

Constitution

Adopted 26 April 2012

Last amended 13 November 2018



AUSTRALIAN AND NEW ZEALAND
CHAMBER OF COMMERCE IN JAPAN
在日オーストラリア・ニュージーランド商工会議所

**Australian and New Zealand
Chamber of Commerce in Japan
Constitution**

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Article 1 Name and Office

This organisation shall be known as the Australian and New Zealand Chamber of Commerce in Japan.

The ANZCCJ shall operate by and be governed by this Constitution, any By-Laws, management guidelines or principles established by the Executive Council from time to time.

Article 2 Mission and Objectives

The ANZCCJ's mission is to play a constructive and meaningful role in developing Australia/New Zealand-Japan business by providing Members with an effective source of information, representation and commercial connections.

Information: High-quality, practical information related to doing business between Australia/New Zealand and Japan.

Representation: Robust and effective advocacy of Australian and New Zealand business interests to the Japanese government. Promoting a positive perception of Australian and New Zealand business to the wider Japanese and international business community, and enhancing understanding of the benefits of doing business with Japan among the Australian/New Zealand communities.

Commercial Connections: Business networking opportunities among Australian/New Zealand and Japanese business through a range of forums and social events and through business referrals.

Article 3 Definitions

AGM means the annual general meeting of the Members held in accordance with this Constitution.

ANZCCJ or the **Chamber** means the Australian and New Zealand Chamber of Commerce in Japan.

By-Laws means any by-laws or subordinate regulations determined by the Executive Council in accordance with this Constitution that govern detailed procedures of the ANZCCJ.

Chair means the person appointed in accordance with Article 6.3.

Circulating Resolution means a resolution passed by the Members in accordance with Article 5.7.

Company Member means a Member designated as such according to the By-Laws.

Company Member Representative means a person, who shall be of good repute, nominated by a Company Member to represent that Company Member in matters relating to the ANZCCJ, including representation on the Executive Council. A Company Member may only nominate one Company Member Representative at any one time for such purposes.

Councillor means a Member or Company Member Representative elected in accordance with this Constitution to serve on the Executive Council.

EGM means an extraordinary general meeting of the Members held in accordance with this Constitution.

Executive Council means the body of ultimate authority of the Members that consists of 12 Councillors appointed in accordance with this Constitution.

Executive Director means a salaried employee of the ANZCCJ, subject to the direction of, and reporting to, the Executive Council and in charge of the Secretariat and the day-to-day administration of the ANZCCJ.

Ex-Officio Members of the Executive Council means (a) a representative of each of the Australian and New Zealand Embassies in Japan, (b) a representative of the Australian Trade Commission (Austrade) (or any successor body) in Japan, and (c) a representative of New Zealand Trade & Enterprise (or any successor body) in Japan and the Executive Director.

External Auditor means a person of appropriate experience and qualifications appointed by the Executive Council to examine the Chamber's financial accounts and statements. The External Auditor must not be a current employee of the Chamber or a current member of the Executive Council.

Financial Statements means the income and expenditure statement, balance sheet and cash flow statement and includes the notes to those documents.

Fiscal Year shall be each period of twelve months commencing on 1st April and ending on 31st March.

General Meeting means meetings (AGM and EGM) convened by the Executive Council or Voting Members as required and in accordance with this Constitution.

Honorary Life Member means any person who has been nominated by the Executive Council to be a life long member of the ANZCCJ.

Member means a person or entity who has applied for and been granted membership to the ANZCCJ in accordance with this Constitution including individual Members, Company Members and any Honorary Life Members and **membership** shall be interpreted accordingly.

Office Bearer means the Chair, up to three (3) Vice Chairs and Treasurer.

Ordinary Resolution means a resolution passed by a simple majority of those Members or Councillors (as the case may be) entitled to vote on the resolution.

Patron means each of the Australian and New Zealand Ambassadors to Japan.

Secretariat means the organisation and personnel managed by the Executive Director, the function of which is to serve the day to day management and administration of Chamber business.

Special Resolution means a resolution passed by a two-thirds majority of those Members or Councillors (as the case may be) entitled to vote on the resolution.

Statement of Accounts shall include the audited Financial Statements.

Term shall be from the date of the AGM in one year until the date of the following AGM.

Treasurer means the person appointed to act as the treasurer of the ANZCCJ in accordance with Article 6.3.

Vice Chair means the person or person(s) appointed in accordance with Article 6.3.

Voting Members are all Members other than those who have no voting rights as stipulated in this Constitution or any By-Law.

Article 4 Membership

- 4.1 Membership is open to all persons who seek to support and promote the interests of Australian / New Zealand business and Australian / New Zealand businesses in Japan.
- 4.2 Subject to the provisions of this Constitution and the By Laws, all memberships are valid for the Fiscal Year in which membership has been paid, with the exception of Honorary Life Members whose memberships are continuous.

Fees

- 4.3 All Members shall pay membership fees as specified by the By-Laws. Members renewing their membership shall pay the full invoiced amount, generally a twelve (12) month membership fee before their current membership expires. Members who renew membership before the expiry date will have their membership renewed for the period corresponding to the period of the payment.
- 4.4 The Executive Council shall:
- (a) determine the amount of the annual membership fee for each category of membership;
 - (b) be authorised to levy a premium over the annual membership fee for Members who the Executive Council determines, at its full discretion, require extra resources to service their memberships;
 - (c) be authorised to grant:
 - a discount in annual membership fees to Members, who the Executive Council determines, at its full discretion, warrant special consideration, for example (inter alia) 'Not-for-Profit' organisations; and
 - a temporary discount or waiver of membership fees to specified Members for the purposes of marketing or promotion of the ANZCCJ.

Such premium, discount or waiver in any membership fee may only be levied or granted by a Special Resolution of the Executive Council at a duly convened meeting thereof.

- 4.5 The qualifications, rights (including voting rights) and obligations of each category of Member and the administrative details of managing membership, applications, fees and related procedures shall be specified in the By-Laws.
- 4.6 Unless otherwise specified in a By-Law, each Member is a Voting Member.

Applications

- 4.6 A prospective member ("**Applicant**") must complete an application in the form determined by the Executive Council ("**Application**").
- 4.7 The Executive Director shall scrutinise each Application for membership to determine:
- (a) whether the Applicant qualifies for Membership; and
 - (b) that category of Membership considered most appropriate for the Applicant.
- 4.8 The Executive Council shall have full and final authority to:
- (a) approve or reject Applications for membership, or;
 - (b) suspend or terminate memberships.

The Executive Council shall not be required to disclose its reasons for rejecting any Application.

Rights of Representatives and Nominees

- 4.9 Any Company Member Representative who is elected as a Councillor shall hold office in his or her own individual capacity and not in the capacity of the organisation by which he or she is employed or nominated, and should such a Councillor vacate his or her position on the Executive Council, the nominating Member shall not have the right to appoint a substitute to replace the vacating Councillor.

Article 5 Annual and Extraordinary General Meetings

- 5.1 The AGM shall be held within fifteen (15) months after the previous AGM and at least ten (10) business days prior notice shall be given to each Voting Member. The venue and exact date and time for the AGM shall be determined by the Executive Council.

The AGM shall, inter alia:

- consider the Chair's annual report, incorporating a statement of business performance for the year;
- consider the Treasurer's annual report, incorporating the tabling of the annual Statement of Accounts;
- elect those Members who are to fill the Councillor positions which are vacant as at the time of the AGM;
- vote on any resolutions which have been properly proposed;
- conduct any other Chamber business requiring the attention of the AGM or which may be notified in the agenda; and
- answer questions from the Members.

- 5.2 The Financial Statements of the Chamber shall be audited by the External Auditor within one (1) month after the end of the relevant Fiscal Year in order for the annual Statement of Accounts to be submitted to and approved at the AGM.

All or a part of any surplus monies at the end of the Fiscal Year shall, in accordance with the decision of the Executive Council, be carried forward to the next Fiscal Year.

- 5.3 EGMs may be convened by the Executive Council or upon a written request of at least 15 Voting Members or upon a written request by the Treasurer or the External Auditor. Notice of an EGM, and the Agenda items, shall be provided to each Voting Member at least five (5) business days prior to the EGM.

Agenda items must be properly notified to the Executive Director no later than ten (10) business days prior to the date of the Extraordinary General Meeting.

- 5.4 A resolution of the Members may be proposed by Ordinary Resolution of the Executive Council or by not less than fifteen (15) Members.

- 5.5 Subject to the exceptions noted below or any By-Law, resolutions of the Members may be passed by Ordinary Resolution.

- 5.6 A Special Resolution of the Members is required to pass the following resolutions:

- the merger or consolidation of the ANZCCJ with another chamber of commerce or other entity;
- the removal of a Councillor from office;
- the dissolution or winding up of the Chamber;
- the amendment of the Constitution.

5.7 A resolution of the Members may be passed by a resolution without holding a meeting by the Members voting on the resolution either by way of fax, email, electronic or postal ("**Circulating Resolution**") as specified in any By-Law from time to time.

5.8 The Executive Council may, from time to time, need to consult Voting Members on an important issue or major action. By Special Resolution, the Executive Council may decide to forego calling an EGM to decide such matters and consult with the Voting Members by way of Circulating Resolution.

A Circulating Resolution shall only be a simple "Yes" or "No" decision proposition.

The procedures for voting in such a Circulating Resolution is set out in the By-Laws.

5.9 In the case of any General Meeting, the notice shall specify the place, day and time of the meeting. The accidental omission to give notice of any General Meeting (or the non-receipt of any notice by) to any Voting Member shall not invalidate the notice or the General Meeting.

5.10 General Meetings shall be presided over by the Chair or a Vice Chair. In their absence, the meeting shall elect a temporary chair from among the other Councillors present. In the event of a tied vote, the Chair at the meeting shall have the deciding vote.

5.11 A quorum for a General Meeting shall be constituted by:

- (a) at least two (2) Office Bearers and any five (5) other Councillors; and
- (b) at least 20% of the Voting Members (whether present in person or by proxy).

If within thirty (30) minutes from the time appointed for the General Meeting to be held, a quorum is not present, the General Meeting may be adjourned to a time and place fixed by the Chair.

5.12 No resolution passed at a General Meeting shall be rescinded except by a resolution passed at a subsequent General Meeting for which due notice has been given, or by a properly conducted Circulating Resolution.

5.14 A Voting Member may authorise in writing any person to act as his/her proxy at any General Meeting ("**Proxy**"). The Proxy shall be entitled to exercise all the powers of the Voting Member represented. Such Proxies must be properly executed on the form to be provided by the Secretariat. Blind proxies or improperly completed proxies may be declared invalid at the sole discretion of the Executive Director or the balloting committee (if any has been established). There is no limit to the number of Voting Members that a Proxy may act for.

Article 6 The Executive Council

6.1 The Executive Council shall represent the ANZCCJ in public, responsibly and openly manage the ANZCCJ's affairs, prepare and have audited Financial Statements for the Chamber's Fiscal Year, maintain financial records for five (5) full Fiscal Years and report fully on relevant matters to all General Meetings of the Chamber.

6.2 The Executive Council shall, in principle, be comprised of not fewer than nine (9) and not greater than twelve (12) members ("Councillors"). The Executive Council shall also have the ability to co-opt up to three (3) additional people to the Council. This ability shall be exercised only when the Council considers that the additional Council Members are (a) necessary to ensure the Council is sufficiently diverse and representative of the membership; or (b) appropriate to ensure that the Council has the necessary experience, resources and capacity to appropriately perform its role. In addition:

6.2.1 Company Member Representatives shall comprise at least seven (7) Councillors;

6.2.2 at least two (2) members of the Executive Council shall be from Australian Companies holding Company Membership and at least one (1) member of the Executive Council shall be from a New Zealand Company holding Company Membership;

6.2.3 the Executive Council shall include at least two (2) Individual Members; and

6.2.4 the number of Australian and New Zealand citizens on the Executive Council shall be not less than three (3) less than the total number of Councillors.

except when either:

- fewer than the minimum number of members for a particular category above are nominated for election to the Executive Council; or
- the Members fail to elect at least the minimum number of members for a particular category above to the Executive Council; or
- the number of members for a particular category above falls below the stipulated minimum as the result of one or more such members vacating their position on the Executive Council and being unable to be replaced in accordance with Article 6 of the Constitution,

in which case the minimum number requirement for the particular category shall be waived until the next AGM.

6.3 At the first meeting of the newly elected Executive Council each year, the Councillors shall appoint the Office Bearers. The procedure of this process shall be set out in the By-Laws. The names and contact details of the Office Bearers and all other Councillors shall be communicated in writing to all Members no later than one month after the AGM.

6.4 Councillors shall each serve two (2) Terms except for Councillors appointed under clause 6.10 who shall serve until the next Annual General Meeting. Each year those Councillors whose Terms have expired will step down and elections will be held to form a new Executive Council. The procedure of this process (including transitional arrangements to give effect to this article in the Term immediately following the adoption of this Constitution) shall be set out in the By-Laws.

- 6.5 The Chair and Vice Chair(s) shall each serve (2) Terms. The Treasurer shall serve (1) Term. All Office Bearers, with the exception of the Treasurer and no more than one (1) Vice Chair, shall be an Australian or a New Zealand citizen or a permanent resident of Australia or New Zealand.
- 6.6 There is no limit on the number of consecutive Terms an individual may serve as a Councillor or Office Bearer.
- 6.7 The Australian and the New Zealand Ambassadors to Japan shall each be asked to appoint one person from within the Australian and New Zealand Embassy (respectively) to be an Ex-Officio Member of the Executive Council to act as an Embassy Liaison Officer. The most senior Australian and New Zealand Trade Commissioners in Japan may each nominate a senior employee to be an Ex-Officio Member of the Executive Council who shall be referred to as the Councillor-Austrade and the Councillor New Zealand Trade & Enterprise, respectively. The foregoing shall not prevent any individual from being appointed as a Councillor, duly elected by the Members. The Executive Director is also an Ex-Officio Member of the Executive Council and shall act as the Council's Secretary. Ex-Officio Members have the right to participate in all Executive Council meetings and activities, but no right to vote at Executive Council meetings of the Chamber.
- 6.8 The Executive Council shall have the right from time to time to co-opt to its meetings any one or more members whose knowledge or experience, in the opinion of the Executive Council, may assist the Executive Council, but such co-opted member shall not be deemed thereby a member of the Executive Council.
- 6.9 If any Councillor vacates his/her position on the Executive Council, for any reason, before his/her Term of office expires, the Executive Council shall invite a replacement from among the unsuccessful candidates nominated for election to the Executive Council at the previous election, or if there are no such candidates, as the Executive Council may otherwise decide, subject to the qualifications for office and the composition of the Executive Council set out in this Constitution. Any Councillor appointed to the Executive Council pursuant to this clause shall inherit the remaining Term of the Councillor they are replacing.
- 6.10 If the number of Executive Council members elected at an Annual General Meeting is fewer than the maximum permitted under the Constitution, then subject to the qualifications for office and the composition of the Executive Council set out in this Constitution, the Executive Council may, by Ordinary Resolution, appoint additional members to the Executive Council up to the maximum. Any Councillor appointed to the Executive Council pursuant to this clause shall be required to step down at the first Annual General Meeting held following their appointment, and are eligible to stand for re-election at that meeting.
- 6.11 The Chair shall exercise general supervision over the affairs and interests of the Chamber. He/she shall have authority to sign all official documents required by or for the Chamber and shall be authorised to approve payments jointly with the Treasurer or any other signatory authorised by the Executive Council.
- 6.12 The Chair may designate one of the Vice Chairs to act in his/her absence; failing that designation, the senior Vice Chair in the order of election shall exercise the power and duties of the Chair. The Vice Chairs shall otherwise perform such duties and exercise such powers as the Chair may from time to time direct. One or more of the Vice Chairs may be designated alternate to the Chair as approver of payments.

- 6.13 The Treasurer acting for the Executive Council shall be charged with the responsibility of directing the efficient management and custody of assets and financial operations of the Chamber and all accounting procedures related thereto, and with the preparation and initial presentation to the Executive Council of the proposed budget of income and expenditures for the current year. The Treasurer shall be authorised to approve payments with other authorised signatories. The Treasurer will render reports to the Executive Council on the financial status of the Chamber at such intervals as the Executive Council may direct.
- 6.14 The annual election of Executive Council members shall be carried out in a fair and appropriate manner at the AGM as further specified in the By Laws.
- 6.15 The Executive Council shall meet regularly for the dispatch of ordinary business and for carrying out the mission and objectives of the ANZCCJ. A Special meeting of the Executive Council may be called by the Chair on his/her own authority or on the requisition of any three (3) Councillors. For the purpose of this Constitution, a duly constituted meeting of the Executive Council is one held in Tokyo in respect of which not less than one (1) week's notice has been given to all Councillors (unless all Councillors otherwise agree in writing) and at which a quorum is present.
- 6.16 At meetings of the Executive Council five (5) members thereof shall constitute a quorum and if that number is not present within thirty (30) minutes after the appointed commencement time, the meeting shall be adjourned and notice, not being less than three (3) days, shall be given to each member of the Executive Council of the date, place, and time of the adjourned meeting. The quorum for any such adjourned meeting shall be three (3) members of the Executive Council. For the purposes of counting a quorum, no more than two (2) Councillors employed by the same organisation (as determined in the sole discretion of the Chair, or in the absence of the Chair, the person entitled to chair the meeting in question under Article 6.11) shall be counted towards the quorum.
- 6.17 The Executive Director shall ensure that the Councillors have ready access to:
- the minutes adopted in the previous twelve (12) months so that the Executive Council may have ready reference to matters discussed and resolved at prior meetings;
 - all By-Laws adopted by the Executive Council; and
 - the Constitution.
- 6.18 Motions tabled at Executive Council meetings shall be resolved and carried by Ordinary Resolution, except those motions which in accordance with this Constitution or the By-Laws specifically require a Special Resolution. All Councillors present at an Executive Council meeting are entitled to vote. In case of a tie in a motion requiring Ordinary Resolution, the Chair may cast a deciding vote.

The following motions require a Special Resolution of the Executive Council for the motion to carry:

- motions to discipline or remove any Councillor of the Executive Council;
- motions to terminate the membership of any Member;
- motions to propose resolutions to amend the Constitution for adoption by the Members;
- motions to propose resolutions to repeal the Constitution;
- motions to propose resolutions to dissolve the Chamber;
- motions to propose resolutions to dispose of the Chamber's residual assets after its dissolution;

- motions to call a General Meeting; and
- motions to refer any matter to a General Meeting.

6.18 A Councillor with a personal interest in a matter cannot vote in respect thereof. A Councillor may effect a transaction with the Chamber for his/her own account or for account of a third party only with Executive Council approval.

6.20 The Executive Council shall invite the Ambassadors of Australia and of New Zealand to Japan to serve as Patrons of the Chamber.

Article 7 Committees

The Executive Council may from time to time form Committees selected from members of the Chamber. Any Committee so formed shall include at least one member of the Executive Council. Each Committee shall include at least three (3) Members.

Article 8 By-Laws

The Executive Council shall establish a register of By-Laws to govern the day-to-day operations and management procedures of the ANZCCJ and the ANZCCJ Secretariat. A By-Law may be established by a Special Resolution of the Executive Council and may be cancelled or amended by Special Resolution of the Executive Council.

Any Voting Member may view the By-Laws in effect at a given time during business hours at office of the ANZCCJ, provided that at least one week's written notice of such a request is given to the Executive Director.

In the event of any conflict in interpretation or application between the provision of the Constitution and any By-Law, this Constitution shall prevail.

Article 9 Notices

Notices may be conveyed to Members by mail, facsimile message, email or other electronic means, or telephone, or such other means as the Executive Council may decide is appropriate.

The Secretariat shall keep a current register of Members, and it is the responsibility of each Member to notify the Secretariat of any changes of the Member's address and other particulars.

Notice is deemed to have been served on a Member if the Executive Director (or their delegate) caused the notice to be sent to the address (or other particulars e.g. a facsimile number, etc) recorded on the register.

Article 10 Amendments to the Constitution

The Constitution shall not be altered, varied, added to, deducted from or repealed unless two-thirds of Voting Members present at a General Meeting or Voting Members polled by a properly conducted Circulating Resolution, have agreed by extraordinary resolution.

Article 11 Constitution supersedes previous constitutions

This document shall be the only Constitution of the ANZCCJ. This Constitution cancels and replaces all previous constitutions adopted by the ANZCCJ.

Article 12 Dissolution of ANZCCJ

Dissolution of the ANZCCJ shall not take place except by a Special Resolution passed at a General Meeting of the Voting Members present and voting or voting proxy.

The decision shall be subject to confirmation by a Special Resolution of Voting Members present and voting or not present and voting by proxy at a second General Meeting to be held not earlier than ten (10) business days and not later than two (2) months from the date of the first-mentioned meeting.

On the dissolution of the ANZCCJ, any assets remaining after the payment of all debts and liabilities shall be disposed of in accordance with a resolution approved by a Special Resolution of the Voting Members present and voting or voting by proxy at a General Meeting called for the purpose of considering such a resolution.

Article 13 Date of Commencement of this Constitution

This Constitution, having been adopted by a Special Resolution of the Members shall come into effect on the date of that resolution.

END

