

**JAPAN BUSINESS COUNCIL IN EUROPE, ABBREVIATED: « JBCE »****ARTICLES OF ASSOCIATION****I. NAME, REGISTERED OFFICE, PURPOSE****Article 1. Name**

1. The Members hereby establish an international non-profit organization named "Japan Business Council in Europe" or abbreviated "JBCE".

**Article 2. Registered Office**

1. The registered address of the organization is located rue de la Loi 82, B-1040 Brussels, Belgium
2. It may be transferred to any other place in Belgium by decision of the Board of Directors published shortly thereafter in the Annexes to the Moniteur Belge.

**Article 3. Purpose**

1. The organization will essentially pursue a scientific and educational purpose. The representation and the protection of the interests of its Members will at all times be subject to the purpose of the organization. In particular, the purpose of the organization is to represent the Japanese business community in Europe in connection with important matters of European or other public policy, as well as to contribute to the formulation of European or other public policy.
2. In this respect, the organization will:
  - a. Acquire information about European public policy, analyze European public policy and legislative developments of interest to Japanese companies based or having activities in the European Union, and express their common views on newly proposed EU laws and regulations
  - b. With a view to creating a business environment conducive to the Member's operations within the EU, prepare position papers on subjects of EU public policy and legislation of particular interest to its Members, make known its position and seek, where necessary and appropriate, understanding thereof from European public institutions, such as the European Commission, the European Parliament, the Council of Ministers, etc. In this respect, cooperate and coordinate where

necessary with all relevant organizations and sectoral trade associations. Conduct studies on EU public policies and legislative developments that contribute to the further integration of the single market, and the practical implications thereof.

- c. Engage in the following types of activities for the purpose of increasing understanding of Japanese companies by government officials and all other people concerned in Europe and promoting exchanges between them:

Arrange opportunities for dialogue on important policy matters between the Members and the European Commission, members of the European Parliament and the European trade organizations and all other EU organizations or persons concerned;

Organize seminars at which senior executives of Japanese companies will be invited to address an audience of interested EU and national authorities, agencies, organizations, businesses and the media; host seminars on important EU or Japanese policy issues at which senior Members of the European and national administrations, representative Members of the industrial and other organizations, and other persons concerned will be invited to speak.

Prepare and publish position papers, newsletters and press releases; increase the availability of the organization's position papers, newsletters, press releases and other documents for Members by means of release on its web site.

- d. Conduct any other activities that may be necessary or useful for meeting the purpose set forth in this Article.

## **II. MEMBERS**

### **Article 4. Applications for Membership**

1. Applications for Membership will be subject to the following conditions:

- i. Members are either companies or organizations.
- ii. Members that are companies will be Japanese companies, European subsidiaries of Japanese companies or European companies controlled by Japanese companies, where the Japanese company concerned holds more than 50% of the voting rights linked to the shares in the European company; it being understood that at the time of incorporation and any time thereafter, all Japanese and European companies are duly established under the applicable laws of their country of incorporation.

- iii. Members that are organizations will be Japanese organizations or European organizations representing the Japanese business community; it being understood that at the time of incorporation and any time thereafter, all Japanese and European organizations have legal personality and are duly established under the applicable laws of their country of incorporation.
- iv. Applications will be submitted to the Board of Directors, which will take the appropriate decisions thereon.

## **Article 5. Resignation, Expulsion**

- 1. A Member may resign by giving at least three months notice. A Member who decides to resign from the organization has no right over the social funds. During the notice period, the Member's membership of the organization shall remain effective, including the Member's obligation to pay membership fee and, if any, issue-specific fees defined in the Article 6. If the Member has paid the membership fee for a specific year in excess of what is due by the end of the notice period, that Member may be entitled to reclaim the excess payment. Regarding the issue-specific fees, resolution shall be decided in accordance with the agreement defined in the Article 6.2.
- 2. The exclusion of Members from the organization may be requested by the Board of Directors, after having permitted the Member concerned to speak in its defense, and will be validly deliberated by the General Assembly, provided that at least two thirds of the Members are present or represented.

## **Article 6. Membership Fee and Issue-Specific Fee**

- 1. Members pay an annual subscription, the amount of which is decided by the General Assembly on the basis of a proposal made by the Board of Directors.
- 2. As for the expenses relating to Issue-Specific Committees, any costs (including legal fees) to which the Committee Members have agreed in advance, will be shared equally among all Members participating in the relevant Committee activities, except if the Members explicitly agree with other cost-sharing principles.

## **III. GENERAL ASSEMBLY**

### **Article 7. Composition, Powers**

- 1. The General Assembly possesses all the powers necessary or useful for meeting the purpose of the organization. It represents all the Members. Any decision made by the General Assembly will bind all Members, including those who are absent or disagree.
- 2. In particular, the General Assembly shall deliberate and take resolutions on the following issues:

- a. approval of the annual plan;
  - b. approval of the budget and of the annual accounts;
  - c. approval of the annual Member fee;
  - d. appointment and resignation of the directors;
  - e. amendment of the articles of association;
  - f. dissolution of the organization;
  - g. expulsion of Members; and
  - h. the appointment and revocation of JBCE's external auditors and the determination of their terms of appointment.
3. The General Assembly shall elect a Chairman from among its Members on each occasion when it convenes.

#### **Article 8. Annual General Assembly, Extraordinary General Assembly, and Convocation**

1. The General Assembly meets ex officio once a year at the registered address or at the place as will be stipulated in the notice of the meeting delivered to the Members 15 working days in advance.
2. The notice is prepared by the Secretary General and approved by the Board of Directors. The notice sets out the agenda. Items that do not appear on the agenda cannot be subject to a resolution.
3. Any Extraordinary General Assembly may be called by the President upon decision of the Board, each time the organization's interest so requires.

#### **Article 9. Proxies, Quorum**

1. Each Member shall have one vote, regardless of whether such member is a company or an organization.
2. Any Members may be represented at the General Assembly by another Member or the Secretary General. Proxies may be given in writing by telegram, telex or facsimile and shall be deposited with the President. No Member may carry more than five proxies.

3. The General Assembly will validly deliberate only if half of the Members are present or represented.

## **Article 10. Agenda, Resolutions**

1. Except in the cases provided by law or if otherwise provided in any of these articles, all resolutions are taken by a majority of effective votes. In the case of deadlock, the resolution is rejected. Abstentions or invalid votes will not be counted as effective votes.
2. The resolutions of the General Assembly are signed by the Chairman. They are written or inserted in a special register kept by the Secretary General. The register will be at the disposal of all Members.
3. In exceptional cases, when urgently required and in the interests of the organization, proposed resolutions shall be deemed adopted if within the 15 working days after having been sent, the number of duly completed written communications returned to the Secretary General is sufficient to meet the quorum and voting requirements set forth in the related Articles. In this event, every Member will receive a form explaining the reason and the modalities of the resolutions to be taken; the form will include the following: (a) first name and surname of the Member or his/her representative, b) his/her registered address or domicile, c) the agenda of the General Assembly, d) his/her voting behavior or abstention regarding all the items on the agenda, and, possibly, e) the deadline of the validity of his/her proxy. The form will be signed by the Member or his/her representative. Resolutions taken in this way will be confirmed at the occasion of the next General Assembly.
4. The Secretary General shall be entitled to attend the General Assembly.

## **Article 11. Modifications to the Articles of Association and Dissolution of the Organization**

1. Any proposal whose object would entail modification to the Articles of Association or the dissolution of the organization must be made by the Board of Directors or by at least one third of the Members.
2. The Board of Directors is obliged to give notice to the Members at least three months prior to the date when the General Assembly will deliberate on such proposal.
3. The General Assembly will validly deliberate only if two thirds of the Members of the organization are present or represented. A decision will be validly taken only if on a majority of at least two thirds of the votes. However, if a General Assembly does not bring together two thirds of the effective Members of the organization, a new General Assembly shall be convened which will deliberate definitively, irrespective of the number of Members present or represented.

4. The modifications to the Articles of Association will take effect only after approval by Royal Decree if required by law and will be published as required by law.
5. The General Assembly will determine the form of dissolution and liquidation of the organization. In case of dissolution of the organization, any remaining asset shall be attributed to non-profit purposes being one or more non-profit organizations having similar purposes as those of the organization.

## IV. ADMINISTRATION

### Article 12. Composition

1. The organization is managed by the Board of Directors. The directors shall be elected by the General Assembly from among its Members. The General Assembly shall also elect a President and Vice-Chairmen from among the directors. The General Assembly shall also elect a Secretary General who shall be a director but must not necessarily be chosen from among its Members. The Board of Directors shall then elect a Treasurer from among the directors. There may never be fewer than three directors at any time.
2. A Member of the Board of Directors may be dismissed by the General Assembly, deciding by a two-thirds majority of the Members present or represented.
3. If a Member of the Board of Directors resigns or is dismissed by the General Assembly, this Member may be replaced; if so, the replacing Member's term will be for the remainder of the other Member's term.
4. If the President, one of the Vice-Chairmen or any other director is no longer able to fulfill his/her respective responsibilities because of a change of his/her position within the corporate or association structure of the Member which she/he represents, this Member shall assign his/her replacements within its corporate or association structure as his/her replacement within the JBCE. The replacement must be confirmed in his/her position on the occasion of the next General Assembly.
5. If the Secretary General is no longer able to fulfill his/her responsibilities, his/her successor will be appointed by the Board of Directors. The new Secretary General must be confirmed in his/her position on the occasion of the next General Assembly.
6. If the Treasurer is no longer able to fulfill his/her responsibilities because of a change of his/her position within the corporate or association structure of the Member which he/she represents, this Member shall assign his/her replacement within the corporate or association structure of this Member as the Treasurer of the JBCE. The new Treasurer must be confirmed in his/her position on the occasion of the next meeting of the Board of Directors.
7. If the President is absent for any reason, the Board of Directors will appoint one of its Vice-Chairmen to act as the President.

### **Article 13. Procedure**

1. The Board will meet twice a year or whenever convened by the Secretary General, at the request of the President or whenever at least five Members so request in writing.
2. The meetings are held at the place indicated in the convening notices.
3. Any directors may be represented by another director or the Secretary General. The proxies may be given in writing by telegram, telex or facsimile and shall be deposited with the President. No director may carry more than five proxies.
4. The Board of Directors will validly deliberate and decide, provided that half of its Members are present or represented.
5. Except in the cases provided by law or if otherwise provided in any of these articles, the resolution of the Board of Directors are taken by a majority of effective votes. In the case of deadlock, the President has a casting vote. Abstentions or invalid votes will not be counted as effective votes.
6. The resolutions of the Board of Directors are signed by the President. They are written or inserted in a special register kept by the Secretary General. The register will be at the disposal of all Members.
7. In exceptional cases, when urgently required and in the interests of the organization, proposed resolutions shall be deemed adopted if within the 15 working days after having been sent, the number of duly completed written communications returned to the Secretary General is sufficient to meet the quorum and voting requirements set forth in this Article.
8. In this event, every director will receive a form explaining the reason and the modalities of the resolution to be taken; the form will include the following:
  - a. first name and surname of the director,
  - b. his/her domicile,
  - c. the agenda of the Meeting of the Board,
  - d. his/her voting behavior or abstention regarding all the items on the agenda, and, possibly,

- e. the deadline of the validity of the proxy. The form will be signed by the director.

Resolutions taken in this way will be confirmed at the occasion of the next Meeting of the Board.

## **Article 14. Powers**

### 1. Board of Directors:

The Board of Directors is empowered to do and perform whatever is necessary or useful for the realization of the purpose of the organization, except for the powers provided in Article 7.2, which are explicitly reserved to the General Assembly. The Board's powers include, among others:

- a. implementing the JBCE's overall policy as determined by the General Assembly;
- b. admitting new Members;
- c. suspending Members;
- d. the appointment and dismissal of the Treasurer;
- e. approving the organization of and the arrangements regarding the administration of the JBCE as proposed by the Secretary General;
- f. establishing Committees, Task Forces, Working Groups or Working Parties, as from time to time deemed appropriate, and with the powers and tasks deemed appropriate; and
- g. proposing the annual Member fee to the General Assembly.

### 2. President:

The President's powers shall include:

- a. Representing the JBCE at high-level meetings;
- b. coordinating critical issues with Members; and
- c. supervise the organization and administration of the JBCE.

3. The Vice-Chairmen:

The Vice-Chairmen's powers shall include:

- a. acting as spokespersons for the JBCE;
- b. representing the JBCE at appropriate levels with regard to all issues of concern to the JBCE;
- c. supporting the activities of the President.

4. Secretary General:

The Secretary General's powers shall include:

- a. organizing the daily management of JBCE;
- b. liaising with regard to all activities conducted in pursuit of the purpose of the JBCE;

The Secretary General is entitled to designate his/her staff to perform his/her duties.

**Article 15. Representation vis-a-vis Third Parties**

1. The organization will be validly represented by the President or the Secretary General who will not have to justify towards third persons the powers imparted to that end, or, within the limits of the day-to-day management, by a person who is entrusted with special proxies.
2. All Members may during regular business hours consult the organization's registers in which all decisions of the Members and of the Directors are recorded.

**V. BUDGET AND ACCOUNTS**

**Article 16.**

1. The fiscal year starts on the first day of April and ends on the thirty-first day of March, except of the first fiscal year, which will start as of this day and end on the thirty-first day of March next calendar year.
2. The Board must submit to the approval of the General Assembly the accounts of the past year and the budget for the next budgetary year.

## **VI. GENERAL PROVISIONS**

### **Article 17.**

1. Whatever is not provided for by the present Articles and notably the publications to be made in the Annexes of the Moniteur beige, will be decided in conformity with the provisions of Belgian law.