

**THE STATUTES
OF
THE NETHERLANDS CHAMBER OF COMMERCE IN JAPAN**



CHAPTER I: GENERAL PROVISIONS

Article 1: Name and Domicile.

- a. The name of the organization is the "Netherlands Chamber of Commerce in Japan" (the "NCCJ").
- b. The principal office of the NCCJ is in Tokyo.
- c. By resolution adopted at an Annual General Meeting of Members or General Meeting of Members, the NCCJ may establish a branch of its organization elsewhere in Japan.

Article 2: Objectives.

The objectives of the NCCJ are as follows:

- a. to provide a platform for the exchange of information between Members concerning trade, commerce, industry, finance and other topics that are relevant for the pursuit of business activities in Japan or the promotion of trade between the Netherlands and Japan;
- b. to represent and express the opinions of its Members, either directly or through cooperation with other organizations that share similar interests, concerning the measures that are necessary or desirable to facilitate the pursuit of business activities in Japan or to promote trade between the Netherlands and Japan;
- c. to organize events and meetings to promote mutual understanding, friendship and business relationships between Members;
- d. to do all other things that are necessary or desirable to achieve the above objectives.



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CHAPTER II: MEMBERS

Article 3: Classification of Members.

Members of the NCCJ are classified as follows:

- (1) Regular Members; and
- (2) Honorary Members.

Article 4: Eligibility for Membership.

Eligibility for Membership of the NCCJ is determined as follows:

- (1) Regular Members.
 - a. corporations, other business organizations and any institutions with official seat (in Dutch: *statutaire zetel*) in the Netherlands;
 - b. corporations or other business organizations with official seat in Japan, in which a majority of the voting rights is exercised by a corporation or other business organization with official seat in the Netherlands or by an individual or individuals of Netherlands nationality;
 - c. corporations, other business organizations and any institutions that do not belong to any of the categories referred to under paragraph a. or paragraph b. and that seek business and/or friendship relationships with the NCCJ's members or otherwise actively contribute towards realization of the objectives of the NCCJ;
 - d. individuals of Netherlands nationality; and
 - e. individuals of other than Netherlands nationality who seek business and/or friendship relationships with the NCCJ's members or otherwise actively contribute towards realization of the objectives of the NCCJ.
- (2) Honorary Members.

Individuals elected by the Management Committee who accept the invitation of the Management Committee to become Honorary Members.

Article 5: Regular Membership.

- a. Every application for Regular Membership must be submitted by the Secretary to the Management Committee. The Management Committee considers and decides on the admission of the candidate at its next or a subsequent Meeting.
- b. After admission by the Management Committee, Membership comes into effect upon payment of the contribution by the Regular Member.

Article 6: Honorary Membership.

- a. Honorary Membership comes into effect upon the candidate's written acceptance of the invitation of the Management Committee to become an Honorary Member.
- b. Honorary Membership terminates upon the departure of the Member from Japan, unless the Honorary Membership continues under a special resolution of the Management Committee.
- c. Honorary Members are exempt from payment of Annual Contribution and have no right to vote at any Meeting of the NCCJ.

Article 7: Voting Rights.

- a. A corporation, other business organization or institution registered as Regular Member of the NCCJ designates a resident of Japan of good standing as its representative(s) to vote.
- b. A Regular Member has one or more votes at Meetings of Members. A Regular Member holding voting rights may represent at most three other Regular Members with a valid proxy issued in writing.
- c. A Member whose Annual Contribution is delinquent in accordance with Article 8 is not entitled to vote or to vote by proxy, or to hold elective office until the delinquency terminates.



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Article 8: Contributions.

- a. A Regular Member shall pay the Annual Contribution in advance at the commencement of the Financial Year.
- b. If the Membership of a Regular Member comes into effect within a financial year, then the contribution is computed by dividing the yearly contribution by 12 and by multiplying the result with the number of months remaining for that year.
- c. The amount of the Annual Contribution is determined by the Management Committee and approved by the Annual General Meeting of Members.
- d. The Annual Contribution is considered delinquent if a Member does not pay the contribution within the period of sixty days after the commencement of the Financial Year, and if after this period the Member does not pay the contribution within the period of thirty days after receipt of the notice sent by the Treasurer regarding the outstanding contribution.

Article 9: Expulsion.

- a. If in the opinion of the Management Committee the continued Membership of any Member is detrimental to the NCCJ, then the Management Committee is empowered to expel the Member.
- b. The expelled Member is entitled to appeal the expulsion at the next Annual General Meeting of Members or General Meeting of Members. The appeal must be included as a separate item on the agenda for the Meeting without stating the name of the Member concerned. The Meeting decides by voting in writing.
- c. A decision of the Management Committee to expel a Member may only be revoked if at least three quarters of the Members holding voting rights present at the Meeting agree to revoke. If the expelled Member is not present or represented at the Meeting, the Meeting may vote on the expulsion decision by deeming the Member to be present or to be represented at the Meeting.
- d. If the Annual Contribution of any Member becomes delinquent under Article 8, the Treasurer shall give due notice thereof to the Member. If the Contribution remains unpaid at the end of the Financial Year and no satisfactory reason is given therefore, then the Member may be deleted from the list of Members of the NCCJ by resolution duly adopted by the Management Committee.

Article 10: Resignation.

- a. If a Member wishes to resign, then the member must give a written notice to the Secretary before the first day of the last month of the Financial Year. If the written notice is given after the first day of the last month of the Financial Year, then the Annual Contribution for the subsequent Financial Year is due notwithstanding the written notice.
- b. If a resignation comes into effect within a Financial Year, then no refund is made regarding the Annual Contribution for that year.

CHAPTER III: MANAGEMENT COMMITTEE AND SUBCOMMITTEES

Article 11: Management Committee.

- a. The NCCJ has a Management Committee consisting of the following Officers:
 - (1) Chairman;
 - (2) Vice-Chairman;
 - (3) Secretary;
 - (4) Treasurer;
 - (5) one or more Directors.



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- b. The Officers must be Regular Members or their representatives designated in accordance with Article 7(a).
- c. The term of office of the Management Committee ends at the Annual General Meeting of Members under article 12.

Article 12: Election of Officers.

- a. The Officers constituting the Management Committee are elected at the Annual General Meeting of Members.
- b. Candidates for the new Management Committee may be proposed by the Management Committee holding office for the term ending with the Annual General Meeting, or by at least two Regular Members holding voting rights.
- c. All Officers of the sitting Management Committee may be nominated for re-election for the new Management Committee.

Article 13: Vacancies.

- a. If an Officer of the Management Committee declines to serve or resigns his office, or if the office becomes vacant for any other reason, then the remaining Officers of the Management Committee may nominate a new Officer to fill the office in accordance with Article 11. The new Officer serves the office until the next Annual General Meeting of Members.
- b. A change of Officers of the Management Committee is notified to the Members of the NCCJ within 30 days after the day the change comes into effect.

Article 14: Authority and Duty of the Management Committee and its Officers.

- (1) The Authority and Duties of the Management Committee are as follows:
 - a. The NCCJ is managed by the Management Committee.
 - b. The duties and powers under paragraph a. of this Article relate to the general business and affairs of the NCCJ as a whole. The duties and powers do under no circumstances allow or empower the Management Committee, its Officers or its nominees to commit, or to legally or morally bind any Member of the NCCJ in any way without the Member's specific written consent.
 - c. The Management Committee may decide to invite individuals serving the Netherlands Government or other important individuals to join in the deliberations of the NCCJ or of the Management Committee, if the Management Committee considers it necessary or desirable.
- (2) Specific duties and powers of Officers of the NCCJ are as follows:
 - a. Chairman.
The Chairman supervises the activities of the Management Committee. The Chairman is authorized to represent the NCCJ and is entitled to speak for the NCCJ. If the Chairman is absent, his duties and powers rest with the Vice-Chairman. If the Vice-Chairman is absent too, the duties and powers of the Chairman rest with the other Officers in accordance with the order in which they appear under Article 11. If more than one Director is authorized according to Article 11, then the Directors are ranked in order of seniority of the length of time spent as an Officer of the NCCJ.
 - b. Secretary.
The Secretary conducts the NCCJ's general correspondence and keeps the NCCJ's official archives. The Secretary issues written convocations for Meetings of Members and Meetings of the Management Committee in accordance with the instructions of the Chairman.
 - c. Treasurer.
The Treasurer is responsible for the efficient management and custody of the NCCJ's assets and financial operations and records, and properly conducts all



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- accounting procedures related thereto in accordance with the guidelines the Management Committee may lay down from time to time.
- d. Director.
A Director actively promotes the objectives of the NCCJ.

Article 15: Management Committee Meetings.

- a. The Management Committee meets when necessary but at least once every month except for the months of July and August.
- b. Four Officers constitute a quorum at a Management Meeting. Decisions are taken by a simple majority of votes at a meeting for which there is a quorum. If the voting at a Management Committee Meeting results in a tie, the Chairman is entitled to render a casting vote to decide the issue under consideration according to his preference or may decide to refer the issue to a future management Committee meeting to be called within one month.

Article 16: Removal of Officers.

An Officer of the Management Committee may be removed from office at any time by a resolution duly adopted at a General Meeting of Members.

Article 17: Subcommittees.

- a. Subcommittees may be set up by the Management Committee. The Management Committee defines the terms of reference of the Subcommittee. The Chairman appoints and may remove the chairman of a Subcommittee after prior consultation with the other Members of the Management Committee.
- b. Subcommittee members are Regular Members of the NCCJ. Subcommittee members have no executive powers. The chairman of each Subcommittee reports to the Management Committee.

Chapter IV: Board of Trustees

Article 18: Board of Trustees.

- (1) The Management Committee may establish a Board of Trustees, for the purpose of:
- a. enhancing the development and securing the continuity of the NCCJ; and
 - b. ensuring that the Management Committee is duly informed about the general views, opinions and concerns of the Dutch business community in Japan on any matters relevant to the NCCJ.
- (2) The Board of Trustees shall consist of appointed:
- Honorary Members;
 - senior representatives of Regular Members;
 - senior representatives of the Dutch government, or any subdivision thereof; and/or
 - individuals of excellent standing within the Dutch business community in Japan.
- (3) The Board of Trustees shall operate with no less than three (3) Trustees and no more than nine (9) Trustees.

Article 19: Appointment of Trustees.

- a. The Trustees shall be appointed at the Annual General Meeting of Members.
- d. Candidates for the Board of Trustees may be proposed by the Management Committee holding office for the term ending with the Annual General Meeting, or by at least two Regular Members holding voting rights.



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- e. Each Trustee shall be appointed for a period of three (3) years, and may be reappointed for a subsequent period of three (3) years thereafter.

Article 20: Vacancies.

- a. For any positions being or becoming vacant, whereby the number of vacant positions is equal to the difference between the maximum number of nine (9) Trustees and the actual number of appointed Trustees, the Management Committee may nominate a Trustee mid-term to fill the vacancy in accordance with Article 18. The new Trustee serves the office until the next Annual General Meeting of Members.
- b. Any changes in the composition of the Board of Trustees is notified to the Members of the NCCJ within 30 days after the day the change comes into effect.

Article 21: Authority and Duty of the Board of Trustees and its Trustees.

- (1) The Authority and Duties of the Board of Trustees are as follows:
 - a. The Board of Trustees shall act as advisor to the Management Committee, providing non-binding advice upon the Management Committee's specific request or at its own initiative. The Management Committee will take such advice into due consideration in exercising its authorities and duties described in Article 14.
 - b. The Board of Trustees may at any given time and at its own discretion request the Chairman of the Management Committee to inform them about any ongoing deliberations within the Management Committee. The Chairman of the Management Committee shall not unreasonably withhold such information, and shall provide the requested information in a timely manner.

Article 22: Board of Trustees Meetings.

- a. The Board of Trustees meets when necessary but at least once every year, with a majority of the appointed Trustees present.
- b. The Chairman of the Board of Directors shall attend at least one meeting of the Board of Trustees every year, as an observer. In this meeting, the Chairman will brief the Trustees about relevant developments within the NCCJ as well as ongoing deliberations within the Management Committee.
- c. Every such meeting shall be chaired by one of the Trustees elected on the occasion of the meeting.

Article 23: Removal of Officers.

- a. A Trustee may be removed from office at any time by a resolution duly adopted at a General Meeting of Members.

CHAPTER V: CHAMBER MEETINGS

Article 24: Classification and Conduct of Meetings.

- (1) Meetings of the NCCJ are classified as follows:
 - a. Annual General Meeting of Members.
The Annual General Meeting of Members is held every year within two months after the end of the Financial Year of the NCCJ.
 - b. The agenda for the Annual General Meeting of Members includes at least the following issues:
 - (a) the Chairman's annual report,
 - (b) the Treasurer's annual financial statements, report and budget,
 - (c) election of the Management Committee,
 - (d) appointment of Auditor(s).



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- c. General Meeting of Members.
The Management Committee may call a General Meeting of Members at its own initiative. The Management Committee shall call a General Meeting of Members within one month after a written request to hold the Meeting is received by the Secretary of the NCCJ from at least three Members holding voting rights. The request must specify in detail the issues to be dealt with at the Meeting.
 - d. Informal Meetings.
The Management Committee at its discretion may invite Members and guests to informal meetings and social gatherings of any kind. No decisions concerning the NCCJ's business and affairs may be adopted at such meetings.
- (2) The Chairman, or in his absence the Vice-Chairman, presides over and is responsible for the proper conduct of all Meetings of the NCCJ. If both the Chairman and the Vice-Chairman cannot attend a Meeting, then the Management Committee decides which other Officer presides over the Meeting.

Article 25: Convocation of Meetings.

The Management Committee shall arrange, at least two weeks before an Annual General Meeting of Members or a General Meeting of Members, the written notices to be sent to all Members and Trustees, stating the issues, time and place of the Meeting. No other issues than stated in the notice may be subject to voting at the Meeting.

Article 26: Quorum and Voting.

- a. Fifty-one percent of the Members holding voting rights constitutes a quorum at all meetings of the NCCJ.
- b. If a quorum is not present within half an hour after the starting time of the Meeting, then the Meeting is adjourned and written notice is given to the Members within three weeks after the adjournment, stating the time and place of the Meeting adjourned. The notice is sent at least one week before the date on which the Meeting is reconvened and no quorum is required for the Meeting adjourned.
- c. At all Meetings, decisions are taken and elections decided by at least a majority of Members holding voting rights present or represented, unless otherwise provided in these Statutes.
- d. If voting concerns membership or election of individuals, then voting is secret by the use of ballots if so proposed by the Management Committee or if so requested by a Member holding voting rights.

CHAPTER VI: FINANCIAL YEAR AND FINANCIAL STATEMENTS

Article 27: Financial Year.

The Financial Year of the NCCJ begins with 1 April, and ends on 31 March of the subsequent year.

Article 28: Assets.

Assets of the NCCJ from which the NCCJ's expenditure are paid derive from the following:

- (1) Annual Contributions,
- (2) Revenues from the business of the NCCJ,
- (3) Interest accruing from assets,
- (4) Any other revenues.



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Article 29: Financial Statements.

- a. The Treasurer maintains up to date records of the NCCJ's assets and liabilities, and of the NCCJ's income and expenditure.
- b. After the end of the Financial Year, the Treasurer shall timely prepare the NCCJ's Annual Financial Statements for that year and the proposed Budget for the subsequent Financial Year, and shall present it to the Management Committee for consideration and approval and for subsequent submission to the Annual General Meeting of Members.

Article 30: Audit.

- a. At each Annual General Meeting of members one or more Auditors of the NCCJ are elected. The Auditor(s) must be Regular Member(s). The Auditor(s) is/are chosen amongst candidates proposed by the Management Committee or by at least three Members holding voting rights.
- b. The Auditor(s) shall examine and certify the accounting and financial Statements of the NCCJ for the Financial Year ending on 31 March of the subsequent calendar year before submission of the annual Financial Statements to the Annual General Meeting of Members.

CHAPTER VII: AMENDMENTS TO THE STATUTES AND DISSOLUTION OF THE CHAMBER

Article 31: Amendments to the Statutes.

- a. The Management Committee or at least three Members holding voting rights may propose amendments to these Statutes.
- b. The amendments are presented, together with any recommendations of the Management Committee if any, to the Annual General Meeting of Members or General Meeting of Members, at which Meetings action may be taken.
- c. The text of the proposed amendment is sent to each Member holding voting rights together with the notice calling the Meeting.
- d. At the Meeting, the proposed amendment is submitted for decision by the Members, and the amendment is adopted if it is approved by at least two-thirds of Members holding voting rights present or represented.

Article 32: Dissolution of the NCCJ.

- a. A proposal to dissolve the NCCJ is adopted if it is approved at a General Meeting of Members or Annual General Meeting of Members by at least seventy five percent of the Members holding voting rights present, and if the agenda of the Meeting includes the proposal.
- b. A Meeting that has the objective to dissolve the NCCJ may be called by the Management Committee, or at the request of at least sixty percent of the Regular Members, which Members must be present at the Meeting within half an hour after the starting time of that Meeting. If sixty percent of the Regular Members are not present on time, then no voting takes place regarding the proposal to dissolve the NCCJ and the proposal is deemed as been withdrawn.
- c. At the Meeting at which a decision to dissolve the NCCJ is taken, it is also decided in what manner any disposable assets, after satisfaction of the NCCJ's debts and obligations, are disposed of. If the Meeting decides to dispose of assets in favour of Members, then the disposal is made to all Regular Members that are residents or that are legally represented in Japan at the time of the dissolution. The assets are shared between these Members in proportion to the aggregate amount of contributions made by each Member in the Financial Year in which the Meeting is held and in the four years preceding that year.



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Article 33: Disposal of Net Assets.

If upon dissolution of the NCCJ, after satisfaction of all debts and obligations of the NCCJ and after any disposal of assets to Members in accordance with Article 32, any assets remain, then the remaining assets together with important records of the NCCJ are placed in custody of either an appropriate official representative of the Government of the Netherlands in Japan, or another entity or individual of good standing as the Management Committee may select.

CHAPTER VIII: BY-LAWS

Article 34: By-Laws.

By-Laws conducive to enforcement of these Statutes are adopted by normal decision of the Management Committee.

Article 35: Notification.

The text of By-Laws adopted by the Management Committee and any amendments thereto are notified in writing to Members within two weeks after the institution or amendment of the By-Laws.