



# THE FINNISH CHAMBER OF COMMERCE IN JAPAN

## Articles of Association

April 2020 (proposed amendments are written in red)

### **Chapter 1**

(General provisions)

#### Article 1 (Name and Location)

- a) The Association shall be known as the FINNISH CHAMBER OF COMMERCE IN JAPAN and is hereinafter referred to as “FCCJ”.
- b) The registered place of business of the FCCJ shall be in Tokyo, Japan.

#### Article 2 (Objectives)

- a) The objective of the FCCJ is to promote the development of trade between Finland and Japan by supporting activities of Finnish-related Companies in Japan.
- b) In order to achieve the objective, FCCJ shall:
  - (i) Promote measures that benefit and protect Finnish-Japanese interests in Japan.
  - (ii) Represent and express various opinions of the business community of Finland in Japan regarding trade, commerce and finance and related matters.
  - (iii) Provide, from time to time, to its Members, Japanese as well as Finnish, information concerning commerce and related matters of interest.
  - (iv) Associate and cooperate with other organizations - Finnish, Japanese or other - sharing mutual interests.
  - (v) Promote friendship among Finns and others in Japan.
  - (vi) Provide a base for information and contacts to Japanese companies and individuals interested in business with Finnish companies or individuals.
  - (vii) Provide a base for information and contacts to Finnish companies and individuals interested in business with Japanese companies or individuals.

#### Article 3 (General Principles)

- a) The Chamber is a non-profit organization.
- b) The Chamber cannot act for the purpose of profit for any private person or other organization.
- c) The Chamber must not be used for any political purposes.

**Chapter 2**  
(Membership)

Article 4 (Types of Membership)

- a) There shall be the following categories of members: -
  - (i) Corporate Members
  - (ii) Individual Members
  - (iii) Honorary Members
- b) Corporate Membership shall be open to all companies and organizations incorporated, registered or represented in Japan, or such other parties whose interest is considered as directly related to the interests of the Finnish business community in Japan or Japanese business community in Finland.
- c) Individual Membership shall be open to the individuals whose business or profession conforms with the objectives of the FCCJ.
- d) The General Assembly may, on the recommendation of the Board of Directors, elect as Honorary Members persons who have made significant contributions to promote trade between Finland and Japan. An Honorary Member shall enjoy all the rights and privileges of Membership except that he/she shall not be qualify to be officer or a Member of the Board of Directors or to vote at a General or Extraordinary General Assembly.
- e) Admission of Membership, whether Corporate, Individual or Honorary shall be at the absolute discretion of the Board of Directors and the Board of Directors' decision as to an applicant's qualification for Membership shall be final and conclusive.
- f) Only Corporate Members shall be entitled through their representatives to vote at a General Assembly. Corporate Members may have one or more executives participating in all the FCCJ meetings. However, at a General or Extraordinary General Assembly, the Corporate Member shall have only one vote.
- g) Visiting businessmen from Finland or, other countries doing business with Finland may attend the General or Extraordinary General Assembly or any other events of FCCJ as visitors.

Article 5 (Election of Members)

- a) Application for election as a Member shall be made in such form as may be determined by the Board of Directors.
- b) All applications for Membership shall be scrutinized by the Board of Directors and all applicants shall be elected by the Board of Directors by a majority vote.
- c) Upon election, the name and address of the Member shall be entered in the Register of Members.
- d) The new Member elected shall also be furnished with a copy of these Articles of Association and a request to remit to the FCCJ within one (1) month from the date of such request the amount of his first subscription. Upon payment of his first subscription, he shall become a Member of the FCCJ and be entitled to all the benefits and privileges of Membership and be bound by these Articles.
- e) If such subscription is not paid within one (1) month from the date of such request as aforesaid, the election of such candidate shall be void, unless he shall satisfy the Board of Directors that the delay in payment was due to sufficient causes.

#### Article 6 (Annual subscriptions)

- a) The annual subscriptions payable by all categories of Members shall be determined by the General Assembly.
- b) All annual subscriptions, except the first subscription of a new Member as provided by Article 4 (d), shall be payable during the month following the General Assembly, or as it may otherwise be decided from time to time by the Board of Directors.
- c) All annual subscriptions shall be paid to FCCJ.

#### Article 7 (Resignation)

A Member may at any time by giving notice to the Board of Directors resign its Membership, but shall continue to be liable for any subscription or other sum due and unpaid at the date of his resignation.

### **Chapter 3**

#### (Management and Organization)

#### Article 8 (Board of Directors)

- (a) The General Assembly shall elect a maximum of twelve (12) members to the Board of Directors for a period of two years at a time. The members of the Board of Directors should represent member companies or be individual members. The Representative of Business Finland (Embassy Trade Section) is automatically a non-voting Member of the Board. The Ambassador of Finland to Japan is Honorary Board Member.
- (b) The Board of Directors shall elect the President, who preferably should have Finnish citizenship, or be otherwise familiar with Finnish business and culture, for a period of one year and could be re-elected until the age of 65. The President is the official representative of the Chamber with signing rights.
- (c) The Board of Directors shall also elect Vice President(s) for a period of one year. There may be two or more Vice Presidents, upon the discretion of the Board of Directors.
- (d) The Board of Directors shall also elect an Executive Committee among its members to prepare proposals to the board and to develop the Chamber's activities.
- (e) The Board of Directors shall also, when deemed necessary, set up committees and projects for special tasks.
- (f) The Board of Directors shall also elect a Treasurer to guide and oversee the Executive Director in matters relating to the finances of the Chamber.
- (g) Members of the Board should have a good knowledge about Japan.
- (h) The Board of Directors shall meet at least four times every year and six (6) elected Members of the Board shall form a quorum.
- (i) The Board of Directors shall:
  - (i) appoint the Executive Director and other staff based on the proposal of the Executive Committee
  - (ii) decide remuneration and other benefits of the Executive Director and other staff
  - (iii) authorize annual action plans and budgets proposed by the Executive Director
  - (iv) present annual report, including audited statement of account for the preceding year and budgets to the General Assembly,

- (v) decide on all questions related to classification and acceptance of membership,
- (vi) execute decisions taken by the General Assembly
- (vii) shall call a General Assembly when deemed necessary.

#### Article 9 (Executive Director)

The Executive Director of the Chamber shall be responsible for the day-to-day activities of the Chamber and his/her tasks shall include essentially:

- a) to develop and execute annual activity plan and the budget
- b) to handle member recruitment
- c) to report to the General Assembly, Board of Directors and Executive Committee

#### Article 10 (General Assembly)

- a) The annual, ordinary General Assembly shall be held in the month of March or April each year upon a date and at the time to be fixed by the Board of Directors for the following purpose:
  - (i) to decide the annual subscriptions payable by both Corporate and individual members;
  - (ii) to receive from the Board of Directors a Report of Activities, a Balance Sheet and Statement of Accounts for the financial year and an Activity Plan and Budget for the next financial year;
  - (iii) to elect Members of the Board of Directors every second year;
  - (iv) to appoint independent auditors or an audit committee;
  - (v) to decide on any resolution which may be duly submitted to the meeting as hereinafter provided;
  - (vi) to transact any other business.
- b) Besides the annual, ordinary General Assembly, extraordinary General Assemblies may be called upon whenever deemed necessary.
- c) Meetings of the Extraordinary General Assembly shall be called by the President of the FCCJ upon request by the Board of Trustees or the Board of Directors. Announcement of such meetings, including the agenda, shall be mailed to all voting members at least 14 days prior to the meeting.
- d) In any General or Extraordinary General Assembly, not less than 25 % of the members, shall constitute a quorum. If a quorum is not present in the meeting, it can be formed by the decision of the Board of Directors, by contacting the members by facsimile, **letter or email**. All resolutions, except resolutions regarding amendments to the Articles of Association (see Chapter 5), shall be adopted by at least a majority of the members at present.
- e) Minutes from the meeting shall be taken.

**Chapter 4**  
(Accounts)

**Article 11** (Fiscal Year)

The fiscal year of the Chamber shall be from April 1 to March 31,

**Article 12** (Audit)

Accounts shall be kept and at least once every calendar year be examined and certified by independent auditors or an Audit Committee appointed by the General Assembly. The auditors shall audit the accounts of the Chamber at least seven (7) days before the General Assembly.

**Article 13** (Auditors)

The General assembly appoints two Auditors for one year. The Auditors shall see that all the activities and decisions taken by the Chamber are within the framework of the Articles of Association and legally dealt with in a correct way. The Auditors shall also inspect and sign the consolidation of the fiscal account. **In case either of the auditors cannot carry his or her duties, one auditor is considered sufficient.**

**Chapter 5**  
(Amendments)

**Article 14** (Amendments to the Articles of Association)

Amendments to these articles may be proposed by any Member of Chamber. The Board of Directors shall consider the proposals and present their recommendations to a general Assembly. Due notice of the proposed amendment(s) shall be sent with the notice of the meeting. Amendments shall be adopted upon approval by two thirds of the members at present and voting.

**Article 15** (Interpretation of Articles of Association)

The Board of Directors shall be the sole authority for the interpretation of these Articles, and the decision of the Board upon any question of interpretation or upon any matter affecting the Chamber and not provided for by these Articles, shall be final and binding the Members, unless altered or reversed by a resolution by the General or Extraordinary General Assembly.

**Chapter 6**  
(Dissolution)

**Article 16** (Dissolution)

The dissolution of the Chamber shall be adopted upon approval by three quarters at present and voting in the Extraordinary General Assembly, convened solely for the said purpose. In the event of the Chamber being dissolved, all debts and liabilities shall be fully discharged and the disposal of the remaining funds should be paid pro rata in relation to the membership fees paid by the Members.

If there is deficit of funds, all the Members shall pay pro rata in relation to their membership fees paid by the Members.

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