

Constitution

Polish Chamber of Commerce and Industry in Japan

Section 1 General Provisions

Article 1 Name and Official Languages

1.1 Name

This organization shall be known as the “Polish Chamber of Commerce and Industry in Japan” (PCCIJ), hereinafter referred to as the “Chamber.” The name in Japanese shall be 在日ポーランド共和国商工会議所 (*Zainichi Porando Kyowakoku Shoko Kaigisho*), and in Polish shall be *Polska Izba Gospodarcza w Japonii*.

1.2 Languages

The languages used by the Chamber for its meetings, reports, notifications and other communications are Japanese, Polish, and English.

Article 2 Domicile

The office of this Chamber shall be in Japan.

Article 3 Area of Operations

The Chamber’s operations shall encompass Japan and other countries.

Article 4 Titles and Seals

The Chamber shall use seals bearing the name of the Chamber in Polish (*Polska Izba Gospodarcza w Japonii*), Japanese, and English.

Article 5 Principles

Principles shall be those contained in this Constitution and various statutes issued by the Chamber.

Section 2 Objective and Activities

Article 6 Objective

The objective of the Chamber shall be to contribute to the development of economic relationships between Japan and the Republic of Poland.

Article 7 Activities

The Chamber shall engage in the following activities to attain the above objective.

- (1) Promote economic exchanges between Japan and the Republic of Poland.
- (2) Collect and analyze materials contributing to the above item, analyze the Japanese economy, economic trends and dynamics, and collect, edit and publish materials deemed significant for the economic development of both countries.
- (3) Conduct educational activities promoting the objective of the above item (1).
- (4) Conduct political activities involving the governments and economic organizations of Japan and the Republic of Poland in order to achieve the objective of the above item (1).
- (5) Promote the mutual exchange of information with other chambers of commerce in Japan regarding economic conditions and market environments.
- (6) Provide Japanese economic organizations and corporations with information about trade with the Republic of Poland.
- (7) Promote cultural exchanges between Japan and the Republic of Poland.
- (8) Sponsor events supporting the above items (1) and (7).
- (9) Conduct various other activities necessary for achieving the objective stipulated in this Constitution.

Section 3 Members and Theirs Rights & Obligations

Article 8 Qualifications

8.1 Membership Classifications

The Chamber shall classify members in the following manner:

- (1) Regular members
- (2) Supporting members
- (3) Honorary members

8.2 Membership Qualifications

All businesses, institutions, economic organizations, associations and natural persons that are engaged in business activities and agree with the objective of the Chamber are eligible for regular membership.

8.3 Honorary Members

Honorary memberships are limited to natural persons who are appointed based on decisions by the Board of Directors.

8.4 Non-residents

Individuals not residing in Japan can still be eligible for regular, supporting and honorary memberships.

8.5 Multiple Memberships

Obtaining more than one of the following memberships is possible.

Article 9 Membership Denial

The following parties are deemed as unqualified for membership.

- (1) Natural persons legally prohibited from engaging in economic activities in accordance with the laws of Japan or Poland.
- (2) Corporations for which restrictions are imposed on public economic activities or for which restrictions on economic activities have not been lifted, based on the laws of Japan or Poland.
- (3) Natural persons found guilty of a crime involving imprisonment, or serving an uncompleted prison term, in accordance with the laws of Japan or Poland.

Article 10 Enrollment

Parties wishing to become members must submit an enrollment request in the format prescribed by the Board of Directors. The Board of Directors will determine if that party is qualified for enrollment based on a clear suitability and conformability with the objective of the Chamber.

Article 11 Corporate Membership

Corporate members shall designate one natural person when enrolling to serve as the corporation's representative regarding relations with the Chamber. This representative can be freely changed provided that written notification of the change is provided to the Chamber beforehand.

Article 12 Rights of Members

1. Regular members have the following rights.
 - (1) Eligible for election to Chamber officer, right to vote in said elections
 - (2) Voting rights for making decision on important matters pertaining to the Chamber
 - (3) Right to submit to officers proposals for Chamber activities
 - (4) Right to use services provided by the Chamber
 - (5) Right to participate in Chamber business in various ways
 - (6) Right to obtain various information pertaining to Chamber business
2. Supporting and honorary members have the same rights as regular members except for the above (1) and (2).

Article 13 Obligations of Members

Members have the following obligations.

- (1) Obey the Chamber's Constitution and other rules
- (2) Regularly update their details in member registry and provide any information requested by the Chamber
- (3) Aggressively participate in realizing the objective stipulated in the Chamber's Constitution and participate in the business of the Chamber

- (4) Regularly pay membership dues stipulated in Article 21, Section 2, as well as various fees determined by the general meeting of members
- (5) Preserve the honor of the Chamber

Article 14 Suspension of Regular Member Rights

1. The rights of regular members can be suspended for the following reasons.
 - (1) Written statement withdrawing membership is submitted to the Board of Directors.
 - (2) Membership rights canceled by a special Board of Directors resolution owing to blatant neglect of obligations stipulated in the Article 13.
 - (3) Dismissal from Chamber membership by the Board of Directors owing to nonperformance of various obligations stipulated in this Constitution.
 - (4) Unable to independently take legal action, bankruptcy, dissolution, or other loss of legal status.
 - (5) Death
2. Even when membership qualifications are suspended in accordance with this article, members are not exempt from outstanding obligations, particularly the payment of enrollment fees and membership dues.

Article 15 Suspension of Regular Member Rights

1. The rights of supporting members can be suspended for the following reasons.
 - (1) Written statement withdrawing membership is submitted to the Board of Directors.
 - (2) Dismissal from Chamber membership through ordinary resolution by Board of Directors owing to refusal to pay membership dues stipulated in Article 21, Section 2, as well as various fees determined by the general meeting of members.
 - (3) Dismissal from Chamber membership by the Board of Directors owing to nonperformance of various obligations stipulated in this Constitution.
 - (4) Membership cancelled by Board of Directors owing to the member's bankruptcy or dissolution.
 - (5) Death
2. Even when membership qualifications are suspended in accordance with this article, members are not exempt from outstanding obligations, particularly the payment of enrollment and membership dues.

Article 16 Suspension of Honorary Member Rights

1. The rights of honorary members can be suspended for the following reasons.
 - (1) A written statement withdrawing membership is submitted to the Board of Directors.
 - (2) Dismissal from Chamber membership by the Board of Directors owing to damage to the Chamber's honor.
 - (3) Death

Article 17Expulsion

1. Members can be expelled for the following reasons.
 - (1) Loss of qualifying requirements.
 - (2) Member's business or actions are clearly contrary to the Chamber's objective and dignity, regardless of whether said business and actions are new or pre-existing.
 - (3) Membership rights suspended in accordance with item(s) stipulated in Article 14.
2. Membership expulsion is determined by a Board of Directors special resolution after an initial deliberation by the Board of Directors and a 30-day respite/notification period.
3. Expulsion shall be as of the day that qualifying requirements were lost in the case of the above item (1) and as of the day that a written notification of expulsion based on a Board of Director deliberation of the pertinent facts is provided to the member in the case of the above items (2) and (3).
4. Expelled members can reapply for membership after resolving the cause for their expulsion.

Article 18 Transfer of Membership Qualifications

Membership qualifications cannot be transferred to others.

Article 19Withdrawal

Members can withdrawal from the Chamber by providing written notification to the Chairman at least one month prior to the general meeting of members.

Article 20 Changing Membership Status

Members can submit written requests to change their type of membership to the Chairman. A change in the type of membership must be approved by the Board of Directors.

Article 21 Membership Dues

1. Annual dues for regular members shall be determined by the Board of Directors each fiscal year. Honorary members are under no obligation to pay annual membership dues.
2. Membership dues for regular and supporting members are as presented below. These dues are to be paid soon after receipt of an invoice from the Chamber. Members who do not pay their dues will lose their right to vote at the general meeting of members (Article 34).
Individual members: 20,000 yen (associate members and student members: 10,000 yen)
Corporate members: 120,000 yen
The dues for corporate members based outside of Japan (location of head office, base for activities outside of Japan) are as presented below.
2,000 Polish zloty or 500 euros
3. Dues shall be collected, managed and utilized by the Accounting Department under the guidance of the Treasurer. Furthermore, the Accounting Department shall maintain and safeguard accounting books and other related documents and shall make reports once a year at the general meeting of members, as well as at any special meetings of members convened in accordance with Chamber bylaws.
4. Any member can contribute more than the stipulated membership dues.

Section 4 Officers

Article 22 Types and Number of Officers

1. The Chamber has the following officers. Here, officers refers to directors and auditors.
 - (1) An odd number of directors between 3 and 15.
 - (2) One to three auditors.
2. One director shall be the Chairman of the Chamber, one the Deputy Chairman, one the Managing Director and one the Treasurer. The Chairman must have Polish citizenship.
3. In case of the election of two or three auditors, one of the auditors shall serve as chairman of the Auditing Committee.

Article 23 Elections

1. Officers shall be elected at the general meeting of members (Article 32).
2. The Chairman, Deputy Chairman, Managing Director, and Treasurer shall be elected at the general meeting of members.
3. The Chairman of the Auditing Committee shall be elected by mutual vote
4. No more than one relative of an officer (spouse, relative within the third degree of kinship) can also serve as an officer. Furthermore, no more than one-third of all officers can be related to other officers (spouse, relative within the third degree of kinship).
5. Persons for which any of the items in Article 20 of *Japan's Chambers of Commerce and Industry Act* apply shall be precluded from becoming an officer of the Chamber.
6. Auditors cannot also serve as directors or Chamber staff.
7. Officers must be regular members of the Chamber.

Article 24 Duties

1. The Chairman is the legal representative of the Chamber, supervises and regulates activities based on Board of Director resolutions, appoints and dismisses heads of any working groups for the Chamber, and serves as a member of any such groups. The Chairman has the authority to sign documents related to the financial operations of the Chamber, either independently or with the Treasurer, in accordance with decisions by the Board of Directors.
2. The Deputy Chairman shall perform the duties and exercise the authority of the Chairman in the event that the Chairman is unavailable or unable to perform his/her duties. The Deputy Chairman also performs duties delegated by the general meeting of members and duties entrusted by the Chairman.
3. The Managing Director shall coordinate management activities in accordance with instructions from the Board of Directors, and shall direct management of the Chamber in accordance with management

plans set by the Board of Directors. The Managing Director has the authority to sign documents related to Chamber management, independently or along with the Chairman, in accordance with decisions made by the Board of Directors.

4. The Treasurer shall be in charge of safeguarding and managing all of the Chamber's assets, shall coordinate the relevant management and financial activities in accordance with instructions from the Board of Directors, and shall report on the annual budget and make other regular reports in the manner and at the times determined by the Board of Directors. The Treasurer has the authority to sign documents related to managing Chamber assets, independently or along with the Chairman, in accordance with decisions made by the Board of Directors.
5. Directors shall make up the Board of Directors and shall execute the business of the Chamber in accordance with this Constitution and decisions made by the general meeting of members and the Board of Directors.
6. Auditors shall perform the following duties.
 - (1) Inspect the conditions of business executed by the directors.
 - (2) Inspect the conditions of Chamber assets.
 - (3) In the event that during the execution of the above two duties the auditors uncover serious matters involving Chamber operations or assets that are improper, illegal or contrary to this Constitution, the auditors shall report said matters to the general meeting of members or to the competent authorities.
 - (4) When necessary, the auditors shall convene a general meeting of members to make the abovementioned report.
 - (5) Auditors shall express to directors their opinions regarding the conditions of business executed by the directors and the conditions of Chamber assets.

Article 25 Terms of Office

1. The term of office for officers is two years. However, reappointments are allowed.
2. The terms of office for substitute and/or additional officers shall be the same as that for their predecessors or those already in office.
3. Even after resigning or completing their terms of office, officers shall continue to execute their duties until their successors take office.

Article 26 Filling Vacant Positions

In the event that the number of directors falls below the minimum requirement, vacant position(s) shall be filled without delay. Likewise, in the event that there are fewer than three auditors, vacant position(s) shall be filled without delay.

Article 27 Dismissal

1. Officers can be dismissed in accordance with a general meeting of members' resolution in the event that any of the following items apply.
 - (1) Officer becomes unable to fulfill duties due to physical or mental disability
 - (2) Breach of duty or other behavior unbecoming an officer
2. In the event that an officer is to be dismissed in accordance with the above item, that officer shall be afforded the opportunity to defend his/her actions before a resolution is made.

Article 28 Remuneration

1. Officers shall be remunerated for their service.
2. The Chamber shall pay expenses associated with the fulfillment of duties by officers.
3. Matters pertaining to the above two items shall be determined separately by the Board of Directors.

Article 29 Honorary Chairman

1. The Ambassador of Poland to Japan shall be installed as the Honorary Chairman of the Chamber and shall hold this office during his term as Ambassador to Japan.
2. The Honorary Chairman is exempt from paying any membership dues.
3. The Ambassador of Poland to Japan shall not receive any remuneration from the Chamber for serving as Honorary Chairman or for fulfilling various duties in regards to various Chamber activities in this capacity as Honorary Chairman.
4. The Honorary Chairman shall have the same rights as regular members stipulated in Article 12, Section 1, Items (3), (5), and (6).

Article 30 Advisors

1. The Chamber can appoint a small number of advisors.
2. Advisors shall provide their opinions regarding inquires about Chamber management posed by the Chairman.
3. The term of office for advisors is two years. However, reappointments are allowed.

Section 5 Meetings

Article 31 Organs

The following meetings are held by the Chamber.

- (1) General meeting of members
- (2) Board of Directors meeting

Article 32 Convocation of General Meetings of Members

There are regular and special general meetings of members. Regular meetings shall be convened by the Chairman or Board of Directors every year on March 31. Special meetings can be convened whenever deemed necessary by the Chairman or Board of Directors, or can be convened by the Chairman or Board of Directors when a written request to hold such a meeting is made by more than one-third of the regular members.

Article 33 Notification of Convening General Meeting of Members

Regular members shall be notified in writing by mail, facsimile, or e-mail of the convening of a general meeting of members at least 30 days prior to the meeting date. This notification shall contain the meeting location, date and discussion topics.

Article 34 General Meeting of Members Voting Rights

The right to vote at general meetings of members is granted to regular members in attendance who have paid dues stipulated in Article 21, Section 2, or to representatives given written power of attorney to vote on behalf of members. Such representatives must be regular members of the Chamber themselves and can represent up to three regular members. However, this limit does not apply when the Chairman serves as the representative.

Articles 35 Formation of General Meeting of Members

The general meeting of members is effectively formed when at least two-thirds of the regular members are present or represented. Resolutions shall be passed by majority vote of members present or represented.

Article 36 Resolutions

Resolutions by general meetings of members can only be made for those items indicated as discussion topics in the meeting notification.

Article 37 Chairman

The Chairman shall serve as the chairperson of the general meeting of members. When the Chairman is unavailable, this position shall be filled by the Deputy Chairman or a director appointed by the Board of Directors.

Article 38 Authority of General Meeting of Members

The general meeting of members has the following authority.

- (1) Approve financial statements, settlements and annual reports prepared by the Board of Directors
- (2) Determine action plans and annual plans for the Chamber
- (3) Election of Board of Director members, Chairman, Deputy Chairman, Managing Director, Treasurer, Chief Auditor and auditors
- (4) Determine revisions to this Constitution
- (5) Resolve items other than those stipulated in the discussion topics
- (6) Adoption of resolution for dissolution of Chamber

Article 39 Preparing Reports and Financial Statements

The Chairman shall prepare business reports, statements on settlement of accounts, annual budgets, property inventories, and reports submitted to the audit committee, and shall provide these materials to regular members who wish to view them, at least one week prior to the general meeting of members.

Article 40 Request for Viewing Financial Statements

In addition to the general meeting of members, any member can submit a request to the Chairman to view tax and accounting documents, provided there is agreement among one-tenth of the supporting members to do so. The Chairman shall not refuse requests unless there is proper justification to do so.

Article 41 Special Meeting of Members

A special meeting of members can be called by the Chairman, the Board of Directors or regular members (when a request to do so is made by at least 30% of all regular members).

Article 42 Chairman of the Board of Directors

The Chairman shall serve as the Chairman of the Board of Directors. When the Chairman is unavailable, this position shall be filled by the Deputy Chairman or a director appointed by the Board of Directors.

Article 43 Board of Directors Resolutions

Board of Directors meetings shall be held whenever deemed necessary by one member. The presence of at least half the members of the Board of Directors shall constitute a quorum. General resolutions shall be passed by a majority of the members present, while special resolutions shall be passed by a two-thirds majority of members present.

Article 44 Duties of Board of Directors

The Board of Directors is responsible for directing and regulating activities of the Chamber, preparing financial statements, settlements of accounts, and annual reports, and all other duties other than those under the authority of the general meeting of members or this Constitution, or those delegated to other organs by the general meeting of members or the Board of Directors.

Article 45 Right of Auditors to Attend Board of Directors Meetings

A delegated Audit Committee member shall have the right to attend the Chamber's Officer Committee and Board of Director's meetings.

Article 46 Advisory Committees

The Chamber can establish advisory committees. These committees shall consist of members known and respected for their experience in Polish-Japanese relations and capable of contributing to realization of the Chamber's objective. Advisory committee members shall be selected at the discretion of the Board of Directors.

Article 47 Expert Committees

The Chamber can establish expert committees for each of the activity fields, in which participation by regular and supporting members is allowed. The establishment of expert committees and the selection of members shall be determined by the Board of Directors.

Section 6 Executive Office

Article 48 Executive Office

1. An executive office shall be established at the Chamber's head office to handle administrative duties.
2. An Operation Manager shall be appointed and dismissed by the Board of Directors and shall report to the Managing Director or Treasurer.
3. Staff can be hired to carry out the duties of the executive office.
4. The Operation Manager shall participate in the Board of Directors meeting.

Article 49 Duties of Operation Manager

The Operation Manager shall be selected by the Board of Directors. The Operation Manager shall handle administrative duties while coordinating with the Chairman, Managing Director and Treasurer, attend

general meetings of members and Board of Directors meetings to facilitate these proceedings, supervise Chamber staff, coordinate annual fee collection operations, and prepare the minutes for the general meetings of members and Board of Directors meetings. The Operation Manager shall also be responsible for any other duties assigned by the Board of Directors, the Chairman, Managing Director or Treasurer.

Section 7 Income

Article 50 Fiscal Resources

The financial resources of the Chamber are as follows:

- (1) Dues collected from members
- (2) Fees for certificates issues by the Chamber
- (3) Subsidies from the government and similar funding
- (4) Earnings from Chamber business, events
- (5) Contributions, donations and others

Section 8 Supplementary Articles

Article 51 Post Term of Office

Officers shall continue their duties, even after completing their terms of office, until a new organization of officers is launched.

Article 52 Meeting Invitations

The Chamber shall invite the Director and Commercial Counsellor of the Embassy of the Republic of Poland in Japan to attend general meetings of members and Board of Directors meetings.

Article 53 Amending the Constitution

The Chamber's Constitution can be amended by regular member resolutions in accordance with the important resolution matters stipulated in the above Articles 35 (Formation of General Meeting of Members) and 38 (Authority of General Meeting of Members). All members shall be notified in writing whenever the Constitution is amended.

Article 54 Management of Required Documents

1. The Chamber shall maintain at its head office required documents such as this Constitution, bylaws, minutes of general meetings of members and Board of Directors meetings, audit committee opinions, membership ledger containing names of member representatives, business reports, income & expenditure statements, accounting books, and other required documents.
2. In accordance with bylaws and existing laws, the Chamber shall have a membership fee fund for the maintenance and safeguarding of accounting books and registration documents.

Article 55 Business Reports

Chamber business reports shall be posted at the main office and sent to all members.

Article 56 Management of Contracts and Bank Accounts

Contracts and bank accounts shall be managed in the following manner.

- (1) Management of financial funds: All financial funds shall be transferred to accounts under the Chamber's name opened at the Narodowy Bank Polski in Tokyo or a Japanese bank that is a direct participant in the Bank of Japan settlement system.
- (2) Checks: The signatures of two directors are required for checks, payment instructions, claim deeds, certificates of indebtedness, and other payment certificates. In some cases one of the signatures must be that of the Chairman, but the Chairman can entrust this right to others.
- (3) Contracts: Contracts shall not be concluded without approval from the Board of Directors. Contracts must be signed by two directors, one of which must be the Chairman.

Article 57 Dissolution

1. The Chamber shall be dissolved in the following cases.

- (1) Voluntary dissolution decided by a two-thirds majority vote by regular members at a general meeting of members.

(2) Mandatory dissolution due to suspension of activities by the Chamber and its organs, or an inability for these activities to function, for more than a year.

(3) Bankruptcy

(4) Cancellation of approval for establishment.

2. In the event of dissolution, remaining assets held by the Chamber shall be disposed of in accordance with Board of Director decisions. If decisions cannot be reached, the Polish diplomatic mission in Japan will be asked to dispose of the assets in a manner serving the objective of the Chamber.

Article 58 Appointment of Liquidator

If necessary the Chamber shall convene a special meeting of members to appoint a liquidator for liquidating assets.

Article 59 Liquidation Procedures

1. Regarding dissolution procedures, ownership of assets shall be determined in the following manner.

The liquidator shall determine the asset disposal method within six months of assuming that position. The method shall be presented to a general meeting of regular members for approval.

2. The general meeting of regular members can entrust approval of a residual asset assignment plan to the Board of Directors.

Article 60 Special Dues

If the collection of special dues becomes necessary to pay the Chamber's debts, dues to cover the absolute required amount can be collected based on approval to do so by a special meeting of members.

Article 61 Fiscal Year

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

Article 62 Establishment of other Rules

While obeying this Constitution, the Board of Directors may determine specific procedures to maintain appropriate Chamber functions through specially determined rules, particularly the determination of procedures pertaining to the following items.

(1) Elections for the Chamber's Board of Directors and other organs

(2) Enrolment applications for those wishing to join the Chamber

(3) Approval of expenditures and signing authority

(4) Payment of annual dues

(Ver. 7; partial revisions made at 11th Annual General Meeting of PCCIJ Members held on March 22, 2017)