



World Trade Center Amsterdam

Tower B 9th floor

Strawinskylaan 935. 1077 XX Amsterdam. Tel. : 020-662-1457 Fax: 020-664-9781

ARTICLES OF ASSOCIATION OF THE JAPANESE CHAMBER OF COMMERCE AND INDUSTRY IN THE NETHERLANDS.

Name, Domicile, Duration, Associations year.

Article 1

1. The title of the Chamber is: **VERENIGING JAPANESE KAMER VAN KOOPHANDLE EN FABRIEKEN IN NEDERLAND**
(The Japanese Chamber of Commerce and Industry in the Netherlands).
2. The Chamber has its domicile in Amsterdam in the Netherlands.
3. The Chamber is constituted for an indefinite period.
4. The Chamber's year is concurrent with the calendar year.

Purpose

Article 2

1. The purpose of the Chamber is the promotion of economic relations and friendly ties between Japan and the Netherlands.
2. In order to achieve this purpose, the Chamber shall organize the following activities on non-profit basis:
 - a. making its views public, and when necessary, consultation or negotiation with the relevant outside organizations.;
 - b. public relations activities for the members and collection of information and data, which may be relevant to business activities of the members;
 - c. organizing and sponsoring lectures, courses and meetings;
 - d. promotion of contacts with other Japanese and Dutch economic organizations in the Netherlands;
 - e. regular publication and distribution of a members' directory and a bulletin;
 - f. planning social activities for the members;
 - g. support of, and when necessary, financial assistance to, other Japanese organizations, in particular, the Japanese Schools;
 - h. organization of other activities in broad areas of interest which are considered to be appropriate for achieving the purpose of the Chamber.

Membership

Article 3

1. The Chamber shall have ordinary members, associate members and honorary members.
2. Any Japanese legal company, its Dutch daughter or other organization, operating in the Netherlands with an office or business enterprise can apply for an ordinary membership, if it satisfies the conditions set out in the by-laws.
3. Any natural person or legal person, other than those who qualify for the paragraph 2 of this Article, can apply for an associate membership.
4. Members of the Japanese Diplomatic corps, the consular service and other official organizations stationed in the Netherlands can become honorary members.

Application Procedure

Article 4

Those who agree with the purpose of the Chamber and wish to become a member can, after having obtained a recommendation from one of the officers of the Chamber, send an application form addressed to the Chairman of the Chamber. The Management Board of the Chamber shall decide on the application.

Rights and Duties of Members

Article 5

1. An ordinary member shall have right to one vote.
2. Persons representing the organization, which are ordinary members of the Chamber, can be appointed to the function of an officer of the Chamber.
3. Ordinary and associate members shall pay an admission fee at the time of their admission and subsequently an annual membership fee. The amount of the admission fee and the annual membership fee and the method of payment shall be fixed by the by-laws.

The End of Membership, Removal of Members

Article 6

1. Membership ends in the following:
 - a. when a member gives to the Chamber a written notice of his intention to leave the Chamber membership; at least 30 days before the end of the Chamber's year;
 - b. when a member, who is a natural person dies or, in the case of a member which is an organization, when its office or place of business is closed or liquidated.

2. The Chamber can remove an ordinary or associate member from the membership by a decision of the General Member's Meeting in the following cases:
 - a. when a member does not pay his annual membership fee for more than one year.
 - b. when a member damages the Chamber's reputation or has acted against the purpose of the Chamber.

Suspensions

Article 7

Members who damage or have damaged the interests of the Chamber can be suspended from the membership by a decision of the Management Board.

Officers

Article 8

The Chamber shall install the following officers: one Chairman, several vice-chairman, at least ten managing officer and two auditors.

The Function of the Officers

Article 9

1. The Chairman represents the Chamber formally and is responsible for the general affairs.
2. Vice-chairman assist the Chairman, act on his behalf when he is unwillingly prevented from performing his duties. One of them takes over his duties when he has left the office.
3. Managing officers assist the Chairman and vice-chairman and manage the general affairs.
4. Auditors supervise the administration and financial management of the Chamber and reports the results of their supervisory activities to the General Members' Meeting.

Appointment and Removal of Officers

Article 10

1. Chairman, vice-chairman, managing officers and auditors shall be appointed from the represents of the member organizations by the General Members' Meeting.
2. The officers of the Chamber can be removed can by the General Members' Meeting.

3. When the officer of the Chairman, vice-chairman, managing officer or auditor becomes vacant, the Management Board can appoint a deputy to that office.

Term of Appointment of Officers

Article 11

1. The Chamber shall have a Management Board.
2. The Management Board shall be formed by the Chairman, vice-chairman and managing officers.
3. The Chairman convenes a Management Board meeting as he deems it necessary or on the request of at least one-third of the board members to have a meeting to be held.
4. The Chairman shall preside the Management Board meeting. When the Chairman is hindered from being present at the meeting, he shall assign a person who shall preside over the meeting.
5. The auditors can attend the board meeting and speak but they have no right to vote.
6. The Management Board members can not be represented at the board meeting by proxy.
7. When the chairman of the board meeting deems it necessary, persons other than the officers of the Chamber shall be admitted to the Board meeting and given the opportunity to speak at the request of the chairman. Such persons have no right to vote.

Decisions of the Management Board

Article 13

The Management Board shall decide on the following matters;

- a. matters to be proposed to the General Members Meeting;
- b. matters which are entrusted to the Board by the General Members Meeting;
- c. admission of ordinary or associate members;
- d. introduction of working groups and committees in the Chamber and approval of decisions made by them;
- e. all other matters deemed necessary for the performance of the Chamber's activities.

General Members Meeting

Article 14

1. The General Members Meeting shall be held once a year in the month of January, unless the Management Board decides otherwise.

2. The General Members Meeting shall decide on the following matters, with the excepting of items f. and g. which may be delegated to the Management board by the General Members Meeting;
 - a. revision of the Articles of Association;
 - b. regulation about admission and yearly membership fees in the by-laws;
 - c. expulsion of ordinary and associate members from the membership;
 - d. appointment and removal of the Chairman, vice-chairman, managing officers and auditors;
 - e. approval of the financial documents;
 - f. decision about and change of an activity plan and the planned budget;
 - g. matters specially requested by the Management Board.

Extraordinary General Members

Article 15

1. The Chairman shall convene an extraordinary General Members Meeting when he deems it necessary.
2. When at least one fifth of the total number of ordinary members sends a written request to the Chairman to hold an extraordinary General Members Meeting, making mention of the reason for calling the meeting and items to be dealt with at the meeting, the Chairman must convene such a meeting without delay.

Procedure for the General Members Meetings

Article 16

1. A General Members Meeting shall be convened with a written notice, mentioning the items of the agenda, place, time and the date of the meeting, at least 7 days before the date of the planned meeting. The day of the meeting and the day of sending the convocation are not to be counted in the said term of 7 days.
2. The Chairman shall preside the General Members Meeting.
3. The General Members Meeting is formed by the presence of the majority of the total number of ordinary members. Members can be represented by proxy.
4. Resolutions on the items of the agenda at the General Members Meeting shall be taken by a majority of votes of the members present at the meeting, with the excepting of a resolution on matters concerning paragraph 2a of article 14. When the votes are divided evenly, the Chairman shall decide.
5. The ordinary members present at the General Members Meeting can exercise their voting right for themselves as well as for the absent ordinary members who have entrusted their voting rights to them.

Sections

Article 17

1. At the request of a member (members) a section can be set up for the benefit of a specific group of members.
2. The Management Board decides on setting up and management of such sections.

Committees

Article 18

When the Management Board deems it necessary for achieving the goals of the Chamber,
committees (project teams) can be set up.

By-laws

Article 19

1. The Management Board shall fix by-laws to rule other matters, which are not regulated under the Articles of Association.
2. When the Articles of Association are revised, the Management Board must adjust the by-laws without delay to accommodate the introduced revisions.

Revision of the Article of Association

Article 20

1. A resolution of the Articles of Association shall be taken by at least two-thirds of the votes cast by the members present at an ordinary or extraordinary General Members Meeting approving the revision.
2. The text of the proposed revision of the Articles of Association must be attached to the convocation of the General Members Meeting referred to in Paragraph 1 of Article 16.
3. When two-thirds of the votes needed for the approval of a proposed revision is not obtained at a General Members Meeting, the decision shall be postponed until the following General Members Meeting, at which the revised Articles of Association shall be approved by a simple plurality of votes.

Dissolution

Article 21

1. The Chamber can be dissolved, at a special General Members Meeting convoked for the purpose of dissolving the Chamber at least 14 days before the date of the meeting, when the quorum of two-thirds of the ordinary members is fulfilled and at least two-thirds of the members present at the meeting approve the proposed dissolution of the Chamber.
2. Paragraph 1, 2, the second sentence of paragraph 3 and paragraph 5 of Article 16 shall be applicable to the procedure of the special General Members Meeting provided in the first paragraph of this article.

Liquidation

Article 22

The Chamber shall be liquidated according to law by a liquidator designated by the General Members Meeting.