



CONSTITUTION

Amended as of February 16, 2016

Constitution enforced as of February 25, 1982
Amended Constitution as of February 15, 1984
Amended Constitution as of February 27, 1991
Amended Constitution as of February 17, 1999
Amended Constitution as of February 20, 2003
By-Laws enforced as of January 14, 1986
Amended By-Laws as of February 22, 2000
Amended By-Laws as of February 20, 2003
Combination of Constitution and By-Laws as of May 29, 2009
Amended Constitution as of February 13, 2012
Amended Constitution as of February 16, 2016

Article 1 Name and Domicile

This organization shall be known as the Swiss Chamber of Commerce and Industry in Japan (SCCIJ), hereinafter called “the Chamber”. In Japanese: Zainichi Suisu Shoko Kaigisho. The office of the Chamber shall be in Tokyo.

Article 2 Objectives

- 2.1 The Chamber shall have the following objectives:
- i. To aid and facilitate the development of trade, investment and commerce between Switzerland and Japan.
 - ii. To promote measures calculated to benefit the interests in Japan of companies and citizens of Switzerland.
 - iii. To represent, express and give effect to the opinions of the Swiss business community and companies in Japan regarding trade, industry and related operations towards Swiss and Japanese authorities.
 - iv. To collect, evaluate and disseminate among its Members statistical and other information concerning commerce and industry or other undertakings of interest to them.
 - v. To associate, cooperate or become affiliated with other organizations sharing mutual interests.
 - vi. To promote social interactivity as well as to organize events for Members and between Members and other organizations, authorities, affiliation or individuals.
 - vii. To support educational exchange between Switzerland and Japan.

2.2 European Business Council

- i. The Chamber shall participate as full member to the European Business Council (EBC).
- ii. The Chamber shall furthermore encourage its Members to participate in the EBC committees' activities. Such participation shall not however be considered as binding the Chamber in any way but shall be done under the full responsibility of the Member.
- iii. The Executive Committee shall elect its representative to the EBC's organs.

2.3 The Chamber shall do all such things as may be conducive to the attainment of the above objectives.

Article 3 Liabilities

Only the Chamber's assets cover its Liabilities.

Article 4 Classification of Memberships

The Chamber shall consist of the following categories of membership:

Corporate
Associate
Entrepreneur
Overseas
Individual
Honorary
Student

Article 5 Eligibility

5.1 Corporate Member: entity owned or predominantly owned by Swiss capital (including Liechtenstein, and hereinafter the same), or that is primarily based in Switzerland, or that has a significant Swiss image.

5.2 Associate Member: any other corporate entity which shows interest in the objectives of the Chamber. Additionally, any corporate entity that would normally be eligible for Corporate Membership but which because of its size or being a relative newcomer to the market is allowed by a majority of the Executive Committee to hold

this status. This status will be reviewed on an annual basis by the Executive Committee.

5.3 Entrepreneur Member: any small company or firm which shows interest in the objectives of the Chamber, and:

- i. Has more than one but less than ten full-time directors, partners or employees in Japan; and
- ii. Is not owned or controlled, directly, indirectly, by a company that is listed on any stock exchange or by a major unlisted company.

This status will be reviewed on a regular basis by the Executive Committee.

5.4 Overseas Member: any individual or corporate entity that does not have a residence or a place of business respectively in Japan and which shows interest in the objectives of the Chamber.

5.5 Individual Member: any individual resident in Japan and who has interests in the objectives of the Chamber.

5.6 Honorary Member: Anybody who has made a significant contribution to the Swiss-Japanese business community, and has been proposed by an Executive Committee member and approved unanimously by the Executive Committee.

- i. The Ambassador of Switzerland to Japan shall automatically be installed as the Honorary President of the Chamber. He shall hold this office during his term as Ambassador to Japan.
- ii. Honorary Members are entitled to all the privileges of Regular Members except voting rights and are exempt from payment of dues.

5.7 Student Member: students who have interests in the objectives of the Chamber can become Member. Students are exempt from payment of dues.

Article 6 Regular Members

Regular Members shall consist of the following categories of membership: Corporate, Associate and Entrepreneur.

Article 7 Votes of Members

At a General Meeting of the Chamber, each Member shall be entitled to cast in person or by proxy, the number of votes attributed to such Member's category of membership as follows:

Category of Membership	Number of Votes
Corporate	2
Associate	1
Entrepreneur	1
Overseas	0
Individual	0
Honorary	0
Student	0

Article 8 Membership

8.1 Beginning

Membership begins with approval and payment of the dues for the current calendar year. Fulfillment of the criteria listed in Article 5 does not entitle applicants to become Members.

- i. Application for membership must be made in writing. The application shall contain the names in full and address of the applicant, the type of membership desired, the nature of the applicant's business or activity and any other information as the Executive Committee may require.
- ii. Applicants applying for Entrepreneur Membership shall also specify the total number of staff working in Japan.
- iii. The candidate therewith pledges to abide by the Constitution if his application is approved.
- iv. The Secretariat shall notify each member of the Executive Committee of a new application for membership.
- v. Decision on the application is made by the Executive Committee at a meeting following the application.
- vi. Any member of the Executive Committee unable to attend said meeting may exercise his vote by proxy or by mail prior to the meeting.
- vii. Decision is notified to the candidate in writing.
- viii. There is no obligation to reveal the reasons for non-approval.
- ix. Upon acceptance of the application, the new Member shall be furnished

with a copy of the Constitution.

8.2 Change

Change in classification of membership shall be by resolution of the Executive Committee.

8.3 End

Membership ends with resignation, expulsion, liquidation or change in corporate identity.

Resignation is only possible for the end of the calendar year and must be given in writing to the Secretariat at least three months in advance.

In the following cases, expulsion of any class of Member can be decided by the Executive Committee with a two-third majority of all members based on a motion presented in writing by one of its members:

- i. If the Member concerned is more than six months in arrears with his annual dues such motion shall be put forward by the Treasurer to the Executive Committee.
- ii. If the membership concerned is considered seriously detrimental to the interests and objectives of the Chamber or for other important reasons.

Prior thereto the President must advise the Member of the motion and ask for his comments on the complaints in writing without delay. In case that a written complaint is submitted, the Executive Committee shall give a chance of explanation, and decide by voting in writing.

8.4 Nominated Representative

Each Regular Member shall nominate one of its employees as a representative to the Chamber and notify the Secretariat accordingly.

- i. Change must be notified to the Secretariat in writing.
- ii. The representative shall immediately submit his resignation of his position on the Executive Committee in case he ceases to be employed by the legal entity represented.

8.5 Rights and Privileges

All Members of the Chamber shall enjoy the following rights and privileges:

- i. Participating in Working Committees.
- ii. Attending programs and other events put forth by the Chamber.
- iii. Bringing guests to programs and other events put forth by the Chamber, unless otherwise specified by the Executive Committee.

- iv. Listing in the Membership Directory.
- v. Receiving a copy of the Membership Directory and the Chamber's publication each time they are published.
- vi. Accessing information and data exclusive for Members of the Chamber.

Article 9 Fees and Dues

9.1 Each Member of the Chamber shall upon notification of acceptance of application for membership pay the entrance fee. Annual membership dues shall be charged pro rata for the remaining period of the current year from the date of acceptance of application. The annual membership dues, separate from entrance fees, are payable within six weeks from the date of the Annual General Meeting.

9.2 A first reminder shall be sent to Members in arrears with their dues. A second reminder shall include the advice by the President that a motion for expulsion is prepared for submission of the case before the Executive Committee.

9.3 The expulsion of a Member for non-payment of the annual membership dues shall not exempt the Member from liability concerning his dues.

Article 10 Chamber Organs

General Meeting

Executive Committee

Working Committees

Auditor

Article 11 Annual and Extraordinary General Meeting

11.1 The Annual General Meeting shall take place within the first two months of the calendar year and in particular the following business shall be placed on the agenda:

- i. Receipt of the President's Annual Report.
- ii. Receipt and acceptance of a Statement of Accounts, Business Report, Budget Plan and Business Plan.
- iii. Election of new Members of the Executive Committee.
- iv. Election of Auditor.
- v. Changes in Membership Fees.

11.2 Convocation

The Executive Committee convenes the Annual General Meeting. In case of need or upon the request of at least one-fifth of the Regular Members made to the President in writing and specifying the objective, the Executive Committee convenes an Extraordinary General Meeting. At least three weeks advance notice shall be given. The invitation shall be in writing and contain the agenda and the necessary documents.

11.3 Quorum

A General Meeting requires a quorum. Half the Regular Members constitute a quorum. If this quorum is not achieved at a General Meeting, it shall be repeated within three weeks whereby decisions can be taken independently of the number of Regular Members present or represented.

11.4 Decisions

Decisions shall be taken by a majority of the votes of the Regular Members present or represented unless otherwise provided for under this Constitution.

- i. If so decided by the General Meeting, voting shall take place by secret ballot.
- ii. If a tie results, the ballot shall be repeated. If a second tie results the vote shall be deemed rejected.
- iii. Elections and removals are always by secret ballot.
- iv. Based on a written authorization which shall be submitted to the meeting's President, a Regular Member can represent up to three other Regular Members and exercise their full rights.

11.5 Invitations

All types of membership are invited to a General Meeting.

Representatives of other organizations, etc. having friendly relationship with the Chamber can also be invited, if approved by the Executive Committee.

Article 12 Executive Committee

12.1 Composition

The Executive Committee shall consist of not less than 7 but not more than 9 persons (including President, Vice-President(s), and Treasurer) who are, or represent, Regular Members and out of which at least 4 persons shall have Swiss nationality.

- i. President, Vice-President(s) and Treasurer shall be elected from among

and by the Executive Committee.

- ii. In principle, the President shall be of Swiss nationality.
- iii. The composition of the Executive Committee should reflect the Trade Sectors represented among Regular Members.

12.2 Nomination

The members of the Executive Committee must be resident in Japan and willing to contribute to the Chamber in an active manner. Ideally, two members of the Executive Committee shall be residents in the Kansai district.

12.3 List of Candidates to the Executive Committee

A list of candidates to the position of member of the Executive Committee containing the name of the candidates and the substitute candidates has to be sent to all Members of the Chamber at least one week prior to the Annual General Meeting.

- i. This list shall set forth which candidates stand for re-election and which candidates are already assuming a position as member of the Executive Committee having been called following a vacancy.
- ii. This list shall set forth the number of seats available at the Executive Committee.

12.4 Procedure of Election to the Executive Committee

At each Annual General Meeting, each Regular Member of the Chamber shall be entitled to vote for that number of candidates corresponding to the number of seats available, among the candidates listed as per article 12.3.

Those candidates who receive a higher number of votes in their favor than those cast in respect of each of the remaining candidates, shall be elected to the Executive Committee. In case of a tie, the ballot shall be repeated until the number of seats available is filled.

12.5 Term of the Executive Committee

The members of the Executive Committee are elected for a two-year term with one term extension possible.

- i. One additional term is possible if a member of the Executive Committee is candidate to the position of President and elected as such.
- ii. The term of the President is two years with the possible extension of one term.
- iii. After one year out of office a renewed candidacy for a seat on the

Executive Committee is possible.

- iv. A member of the Executive Committee may be removed from office at any time by a resolution adopted at an Extraordinary General Meeting.
- v. Any vacancy occurring amongst the members Executive Committee at any time after the Annual General Meeting may be filled by the Executive Committee for a term expiring at the next following Annual General Meeting.
- vi. The time served as a member of the Executive Committee, having been called to the Executive Committee following a vacancy, shall not count.

12.6 Duties

The Executive Committee is responsible for running the Chamber and administering the Chamber's assets. It shall be convened by the President. In addition, it has in particular the following duties.

- i. Define and set goals and evaluate achievements.
- ii. Convocation of General Meetings.
- iii. Preparation of the Annual General Meeting including the agenda.
- iv. Decision on membership.
- v. Employment and supervision of staff.
- vi. Responsibility for maintenance of the Chamber's facilities.
- vii. Designation and supervision of Special Working Committees; appointment of Chairmen of Special Working Committees; membership of Special Working Committees.
- viii. Appointment of the Trade Sectors Representatives.
- ix. Minuting of General Meetings and Meetings of the Executive Committee.

12.7 Committee Meetings

The Executive Committee shall meet on a regular basis or when necessary. Each member of the Executive Committee is entitled to cast one vote.

- i. A meeting requires a quorum.
- ii. The presence of at least half the members of the Executive Committee shall consist a quorum if that number is even and a majority is required if the number is odd.
- iii. Decisions shall be taken by a majority of the members present.
- iv. In case of a tie, the presiding officer's vote shall decide.
- v. As an exception, the presiding officer can ask the Executive Committee to vote in writing.

Article 13 Working Committees

The Executive Committee may institute Special Working Committees dealing with objects of interest to Members and define their roles and authorities.

- i. Each Special Working Committee shall be directed by a Chairman who shall regularly report to the Executive Committee.
- ii. The Members of the Special Working Committees shall be selected by the Chairman of such Committee and shall include one member of the Executive Committee.
- iii. The Chairmen of the Special Working Committees shall not commit the Chamber without the prior consent of the Executive Committee.

Article 14 Auditor

An auditor elected by the Annual General Meeting shall examine and certify the accounts.

Article 15 Duties and Authorities of the Offices

15.1 President

The President represents the Chamber. The President shall have and exercise general supervisory authority over the affairs and activities of the Chamber.

15.2 Vice-President(s)

They shall assist the President and assume the duties of the President in the absence of the President.

15.3 Treasurer

The Treasurer will be charged with the responsibility for the financial affairs of the Chamber.

15.4 Advisors

Delegate(s) from the Swiss Embassy appointed by the Ambassador shall be advisors for the duration of their respective terms in Japan, for response to the President's inquiries or for advices to the Executive Committee and Special Working Committees. Advisors have no voting right and no right of resolution. The Executive Committee shall appoint additional advisors whenever necessary.

15.5 Secretariat

The service of the Chamber shall be performed through a Secretariat. The staff of the Secretariat shall be hired by the Executive Committee.

Article 16 Trade Sectors

16.1 Classification

- i. In principle, the classification of Members should follow the EBC trade sectors' categories and reflect the businesses represented among Members.
- ii. A Regular Member can request the Executive Committee to be affiliated with another Trade Sector upon evidencing a due change in its line of business and activities.

16.2 Representative of Trade Sectors

- i. The Trade Sector Representative shall report to the Executive Committee.
- ii. They shall not commit the Chamber, nor the Trade Sector they represent, without the prior consent of the Executive Committee.
- iii. Members who are participating to committees of the European Business Council shall inform the corresponding Trade Sector Representatives.

Article 17 Delegates

The Executive Committee may appoint Delegates of the Chamber (hereinafter called the "SCCIJ Delegates") in Switzerland or any other country. The SCCIJ Delegates shall perform their activities in accordance with the specific instructions given by the Executive Committee on a case by case basis.

Article 18 Fiscal Year

The Chamber's fiscal year shall be from January 1 to December 31, each year.

Article 19 Amendments

Upon request of the Executive Committee or by written petition of at least one-third of the Regular Members, this Constitution can be amended according to the decision made by a General Meeting.

Convocation and procedure for such a General Meeting are the same as those for the Annual General Meeting. However, decisions shall be taken by a two-thirds majority of the total number of Regular Members' voting rights present and represented.

Article 20 Dissolution

Dissolution can only be decided by a three-quarters majority of votes at a General Meeting convened exclusively for this purpose following the provisions of the preceding Article.