

BELGIAN-LUXEMBOURG CHAMBER OF COMMERCE IN JAPAN

CONSTITUTION AND BY-LAWS

Constitution

Article 1 : Name, Domicile and Status

BELGIAN-LUXEMBOURG CHAMBER OF COMMERCE IN JAPAN will be known as the “Chamber” or “BLCCJ”.

The legal domicile shall be in Tokyo.

Regional Chapters may be established.

The Chamber is established in accordance with the Japan Chamber of Commerce and Industry Act (Act No. 143, Aug. 1, 1953), and was acknowledged on 10 August 1978 by the Ministry of Economy, Trade and Industry (METI) as a Chamber of Commerce with registration number 53-4960.

Article 2 : Objectives

The objectives for which the Chamber is established, are as follows:

- to promote the development of commerce and industry between Belgium-Luxembourg and Japan
- to promote measures which benefit and protect the interests in Japan of Belgian-Luxembourg companies and citizens
- to represent, express and give effect to the opinions of the Belgian-Luxembourg business community regarding trade, commerce, finance, industry, and related issues
- to collect, evaluate and distribute among its members information concerning commerce or other undertakings of interest to them
- to cooperate with other organizations sharing mutual interest
- to facilitate networking among its members
- to do any and all other things incidental or related to the achievement of the above objects

Article 3 : Memberships

Section 1 – There shall be six categories of membership, namely

- 1) Corporate
- 2) Professional
- 3) Individual
- 4) Starters
- 5) Honorary
- 6) Advisory

The acceptance of any applicant and eligibility to membership or change in classification of membership shall be determined by the Board of Directors.

Section 2 – Corporate members are

- a) companies, associations, legal entities established or having a representative in Japan and in which the management and / or the capital is Belgian-Luxembourg.
- b) Belgian-Luxembourg companies, associations, legal entities which are not established or do not have a representative in Japan, but which are or will be conducting business with Japan.
- c) companies, associations, legal entities established in Japan which are conducting business with Belgium or Luxembourg.
- d) companies, associations, legal entities having activities related to the objectives of the Chamber or deemed so by the Board.

Corporate members may apply for flagship membership.

Section 3 – Professional members are

Individuals whose company employs 4 people or less and whose membership is paid for by the company, and who have activities related to the objectives of the Chamber or deemed so by the Board.

Section 4 – Individual members can be

Any person who is or has been engaged in business with Belgium and/or Luxembourg, has an interest or connection with Belgium and/or Luxembourg, and has activities or interests related to the objectives of the Chamber or deemed so by the Board.

Section 5 – Starters members are

Students or young professionals in Japan of 30 years of age or less with a strong connection with Belgium or Luxembourg.

Section 6 – Honorary members are

- 1) Individuals who have made an exceptional contribution to the development of the Chamber. They are approved at the discretion of the Board and are entitled to all privileges of regular members except as hereinafter provided.
Honorary members need to be reconfirmed after each new Board election.
- 2) The Belgian Ambassador and the Luxembourg Ambassador, upon notification of their acceptance, are installed as Honorary Presidents at the meetings of the Chamber. They may hold the Honorary Presidency during their term as Ambassador in Japan.

Section 7 – Advisory members are

- 1) Representatives of the Belgian and Luxembourg national, federal and regional economic administrative bodies in Japan, upon notification of their acceptance. Each body is requested to designate one (1) of its representatives to act as advisory member and can appoint one (1) deputy representative to replace the representative at meetings of the Chamber.
- 2) Any person appointed by the Board of Directors as a Board Advisor, upon notification of their acceptance.
- 3) Advisory Members can be appointed at any moment during the term of the Board, but need to be reappointed after each new Board election.

Section 8 – Anti-Social Forces

Neither the Chamber nor its directors, officers, employees or members is a group or an individual that pursue economic benefit by making full use of violence, force or any other fraudulent means (the “Anti-Social Forces”). No Anti-Social Force is involved in the management or business of the Chamber. Neither the Chamber nor any of the Chamber Related Parties is supporting or involved with the Anti-Social Forces in their existence or activity by providing funds or any other acts, or associating with such Anti-Social Forces.

Section 9 – Memberships are not transferable.

Section 10 – All members, except the Honorary and Advisory members, have voting rights and are eligible for Directorship, provided they have paid their annual fees.

Section 11 – Membership fees

Membership fees are charged to Corporate, Professional, Individual and Starters members. Honorary and Advisory Members are exempted from membership fees.

Article 4 : Expulsion

The Board of Directors may expel, by a majority vote of 75%, members of any category whose continued membership is considered detrimental to the Chamber.

If the dues of any member remain unpaid for a period longer than one (1) month, notice is given by the Chamber to the member, and if such dues remain unpaid for a term of three (3) months, said membership may be cancelled by majority vote of the Board of Directors.

Article 5 : Change of Membership or Withdrawal of Membership

Any change or withdrawal of membership shall be initiated by a written request of the member to the BLCCJ Office and is subject to the approval of the Board of Directors.

In case of a Withdrawal of Membership the paid membership fee will in principle not be reimbursed.

Article 6 : Suspension of operation, liquidation or dissolution

The liquidation or dissolution of the Chamber can be pronounced only by decision of an Extraordinary General Meeting according to the provisions quoted in Article 7.

If upon suspension of the Chamber, there remains, after satisfaction of its debts and obligations, any property whatsoever, such property together with all important records shall be placed in the custody of any entity which the Board of Directors may select.

Disposable assets, if any, will be disposed of by the entity designated by the Board. The designated entity will give a quietus to the last Board after disposal of the assets. The files and dissolution or liquidation statements will be deposited at the Belgian Embassy in Tokyo.

Article 7 : General Meetings of the Members

Section 1 – Quorum

All General Meetings, to be convened in accordance with section 3 of this Article, require the presence or representation of more than half of voting members. General Meetings can only take place in case the quorum is reached. The Agenda is decided by the Board of Directors.

If within half an hour (1/2 hour) after the time fixed for holding the Annual General Meeting a quorum (in person or by proxy) is not present, the members authorized to vote, present in person or by proxy, will then constitute a quorum.

Section 2 – Amendments to the Constitution

Any proposed amendment to this constitution is considered by the Board of Directors, which should then present it with its recommendations to a General Meeting of the voting members, at which time action may be taken – due notice of the text of the proposed amendment is sent to each voting member with the notice of the meeting. Amendments to this constitution are voted upon according to the procedure described under this article except that they will require a majority of two thirds of the votes.

Section 3 – Ordinary Annual General Meeting

An ordinary Annual General Meeting of members shall be held once a year not later than December 20th for the approval of the activity and year-to-date financial reports, and every 2 years for the election of a new Board of Directors.

In case the activity and financial reports are not approved, the General Meeting will be dissolved and a new General Meeting will be scheduled.

Section 4 – Extraordinary General Meetings

The President calls Extraordinary General Meetings of the Chamber’s members at the request of the majority of the Board of Directors.

Section 5 – Notice

Written notices of General Meetings are mailed by electronic means to all members stating the agenda, time and place thereof, and in the case of any meeting at which the vote of the members is required, notices thereof are sent to all voting members at least one week prior to the date set for the meeting. At such meeting, no other business except the business designated in the notice shall be voted upon.

In case of the (annual) Ordinary General Meeting, the above-mentioned notice will be sent to all members at least two weeks prior to the meeting date. Every 2 years it will include a call for Directorship candidacy to all members. Such written application for candidacy shall be returned to BLCCJ Office not later than 5 days before the said meeting.

Article 8 : Voting Rights

Section 1

All members, except Honorary and Advisory, have one (1) vote each in the Annual General Meeting. Each Corporate & Professional member designates one only of its representatives to act as voting representative and such appointment should be done in writing to the Chamber. In the event that a Corporate & Professional member wishes to change its voting representative, a written notification shall be submitted to the BLCCJ office.

Section 2

A representative of a Corporate member who has not been designated as voting representative enjoys all the privileges of a member except the right to vote.

Section 3

Members who cannot attend a General Meeting may send a written proxy to the BLCCJ Office. A member may only be represented by another member. In case of proxies with no specific name, the Bureau will decide on the attribution of such proxies. A member cannot represent more than three other members.

Article 9 : Election

Section 1– The Board of Directors

The Chamber has a minimum of nine (9) and a maximum of fourteen (14) Directors.

The Directors shall be elected at the ordinary General Meeting and should be elected by majority vote even when there is no contest for board seats. If the minimum number of directors is not reached, a second round of voting will be organized.

The Chamber strives to promote and achieve principles of gender, age and nationality diversity. Nonetheless, a minimum of 51% of the Directors shall be Belgian/Luxembourg nationals or representatives of Belgian/Luxembourg companies, associations or legal entities with Belgian/Luxembourg capital, and at least one Director will represent Luxembourg. While aiming at promoting diversity, the Chamber will also strive to avoid positive discrimination and prioritize candidates on the basis of their intrinsic qualifications for the role(s) being considered.

Section 2 – Officers

The Chamber has minimum four (4) and maximum five (5) Officers (called “the Bureau”) chosen among the Directors: the President, the Vice-President(s), the Treasurer and the Secretary-General. Within a week after the election, the newly elected Directors will express by written notice their candidacy for President, Vice-President, Treasurer and Secretary-General. Notice of such candidacies will be given to the BLCCJ Office who will keep the candidacies confidential till the candidacies are announced to the Board. Election of the Officers will take place by the newly elected Directors before the end of December. Directors who cannot participate in the election may give a Power of Attorney to any other Director. A simple majority of votes is required for each Officer’s appointment.

Section 3 – Terms of office

Terms of office of all Officers and members of the Board of Directors elected at the General Meeting begin on January 1st of the following year, and last for 2 years.

The President may serve 3 consecutive terms, that is, a maximum of six consecutive years, unless otherwise determined by the approval of the Board.

The Board of Directors shall be elected every other year at the Annual General Meeting. Co-opted members, as defined in Section 4, shall be confirmed by simple majority at the first General Meeting after their co-optation. Their term will be aligned to other Directors, and they will be considered as elected Director after the confirmation.

Section 4 – Vacancies

Should any officer or Director decline to serve or resign his office, or if his office should become vacant for any reason, the vacancy until the next Board election may be filled by a member co-opted by the remaining Directors. Co-optation of Directors is required if the minimum of nine (9) Directors is not reached, but the total number of Directors after co-optation cannot exceed the number of Directors elected at the ordinary General Meeting.

Article 10 : Activities of the Board

Section 1

The Board of Directors, subject to the provisions of this Constitution and By-laws, directs and regulates the activities of the Chamber, and acts on its behalf. The activities are decided by simple majority of the Board. These activities will be within the framework of the annual budget as approved by the General Meeting and will take into consideration the guidelines of the Belgian federal and regional Authorities, as well as the Luxembourg Authorities.

Section 2

The Board of Directors appoints its own meetings and regulates its own proceedings. It should hold meetings on a regular basis.

Five (5) Directors constitute a quorum if two (2) of these Directors are also Officers of the Chamber.

Honorary Members and Advisory Members are invited to attend the regular board meetings but have no voting power.

Section 3

During the annual General Meeting the Board of Directors will submit a year-to-date financial report, an activity report and a budget proposal for the following year to the members for approval.

Section 4

The accounts are kept and shall be at least once every year examined and certified by an external auditor designated by the Board of Directors. The appointment of the external auditor may be reviewed when deemed necessary.

Article 11 : Activities of the Bureau

Section 1

The Officers: the President, the Vice-President(s), the Treasurer and the Secretary-General, constitute the Bureau. The Bureau prepares the Agenda for the Board meetings, formulates recommendations to be submitted to the Board, and supervises the Chamber's Office.

Section 2

The President appoints and may remove the Chairmen of all committees, working groups or task forces that may be implemented, except where the Board of Directors shall order otherwise. He/she is member ex-officio of all committees. He/she signs all

official documents of the Chamber and is authorized to make payments on the Chamber's behalf.

Section 3

The Vice-President(s) exercise the power and duties of the President in case of his/her absence or inability to perform. They otherwise perform duties and powers which the President may delegate from time to time.

Section 4

The Treasurer bears the responsibility of ensuring the efficient management and custody of all assets and financial operation of the Chamber and all accounting procedures related thereto, as well as the preparation and initial presentation to the Board of Directors not later than 2 weeks prior to the General Meeting each year, of the proposed budget for the following year.

The Treasurer is authorized to make payments on the Chamber's behalf and will submit reports to the Board of Directors on the financial status of the Chamber at such intervals as the Board may direct, but in no case less than half-yearly.

Section 5

The Secretary-General oversees the organization of the General Meeting and respect of the constitution. He/she is also in charge of the formulation and application of the Human Resource policy.

Article 12 : Amendments to the By-Laws

The By-Laws may be amended by a simple majority at a meeting of the Board of Directors at which 50% of the directors are present and at least 2 Officers. All changes of the By-Laws are reported to the members at the General Meeting.

By-Laws

Article 1 – Application for membership

- a) A candidate for membership shall submit a written or an online membership application to the BLCCJ Office.
- b) The application shall contain the name and contact information of the applicant, the type of membership desired, the nature of the applicant's business or activity, and a motivation.
- c) All applications shall be reviewed for approval by the Board of Directors.

Article 2 – Membership Election

Immediately after approval or rejection of the election to membership, the applicant shall be informed of the outcome of their application by the BLCCJ Office.

Article 3 – Membership fees

- a) Yearly membership fees are payable in advance and will be defined by the Board of Directors.
- b) Any change of membership fees will require approval by two-thirds of the elected Directors.

Article 4 – Sponsorships

The Board may create any form of sponsorships it deems appropriate for the object of the Chamber. It will in due time decide the benefits corresponding to any sponsorship.

Article 5 – General Manager

- a) The General Manager shall devote his (her) entire working time to the affairs of the Chamber except if otherwise approved and authorized by the Board of Directors.

He (she) shall serve as the administrative officer in charge of the Chamber subject to the general policies and supervision of the Board of Directors and shall perform such other functions and duties as may be directed. He (she) shall, without vote, attend meetings of the Board of Directors, except as otherwise directed by the Board of Directors.

- b) The General Manager shall moreover be responsible for:
 - the care and use of the Chamber
 - the supervision and direction of the Chamber's staff
 - the assistance by clerical staff to officers and committees
 - the representation, publicity work and other external activities of the Chamber
 - keeping the Chamber's accounts and financial records in cooperation with the elected Treasurer
 - the collection of fees, dues and assessments
 - keeping the minutes and records of meetings of the Chamber, of the Board of Directors and the Committees
 - the correspondence of the Chamber
 - ensuring a good networking and flow of information to and among BLCCJ members

Article 6 – Committees, Working groups and Task forces

- a) The Chamber may have standing committees, working groups or task forces whose functions shall be determined by the Board of Directors.
- b) Each committee, working group or task force shall meet regularly and shall make reports on their activities at the Board meetings.

This revision is effective from 15 December 2021 and supersedes all prior versions of this constitution & by-laws. It has no retroactive effect.