee Applicant, the Committee Chairman shall inform its responsible EOB Member giving detailed reasons for such rejection. The EOB Member shall investigate the matter and shall either confirm the decision of the Committee or shall recommend to the Committee that the Committee Applicant be accepted and shall submit the application of the Committee Applicant to the Board of Governors. Upon final approval from the Board of Governors, the EOB shall inform such decision to the Secretariat and the Committee Chairman who shall in turn inform the Committee Applicant.
- (g) If the EOB Member confirms the decision to reject the Committee Applicant the Committee Chairman shall communicate such decision to the Committee Applicant, which decision shall be final and binding.

6.3 **Committee operation**

- (a) Each Committee shall elect a Committee Chairman from amongst its members. The Committee Chairman's term of office shall be two years from commencement of the appointment. Three months prior to completing his two year term of office the Committee Chairman shall convene an election to choose the next Committee Chairman, such election to be concluded by no later than a month before the current Committee Chairman's term of office expires. The new Committee Chairman will become Committee Chairman immediately after the outgoing Committee Chairman's two year term expires. Any Committee Member, including the current Committee Chairman, shall be entitled to stand for election. If the election is contested, the Committee Chairman shall involve the Secretariat in verifying the votes cast for each candidate.
- (b) A record of the membership of each Committee shall be submitted to the Secretariat by the respective Committee Chairmen in January of each year. Any changes in Committee Members occurring during the year shall also be notified to the Secretariat.

- (c) Each Committee shall meet at regular intervals but not less than once every Quarter.
- (d) The principles guiding the conduct of Committees are contained in the Rules.

6.4 **Committee Chairmen Representatives**

- (a) Following the appointment of a new Chairman, the Committee Chairmen shall as quickly as possible nominate three of their number to represent the Committees on the Board of Governors and shall notify the Secretariat accordingly. In the event that there are more than three Committee Chairman candidates willing to be nominated, the Secretariat shall assist the Committee Chairmen in conducting an election.
- (b) The Secretariat shall submit such nominations to the Board of Governors, together with supporting credentials, for their endorsement to be considered at the first Board Meeting held after the new Chairman takes office.
- (c) Each Committee Chairman Representative endorsed by the Board of Governors shall be entitled to serve on the Board of Governors for as long as he retains his position as a Committee Chairman. Upon expiration of a Committee Chairman's term, his tenure as a Committee Chairman Representative shall also expire. If a Committee Chairman is re-elected as a Committee Chairman, he shall then be entitled to seek re-election as a Committee Chairman Representative for the vacant position.

7. **CHAIRMAN, VICE-CHAIRMAN AND TREASURER**

7.1 **Role and duties of the Chairman**

The principal activities of the Chairman shall include the following:

- (a) acting as the EBC spokesman, representing the EBC in dialogue with Japanese Government officials and liaising with the E.C. Delegation and other bodies relevant to achieving the objectives of the EBC;
- (b) running the activities of the EBC, including chairing the Board of Governors, reporting to the Board of Governors on the state of the EBC's business interests and deciding the priorities of the EBC in consultation with the Board of Governors;
- (c) chairing the EOB;
- (d) in consultation with the EOB, being responsible for the preparation of and adherence to the annual business plan and budget of the EBC;
- (e) supervising the operation of the Secretariat.

7.2 **Election of the Chairman**

- (a) Not less than three months prior to the scheduled expiry of a Chairman's term of office, or upon the office of Chairman being vacated prematurely, the EOB will appoint three EOB Members to an election committee ("**Election Committee**") with one such EOB Member acting as Election Committee chairman. The Election Committee will notify all EBC Members of the vacancy and the terms and timing of the election and will provide details of the responsibilities and workload of the office of Chairman. The Election Committee will request candidates for the position of Chairman to submit their details in writing to the chairman of the Election Committee.

- (b) Any individual EBC Member is entitled to be a candidate for the position of Chairman. If an EBC Member is also a President, his notification of his candidacy to the Election Committee shall confirm that if he is elected Chairman he will have vacated the office of President before the commencement of his term of office as Chairman.
- (c) The Election Committee will circulate the names, personal resumes and election statements of each candidate and a formal election will be conducted by sealed ballot on a date set by the Election Committee. The Chairman will be elected by vote of the Board Members who are eligible to vote pursuant to Article 4.1(c), with the candidate receiving the most votes being elected. In the event of a tied vote, the Election Committee shall arrange a new vote in respect only of the tied candidates. The Secretariat will distribute to all EBC Members, the name, personal resume and election statement of the newly elected Chairman.

7.3 **Chairman's term of office**

The Chairman's term of office shall normally commence in January and shall be for a period of three years, subject to affirmation by the Board of Governors each December, and shall expire on 31 December of the third year. If the office of Chairman is prematurely vacated, the First Vice-Chairman shall act as Chairman until the end of the calendar year during which such vacation occurs so that a new Chairman may be elected to take office commencing 1 January of the following year. A Vice-Chairman so acting as Chairman shall be entitled to be a candidate in an election for Chairman. There is no limit to the number of terms for which an individual EBC Member may seek election for and serve as Chairman.

7.4 **Termination of a Chairman's term of office**

A Chairman's term of office may be terminated by a resolution to that effect passed upon a vote of not less than two thirds majority at a Board Meeting attended in person or by proxy by not less than eight Presidents.

7.5 **EBC Vice-Chairmen**

- (a) There shall be two Vice-Chairmen who shall be nominated by the Chairman and endorsed by the Board of Governors. The Chairman shall submit such nominations, together with supporting credentials, at the first Board Meeting held after the new Chairman takes office.
- (b) The Chairman shall nominate the first Vice-Chairman from among the EOB Members (the "**First Vice-Chairman**") and the second Vice-Chairman from among the three Committee Chairmen Representatives (the "**Second Vice-Chairman**") whose nominations have been endorsed.
- (c) The scheduled term of office of each Vice-Chairman (including any replacement Vice-Chairman) shall be the same as that of the current Chairman (including any additional period during which the First Vice-Chairman deputises as Chairman in accordance with Article 7.3).
- (d) The appointment of either of the Vice-Chairmen may be terminated by the Board of Governors at any time, following which the Board of Governors shall request the Chairman to nominate a replacement.
- (e) Either Vice-Chairman may deputise for the Chairman upon request by the Chairman. When the Chairman is not able to execute his duties due to unforeseen circumstances or an Act of God, the First Vice-Chairman shall assume his duties.

- (f) If the First Vice-Chairman succeeds the Chairman in accordance with Article 7.3, the Board of Governors shall select a replacement First Vice-Chairman. The replacement First Vice-Chairman and the Second Vice-Chairman shall remain in office until the new Chairman is appointed.

7.6 **EBC Treasurer**

The Chairman shall appoint the Treasurer who shall be an EBC Member. The term of office of the Treasurer shall be the same as that of the appointing Chairman though may be terminated by the Chairman at any time.

8. **SECRETARIAT**

A permanent secretariat shall be established, reporting directly to the Chairman ("**Secretariat**"). The staffing and other arrangements for the Secretariat are the responsibility of the Chairman.

9. **NOTICES**

9.1 **Communication**

Where this Constitution provides for the giving or issuing of a notice, such notice shall be:

- (a) in writing and delivered by hand (against receipt), sent by mail or courier, or transmitted electronically; and
- (b) delivered, sent or transmitted to the recipient's address as held by the Secretariat.

10. **AMENDMENTS**

This Constitution, including any of its provisions, may only be amended or varied by a resolution to that effect passed upon a vote of not less than two thirds majority at a Board Meeting attended in person or by proxy by not less than eight Presidents.

11. **DISSOLUTION**

The EBC may only be dissolved by a resolution to that effect passed upon a vote of not less than two thirds majority at a Board Meeting attended in person or by proxy by not less than eight Presidents. If, following a vote confirming the dissolution of the EBC, there shall remain, after satisfaction of the EBC's debts and obligations, any assets whatsoever, such assets together with all important records of the Board of Governors shall be placed in the custody of one of the Stakeholders selected by the Board of Governors, or if no such selection can be agreed, by the Chairman in office prior to dissolution.

EBC Committee Membership Categories, Fees and Dues

- *Applicants for membership of the EBC shall nominate an EBC Committee through which such membership is proposed to be held.*
- *Application in any category for membership of an EBC Committee is subject to formal approval by the EBC Executive Operating Board and the relevant Committee Chairman.*
- *In this document, the term “European Companies” means Companies* which are incorporated in or based in Europe or their Affiliated Companies** in Japan or Companies incorporated in or based in Japan and controlled by European nationals.*

1) PREMIER MEMBERS

Annual Dues: ¥1,500,000

For Companies that are resident in Japan. Benefits include:

- Permanent exposure on the EBC website through a prominent banner on the left side of the homepage linked to an EBC-site-embedded company promotion page with a further clear link to the PREMIER Member’s homepage. This banner space, which is viewable throughout the website, combined with a dedicated promotion page will be available only to PREMIER Members.
- Permanent listing of the company on a “PREMIER Members” page of the EBC’s website
- Listing of the company on a “PREMIER Members” page of the EBC’s annual White Paper
- Company logo in “Blue-Star Sponsors” section of the EBC’s annual White Paper
- Company will receive up to 20 sets of EBC White Papers per year free of charge
- Right to join EBC committees for no extra charge
- Company name included in “PREMIER Members” list in new prospective members package
- Company name included in “PREMIER Members” list in EBC Information Package
- Company will receive ten copies of the monthly EBC Magazine – Eurobiz Japan
- Company recognition quarterly in the monthly EBC Magazine – Eurobiz Japan
- Company will receive the EBC newsletter and announcements distributed by e-mail and can attend all EBC events
- Participation in meetings with visiting key personnel from the European Commission
- Provision of briefings on the Japanese Business Environment for the visiting Global CEO and other senior executives
- Assistance to local CEO, global CEO and other senior executives in developing & implementing government relations & public affairs planning by providing strategic advice, identifying and communicating with Japanese politicians & high-level government officials, and arranging related meetings.
- If the last two mentioned benefits are not of interest, other support can be arranged on request

2) SPECIAL SPONSORS

Annual Dues: ¥300,000

European Companies that are resident in Japan and are members of a European National Chamber of Commerce in Japan.

- Includes membership in one Committee and the right to register an unlimited number of Additional Members in an unlimited number of other Committees for a discounted 50% of the annual fee of one committee (currently ¥50,000).
- Permanent exposure on the EBC website through a prominent Company banner on the right side of the homepage, viewable throughout the website
- Company name will be included in the EBC annual report.
- Company name included in “SPECIAL SPONSORS” list in new prospective members package
- Company name included in “SPECIAL SPONSORS” list in EBC Information Package
- Company will receive the EBC newsletter and announcements distributed by e-mail and can attend all EBC events

- Company will receive 3 sets of EBC white papers per year (one English, one Japanese)
- Company will receive (each month) a copy of the monthly EBC magazine – Eurobiz Japan
- Company will receive voting rights within its sector Committee and the right to stand for office [within such Committee].

3) EUROPEAN NATIONAL CHAMBER COMPANY & INDIVIDUAL MEMBERS

Annual Dues: ¥100,000

For European Companies that are resident in Japan and are members of a European National Chamber of Commerce in Japan.

- Includes membership in one Committee and the right to register an unlimited number of Additional Members in other Committees for a discounted 50% of the annual fee per each extra committee (currently ¥50,000)
- Company name included in the EBC annual report
- Company name included in Committee Members list in new prospective members package
- Company name included in Committee Members list in EBC Information Package
- Company will receive the EBC newsletter and announcements distributed by e-mail and can attend all EBC events
- Company will receive a set of EBC white papers per year (one English, one Japanese)
- Company will receive (each month) a copy of the monthly EBC magazine – Eurobiz Japan
- Company will receive voting rights within its sector Committee and the right to stand for office [within such Committee].

4) EUROPEAN COMPANY MEMBERS

Annual Dues: ¥100,000

For European Companies that are resident in Japan from a European country which, as yet, does not have a National Chamber of Commerce in Japan. Membership in this category would remain valid only until such time as the relevant National Chamber of Commerce is established in Japan.

- Includes membership in one Committee and the right to register an unlimited number of Additional Members in other Committees for a discounted 50% of the annual fee per each extra committee (currently ¥50,000).
- Company name will be included in the EBC annual report
- Company name included in Committee Members list in new prospective members package
- Company name included Committee Members list in EBC Information Package
- Company will receive the EBC newsletter and announcements distributed by e-mail and can attend all EBC events
- Company will receive a set of EBC white papers per year (one English, one Japanese)
- Company will receive (each month) a copy of the monthly EBC magazine – Eurobiz Japan
- Company receives voting rights within its sector Committee.

5) ASSOCIATE MEMBERS

5a. Non-European Companies

Annual Dues: ¥200,000

For non-European Companies with European interests who do not belong to any European National Chamber of Commerce in Japan.

- Includes membership in one Committee and the right to register an unlimited number of Additional Members in other Committees for a discounted 50% of the annual fee per each extra committee (currently ¥50,000)

- Company name included in the EBC annual report.
- Company name included in Committee Members list in new prospective members package
- Company name included Committee Members list in EBC Information Package
- Company will receive the EBC newsletter and announcements distributed by e-mail and can attend all EBC events
- Company will receive a set of EBC white papers per year (one English, one Japanese)
- Company will receive (each month) a copy of the monthly EBC magazine – Eurobiz Japan
- Company does not receive voting rights within the Committee
- Company is not eligible to take up any office within the Committee

5b. European Companies

Annual Dues: ¥400,000

For European Companies that are resident in Japan and so are eligible for membership under categories 2) and 3), but of their choice are not members of a European National Chamber of Commerce in Japan.

- Includes membership in one Committee and the right to register an unlimited number of Additional Members in other Committees for a discounted 50% of the annual fee per each extra committee (currently ¥50,000)
- Company name included in the EBC annual report.
- Company name included in Committee Members list in new prospective members package
- Company name included Committee Members list in EBC Information Package
- Company will receive the EBC newsletter and announcements distributed by e-mail and can attend all EBC events
- Company will receive a set of EBC white papers per year (one English, one Japanese)
- Company will receive (each month) a copy of the monthly EBC magazine – Eurobiz Japan
- Company does not receive voting rights within the Committee.
- Company is not eligible to take up any office within the Committee.

6) AFFILIATE MEMBERS

Annual Dues: ¥25,000

For Companies that are resident in Japan and are members of a European National Chamber of Commerce in Japan. This category allows allow chamber members, who of their choice are not members of an EBC committee, to support the EBC. Benefits include:

- Permanent listing of the company on an “AFFILIATE Members” page of the EBC’s website
- Listing of the company on an “AFFILIATE Members” page of the EBC’s annual White Paper
- Company name included in an “AFFILIATE Members” list in new prospective members package
- Company name included in an “AFFILIATE Members” list in the EBC Information Package
- Company will receive one set of EBC white papers per year (one English, one Japanese)
- Company will receive a copy of the monthly EBC magazine – Eurobiz Japan
- Company will receive the EBC newsletter and announcements distributed by e-mail and can attend all EBC events

7) NON-RESIDENT MEMBERS

Annual Dues: ¥50,000

For European Companies that would otherwise be eligible for membership under categories 2,3,4 or 5, but are not resident in Japan and are domiciled in Europe.

- Includes membership in one Committee
- Permanent listing of the company in a “Non-Resident Members” page of the EBC’s website
- Listing of the company on a “Non-Resident Members” page of the EBC’s annual White Paper
- Company name included in a “Non-Resident Members” list in new prospective members package

- Company name included in a “Non-resident Members” list in the EBC Information Package
 - Company will receive a set of EBC white papers per year (one English, one Japanese)
 - Company will receive a copy of the monthly EBC magazine – Eurobiz Japan
 - Company will receive the relevant committee minutes
 - Company will receive the EBC newsletter and announcements distributed by e-mail
 - Company will receive a briefing on the relevant industry sector from the EBC when visiting Japan
-

*** Company or Companies shall include any individual, company corporation, firm, partnership, joint venture association, organisation, institution, trust or agency, whether or not having a separate legal personality.**

**** Affiliated Company means, as to any Company domiciled in Europe any other Company domiciled in Japan which directly or indirectly is controlled by [is in control of] or is under common control with such Company domiciled in Europe.**

Appendix Two

EBC STAKEHOLDERS

January 1, 2008

ABC:	Austrian Business Council in Japan
BLCCJ:	Belgium-Luxembourg Chamber of Commerce in Japan
BCCJ:	British Chamber of Commerce in Japan
DCCJ:	Danish Chamber of Commerce in Japan
FCCJ:	Finnish Chamber of Commerce in Japan
CCIFJ:	French Chamber of Commerce & Industry in Japan
GCCJ:	German Chamber of Commerce & Industry in Japan
HFTB:	Hellenic Foreign Trade Board
IJCC:	Ireland-Japan Chamber of Commerce
ICLCCJ:	Icelandic Chamber of Commerce in Japan
ICCJ:	Italian Chamber of Commerce in Japan
NCCJ:	Netherlands Chamber of Commerce in Japan
NWCCJ:	Norwegian Chamber of Commerce in Japan
PCCIJ:	Poland Chamber of Commerce & Industry in Japan
SIFT:	Spanish Institute of Foreign Trade
SCCJ:	Swedish Chamber of Commerce in Japan
SCCIJ:	Swiss Chamber of Commerce & Industry in Japan

Appendix Three

**ANNUAL FINANCIAL CONTRIBUTIONS
OF EBC STAKEHOLDERS in YEN¹**

Austria	401,687
Belgium & Luxembourg	1,028,376
Denmark	696,775
Finland	840,421
France	6,430,276
Germany	5,566,297
Greece	200,000
Iceland	50,000
Ireland	634,053
Italy	1,612,014
Netherlands	528,278
Norway	257,656
Poland	75,000
Spain	200,000
Sweden	1,597,968
Switzerland	1,317,372
UK	2,754,826

¹ These contributions applied as of 1 January 2011