



# ARTICLES OF ASSOCIATION

of the

## FINNISH CHAMBER OF COMMERCE IN JAPAN

在日フィンランド商工会議所  
定款

Articles of Association  
of the  
FINNISH CHAMBER OF COMMERCE IN JAPAN

26th April 1999	Publication
31st March 2004	Revision entered into force
3rd April 2008	Revision entered into force
5th April 2016	Revision entered into force
3rd April 2017	Revision entered into force
2nd April 2019	Revision entered into force
22nd April 2020	Revision entered into force
7th April 2021	Revision entered into force

Last updated: April 2021

**Articles of the Association  
of the  
FINNISH CHAMBER OF COMMERCE IN JAPAN**

**CHAPTER 1 PRINCIPLES**

**Article 1  
General Provisions**

1. The name of the Association is “FINNISH CHAMBER OF COMMERCE IN JAPAN”. Its Japanese name is 在日フィンランド商工会議所. Its official abbreviation is FCCJ. The Association is hereinafter referred to as the “Chamber”
2. The registered office of the Chamber will be in Tokyo, Japan.
3. The Chamber is a non-profit organization.
4. The Chamber cannot act for the purpose of profit for any private person or other organization.
5. The Chamber must not be used for any political purposes.
6. The Chamber’s executive bodies will be the General Assembly and the Board of Directors. The Board of Directors may set up committees.

**Article 2  
Objective**

1. The objective of the Chamber is to promote the development of trade between Finland and Japan by supporting activities of Finnish related Companies in Japan.
2. In order to achieve these objectives, the Chamber shall:
  - a. Promote measures that benefit and protect Finnish-Japanese interests in Japan.
  - b. Represent and express various opinions of the business community of Finland in Japan regarding trade, commerce and finance and related matters.

- c. Periodically share relevant information on commerce and related matters of interest to its members
- d. Provide a base for information and contacts to Finnish Companies and individuals interested in business with Japanese companies or individuals.
- e. Provide a base for information and contacts to Japanese Companies and individuals interested in business with Finnish companies or individuals.
- f. Facilitate events for the benefit of its members.
- g. Provide related services to its members.

### **Article 3 Financial resources**

1. The Chamber shall be a not-for-profit organisation. Neither its activities nor its services shall be directed towards the pursuit of profit. The proceeds from its activities shall primarily be used to cover the Chamber's costs, achieve its objectives and complete its tasks pursuant to the present Articles of Association. The Chamber's financial resources and assets may be used solely in accordance with the Chamber's activities and tasks as stipulated in the Articles of Association.
2. In order to complete its tasks the Chamber shall be provided with financial resources consisting of:
  - a. Membership fees
  - b. Remuneration and fees for services
  - c. Other subsidies.

## CHAPTER 2 MEMBERSHIP

### Article 4

#### Types of membership

1. The Chamber shall include:
  - a. Corporate membership
    - i. Premium corporate member
    - ii. Larger corporate member
    - iii. Smaller corporate member
  - b. Individual membership
    - i. Individual member
    - ii. Student member
  - c. Honorary membership
2. Corporate membership shall be either premium corporate member, larger corporate member or smaller corporate member depending on the company size. Companies with 5 or less employees globally are counted eligible for smaller corporate membership. A corporate member eligible for smaller corporate category can also apply to become a member as a larger corporate member or premium corporate member.
3. 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.
4. Individual membership shall be open to the individuals whose business or profession conforms with the objectives of the FCCJ.
5. Student membership shall be applicable to a person who can demonstrate he/she is a student of the first day of the fiscal year (April 1) and whose interests conform to the objectives of the Chamber.
6. General Assembly may, on the recommendation of the Board of Directors, elect as Honorary Members person(s) who have made significant contributions to promote trade between Finland and Japan.
7. Honorary member shall enjoy all the rights and privileges of membership except that he/she shall not qualify to be officer or a member of the Board of Directors or to vote at a General Assembly or Extraordinary General Assembly.
8. The incumbent Ambassador of Finland to Japan is offered honorary membership of the Chamber.

9. Only corporate member shall be entitled through their representative to vote at a General Assembly. Corporate member shall have one vote at a General or Extraordinary General Assembly.
10. In the event that the voting representative of a corporate member is unable to attend the General Assembly and exercise the voting privilege, he or she may execute a written proxy designated to any eligible voting member to act on their behalf.

## **Article 5**

### **Start and end of membership**

1. Application for membership shall be made in such form as may be determined by the Board of Directors.
2. 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.
3. 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.
4. New members shall receive a copy of these Articles of Association and are requested to pay the applicable membership fee within one (1) month from the date of such request. The membership fee is calculated pro-rata from the annual fee based on the month of joining. Membership becomes effective upon confirmed receipt of payment which after the member is entitled to all the benefits and privileges of membership and is bound by these Articles.
5. Upon election, the name and address of the member shall be entered in the register of members.
6. Membership shall cease upon the death, resignation or exclusion of a member, and in the case of a legal entity or association of persons, when such an entity is dissolved.
7. Members who wish to withdraw shall notify the Board of Directors in writing. Members shall continue to be liable for any membership fees or other sums due and unpaid at the date of withdrawal. Membership fees or parts thereof already paid-up by a withdrawing member shall not be reimbursed for the current fiscal year.
8. The Board of Directors shall have the right, by a majority vote, to terminate the membership of existing members if they shall fail to comply with these Articles of Association, or if they shall deliberately act contrary to the Chamber's objective.

**Article 6**  
**Membership fees**

1. Annual membership fees shall be determined by the General Assembly.
2. All annual subscriptions, except the first subscription of a new member as provided by Article 4 (4), shall be paid during the month following the General Assembly, or as it may otherwise be decided by the Board of Directors.

**CHAPTER 3 MANAGEMENT**

**Article 7**  
**Board of Directors**

1. 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.
2. The Board of Directors shall elect the President, who should be familiar with Finnish and Japanese business and culture, for a period of one year. The President is the official representative of the Chamber with signing rights.
3. 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.
4. The Board of Directors shall set up committees and projects for special tasks when deemed needed.
5. 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.
6. Members of the Board should have a good knowledge about Japan.
7. The Board of Directors shall meet at least four times every year and six (6) elected Members of the Board shall form a quorum. In the event of a tie, the President shall have the deciding vote.

8. The Board of Directors shall:

- a. appoint an Executive Director and other staff if needed
- b. decide remuneration and other benefits of the Executive Director and other staff
- c. authorize annual action plans and budgets proposed by the Executive Director
- d. present annual report, including audited statement of account for the preceding fiscal year and budget for new fiscal year to the General Assembly
- e. decide on all questions related to classification and acceptance of membership
- f. execute decisions taken by the General Assembly
- g. shall call a General Assembly when deemed necessary.

**Article 8**

**Executive Director**

1. 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 committees when such are created

**Article 9**

**General Assembly**

1. The Annual General Assembly shall be held in March or April each year upon a date and at the time to be fixed by the Board of Directors for the following purpose:
  - a. to decide the annual subscriptions payable by both Corporate and individual members;
  - b. to receive 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 from the Board of Directors;
  - c. to elect Members of the Board of Directors every second year;
  - d. to appoint independent auditors or an audit committee;



- e. to decide on any resolution which may be duly submitted to the meeting as hereinafter provided;
  - f. to transact any other business
2. Announcement of the Annual General Assembly, including the agenda, shall be sent by post or email to all voting members at least 14 days prior to the meeting.
  3. Besides the Annual General Assembly, Extraordinary General Assemblies may be called upon whenever deemed necessary.
  4. Meetings of the Extraordinary General Assembly shall be called by the President of the Chamber upon request by the Board of Directors.
  5. The President of the Chamber shall chair the General Meeting, and if he is unable to do so, one of the Vice-Presidents or another deputy chosen from among members of the Board of Directors and designated by the President shall take his place.
  6. Annual General Assembly shall have a quorum if at least 25 % of the members eligible to vote are present or represented. Resolutions shall be passed by a simple majority of the votes cast by members present or represented and eligible to vote unless stipulated otherwise in the present Articles of Association. In the event of a tied vote, the chair of the meeting shall have the casting vote. When positions are being filled for which there is more than one candidate, the candidate elected shall be the one who receives the most votes.
  7. 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 through written communication, such as e-mail, letter or fax.
  8. In case a physical meeting is not possible, Annual General Assembly can also be conducted over the Internet through videoconference or other means deemed proper by the Board of Directors.
  9. The provisions of this Article 8 shall apply equally to Ordinary and Extraordinary General Meetings, unless additional special provisions have been made in the present Articles of Association.

## **CHAPTER 4 ACCOUNTS**

### **Article 10**

#### **Fiscal year**

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

### **Article 11**

#### **Audit**

1. Accounts shall be kept and at least once every calendar year be examined and certified by the auditors appointed by the General Assembly. The auditors shall audit the accounts of the Chamber at least seven (7) days before the General Assembly
2. 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 12**

#### **Amendments to the Articles of Association**

1. Amendments to these articles may be proposed by any Member of the 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 and agenda of the meeting. Amendments shall be adopted upon approval by two thirds of the members at present and voting

### **Article 13**

#### **Interpretation of Articles of Association**

1. 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 14

#### Dissolution

1. 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.
2. If there is deficit of funds, all the Members shall pay pro rata in relation to their membership fees paid by the Members.

(End of Articles of Association)