
ASSOCIATIONS INCORPORATION REFORM ACT 2012

JAPANESE CHAMBER OF COMMERCE AND INDUSTRY, MELBOURNE INC.

RULES

- 1.1 The name of the incorporated association is **Japanese Chamber of Commerce and Industry, Melbourne Inc.** (in these Rules called the “Chamber”).
- 1.2 The purposes of the association are to:
- (a) advance the robust development of economic activities and cater to common benefit of its members;
 - (b) promote and strengthen business and investment ties between Australia and Japan;
 - (c) plan and finance for appropriate objectives approved by the Board; and
 - (d) amplify the achievement of abovementioned objectives and accomplish all activities contributing to these achievements.
2. The rules contained in Schedule 4 to the regulations shall not apply to the Chamber but instead the following shall be the Rules governing the Chamber.

MEMBERSHIP

- 3.1 Membership of the Chamber shall consist of:
- (a) Ordinary Members; and
 - (b) Associate Members;

who are corporations that carry on commercial activities in the State of Victoria and its surroundings (the State of South Australia, the State of Tasmania and other geographic location which the Board may

determine from time to time) and who at the time of joining accept and acknowledge that all activities of the Chamber shall be conducted in Japanese.

3.2 Ordinary Members shall comprise:

- (a) Japanese corporations (a subsidiary of a Japanese corporation, a branch office of a Japanese corporation, or a corporation established by or effectively management-controlled by a Japanese corporation); and
- (b) non-Japanese corporations with a Japanese representative or contact person.

3.3 Associate Members shall comprise such non-Japanese corporations which the Board may determine and which

- (a) do not qualify for ordinary membership; or
- (b) want to be Associate Members.

Such Associate Members have no right for election and no voting rights, but may have other rights as determined by the Board.

3.4 A member of the Association who is entitled to vote has the right:

- (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
- (b) to submit items of business for consideration at a general meeting; and
- (c) to attend and be heard at general meetings; and
- (d) to vote at a general meeting.

4. Every application for membership of the Chamber shall be:

- (a) in writing;
- (b) in such form as the Board may from time to time prescribe or accept;

- (c) accompanied by a reference letter from one or more members of the Board; and
 - (d) lodged with the Board.
5. Upon an application being lodged with the Board, the Board shall determine whether to approve or reject the application.
6. Each Member may have more than one representative PROVIDED that only one representative, who shall be nominated by the Member, shall have the right on behalf of the Member to attend and vote at all meetings of the Chamber and generally exercise all rights of membership on behalf of the Member. A Member may in its discretion revoke the nomination of any representative and nominate another representative in his or her place.

Withdrawal of Membership

7. Any Member may withdraw its membership of the Chamber by giving 90 days' written notice of withdrawal stating the reasons for withdrawal.

Expulsion

- 8.1 The Chamber in general meeting may expel any Member where the Member (or any nominated representative of that Member):
- (a) dishonours the Chamber in any way;
 - (b) disrupts the operation of the Chamber in any way; or
 - (c) fails to pay membership fees or carry out any other obligation under these Rules.
- 8.2 These Rules do not provide any procedure for the disciplining of members, or mechanism for appeals or appearances by members in respect of disciplinary action taken against them. Disputes that may arise under Rule 8.1 may be resolved through the procedure provided for under Rule 9.

Disputes and mediation

- 9.1 The grievance procedure set out in this Rule applies to disputes under these Rules between:

- (a) a Member and another Member; or
 - (b) a Member and the Chamber.
- 9.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 9.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 9.4 The mediator must be:
- (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement:
 - (i) in the case of a dispute between a Member and another Member, a person appointed by the Board of the Chamber; or
 - (ii) in the case of a dispute between a Member and the Chamber, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- 9.5 A Member of the Chamber can be a mediator.
- 9.6 The mediator must be unbiased in favour of or against any party, and cannot be an employee or a representative of a Member who is a party to the dispute.
- 9.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 9.8 The mediator, in conducting the mediation, must:
- (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 9.9 The mediator must not determine the dispute.

- 9.10 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

Register of Members

10. The Secretary shall keep and maintain a register of Members in which shall be entered the full name and address of each Member and such other particulars as may be prescribed by the Board. The register shall be available for inspection by Members at the Office.

DIVISIONS

- 11.1 The Chamber shall have divisions as necessary in order to promote the purposes of the Chamber and to promote research, expert studies, the collection of information and mutual contact between each division.

- 11.2 The divisions shall be as follows:

Metals	Textiles/ General Merchandise
Machinery	Automobiles
Chemicals	Finance
Foodstuffs	Transport

- 11.3 The establishment of any new division and/or abolition of any division shall be resolved by the Members in general meeting

- 11.4 There shall be a Chairman and Vice-Chairman for each division, each of whom shall be appointed by the President with the prior approval of the Board. The term of office shall be for a period of one year. The Chairman and Vice-Chairman of each division shall be eligible for re-appointment.

- 11.5 The costs of each division shall be paid by the Members and the apportionment of those costs as between the Members shall be resolved by the Board.

FEES

Admission Fees

12. A Member shall pay such admission fee as is determined by the Board from time to time.

Monthly Fees

13. A Member shall pay a monthly fee. The amount of the fee will be determined by the Members in General Meeting from time to time according to the number of representatives and membership category of each Member.

Payment of Fees

- 14.1 The timing and method of payment of admission fees and monthly fees shall be determined by the Board from time to time.
- 14.2 In the event of a Member resigning from Membership of the Chamber, part of the monthly fees (if any) paid by that Member to the Chamber may be refunded to the Member. The amount of moneys to be refunded to that Member shall be determined by the Board.
- 14.3 Admission fee and Membership fees are exclusive of GST and the Members shall pay any necessary GST amount determined by law if the Board so determines. (“GST” means the goods and services tax imposed by the GST law.) Any GST to be paid by the Members shall be rounded off to the next higher dollar value.

THE BOARD

15. The control and direction of the Chamber and the management of its property and affairs shall be vested in the Board. The Board may, subject to these Rules, the regulations and the Act, exercise all powers and do all acts and things as the Chamber is (by these Rules, the regulations or the Act) authorized to exercise and do and which are not (by these Rules, the regulations or the Act) directed or required to be exercised or done by the Chamber in general meeting but subject to the provisions of these Rules, the regulations and the Act.

Constitution

16. Subject to Rule 17, the Board shall consist of:
- (a) a President who is a Member representative;
 - (b) Vice-President who are a Member representative;
 - (c) one permanent member, who shall be the Managing Director from time to time of JETRO;
and
 - (d) further member representatives – only within the total number referred to in Rule 19.1.
- 17.1 Despite Rule 16, the President, in his or her discretion, may appoint at any time no more than three additional members of the Board with the prior approval of the Board to supplement Rule 19.1.
- 17.2 The Board may appoint an honorary member of the Board from time to time as it sees fit. The honorary member of the Board will only provide advice to the Board as requested by the Board and may participate in any meeting of the Board but is not the constituent of the Board. The honorary member of the Board does not otherwise have any of the rights, duties and/or liabilities of that a member of the Board would usually have under these Rules. The honorary member of the Board is not required to pay any fees that are listed in Rule 12 and 13.

Annual Election

- 18.1 Each of the members of the Board (other than the permanent member referred to in Rule 16 (c)) shall retire at the conclusion of the Annual General Meeting of the Chamber which takes place in the next financial year following his or her election or appointment.
- 18.2 Members retiring from the Board shall be eligible for re-election or re-appointment (as the case may be).
- 19.1 The annual election of the fourteen elected members of the Board (which excludes the permanent member referred to in Rule 16 (c)) shall take place by ballot of the Members.

19.2 Notice of the election and ballot papers shall be forwarded to the Members not less than 30 days before the Annual General Meeting in each year and the ballot papers shall be returnable by the Members not later than 21 days before the Annual General Meeting.

19.3 Each Ordinary Member shall have the right to nominate up to fourteen Members (which may include the Member itself) for election to, and to be represented by its representative on, the Board. The number of votes which each Member may cast for its nominees will depend on its category of membership. The votes to which each category of membership is entitled are as follows:

Category (number of registered representatives)	Votes
Category 1 (1-2 persons)	1 Vote
Category 2 (3-6 persons)	2 Votes
Category 3 (7 or more persons)	3 Votes

19.4 Each Ordinary Member that is elected shall nominate one representative who shall represent it on the Board.

19.5 As the Board constitutes the joint board of the Chamber and the Japanese Society of Melbourne Inc, eligible candidates for election must be an Ordinary Member of the Chamber as well as an ordinary member of the Japanese Society of Melbourne Inc. Each of the representatives nominated by the Ordinary Members that were elected for the Board shall also become a member of the board of the Japanese Society of Melbourne Inc.

19.6 The President and the Vice-Presidents shall be appointed by the Board from among the members of the Board and shall hold office until the next financial year's Annual General Meeting following his or her respective appointment.

Vacation of Office

20. If a representative of a Member on the Board:

(a) dies;

- (b) becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
- (c) resigns from the Board by notice in writing to the Chamber delivered to the Office;
- (d) is absent at 3 or more consecutive meetings of the Board without permission from the Board; or
- (e) is not re-elected or re-appointed (as the case may be) to the office in the manner provided in these Rules,

his or her position on the Board shall become vacant.

Casual Vacancies

21. If a member of the Board dies or becomes incapacitated during his or her period of office, the Member for which that member of the Board is a representative shall appoint a substitute member who shall hold office until the next Annual General Meeting following such appointment.

PROCEEDINGS OF THE BOARD

22. Subject to these Rules the Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit.
- 23.1 A meeting of the Board may be convened at any time by:
- (a) the President; or
 - (b) a requisition in writing signed by not less than three other members of the Board and delivered to the Secretary.
- 23.2 Notice of a meeting of the Board shall be given to all members of the Board by post, facsimile or email. Notice shall be deemed to have been given to a member of the Board if sent, served or delivered to the usual place of residence of that member or at any other address, fax number or email address last notified to the Secretary by the member.

- 23.3 The accidental omission to give notice of a meeting to, or the non-receipt of a notice of a meeting by, a member of the Board shall not be invalidate proceedings at a meeting.
- 24.1 The quorum for all meetings of the Board shall be seven members of the Board and no meeting shall proceed to transact any business unless the requisite quorum is present.
- 24.2 A Member may appoint a proxy to attend and vote on the Member's behalf at a meeting of the Board should the member of the Board customarily representing that Member be unable to attend that meeting.
- 24.3 The President shall be entitled to be the chairman of all meetings at which he or she is present. Failing this, the role of the chairman shall be filled by the Vice-President, or in its absence, by a member of the Board chosen by the members of the Board present.
- 24.4 Every question submitted to a meeting of the Board shall be decided by a show of hands and each member of the Board present shall be entitled to one vote. In the event of an equality of votes the chairman of the meeting shall have a casting vote in addition to his or her deliberative vote.
25. All acts done by any meeting of the Board or of any committee constituted under Rule 27 or by any person acting as a member of the Board shall, despite that it is afterwards discovered that there was some defect in the appointment of that member of the Board or person so acting, or that they or any of them were disqualified, be as valid as if each person had been duly appointed and was qualified to be a member of the Board or member of any other committee.
26. A resolution in writing and signed, or sent and approved by email, by all of the members of the Board who are for the time being entitled to receive notice of meetings of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in a similar form, each signed by one or more of the members of the Board.
27. The Board may meet in person, by telephone or by other means of communication (including by email). A meeting conducted by telephone or other means of communication is deemed to be held at the place agreed on by the Board attending the meeting if at least one of the members of the Board present at the meeting was at that place for the duration of the meeting.

COMMITTEES

28. The Board may delegate any of its powers to committees consisting of a member or members of its body as it thinks fit. Any such committee shall in the exercise of its delegated powers conform to any regulations that may be imposed on it by the Board and shall report their proceedings to the Board.

POWERS OF THE BOARD

29. In addition to any other powers and duties conferred in these Rules, the Board shall:
- (a) raise and control the funds necessary for the conduct of the Chamber;
 - (b) appoint advisors, councillors or other staff when it thinks fit;
 - (c) subject to the requirements of any statutory award or determination, fix and pay all salaries and wages of staff of the Chamber;
 - (d) pay all proper debts of the Chamber when due;
 - (e) have power to purchase or acquire equipment, furniture, materials or other goods and services necessary for the conduct of the Chamber;
 - (f) have power from time to time to make, repeal and amend all such by-laws and regulations (not inconsistent with these Rules) as it thinks expedient for the internal management of the Chamber;
 - (g) have power to borrow, with or without giving security over property of the Chamber, for purposes of the Chamber; and
 - (h) have power to do all other things that are incidental or conducive to the conduct or management of the Chamber.

GENERAL MEETINGS

Convening

- 30.1 An Annual General Meeting of the Chamber shall be held once every year in July.

- 30.2 An Extraordinary General Meeting of the Chamber may be convened by the President or the Board when and wherever they think fit, and shall be convened by the Secretary within 30 days of a requisition in writing agreed by not less than two-thirds of the Members delivered to the Secretary and stating the purpose for which the meeting is required.

Notice

31. Not less than 7 days notice of any general meeting specifying the place, day and hour of the meeting and, in case of special business, the general nature of such business shall be given in a manner provided in these Rules to all Members PROVIDED that if any special resolution is required to be passed not less than 21 days notice shall be given.
32. The non-receipt of a notice by, or the accidental omission to give notice to, any of the Members of any general meeting shall not invalidate any resolution passed at any such meeting.

PROCEEDINGS AT MEETINGS

Business

33. The business of the Annual General Meeting shall be:
- (a) to receive and consider a report of the Board of the proceedings of the Chamber for the previous financial year and a duly audited balance sheet and statement of receipts and expenditure;
 - (b) to announce the members of the Board elected for the ensuing year in the manner provided in these Rules;
 - (c) to announce the auditors (in any) for the ensuing year; and
 - (d) to transact any other business of which due notice shall have be given or which in the opinion of the chairman of the meeting may be expedient.

All other business transacted at an Annual General Meeting and all business transacted at an Extraordinary General Meeting (other than procedural items) shall be deemed special.

Quorum

34. No business shall be transacted at any general meeting of the Chamber unless a quorum of Members is present at the time when the meeting proceeds to business. A quorum for any general meeting shall be at least half of the Members from time to time.
35. If within 30 minutes from the time appointed from the general meeting a quorum is not present, the meeting is convened upon the requisition of Members shall be dissolved and in any other case it shall stand adjourned to such day, time and place as the chairman may determine.

Chairman

36. The President shall be entitled to take the chair at every general meeting of the Chamber. If the President is not present within 15 minutes after the time appointed from holding the meeting, (or if, being present, is not willing to act as chairman) the Members present shall choose one of their number to be chairman of the meeting.

Adjournment

37. The chairman of a general meeting may, with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. If a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting

38. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
 - (a) by the chairman of the meeting; or
 - (b) by at least five Members.

Unless a poll is so demanded, a declaration by the chairman of the meeting that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the Minutes of the proceedings of the Chamber, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

39. If a poll is duly demanded it shall be taken in that manner and either at once or after an interval or adjournment or otherwise as the chairman of the meeting directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded, but a poll demanded on the question of adjournment shall be taken immediately. No poll shall be demanded on the election of a chairman of a meeting.
40. Every Member present at a general meeting by representative or proxy shall both on a show of hands and on a poll have one vote. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of a meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a casting vote in addition to his or her deliberative vote.
- 41.1 The Board may direct that any matter to be decided by the Members in a general meeting shall be determined by postal vote.
- 41.2 The manner in which postal voting is to be conducted shall be determined by the Board provided that all postal votes shall be required to be lodged or received at the Office not less than 48 hours prior to that general meeting. For the purposes of these Rules, a postal vote cast by a member shall be deemed to be a vote cast by a member at the general meeting at which the resolution is to be proposed.
42. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at the meeting shall be valid for all purposes. Any objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.

Appointment of Proxies

- 43 Any Member may appoint a proxy to vote at a general meeting on that Member's behalf and may direct the proxy to vote either for or against each or any resolution. The instrument appointing a proxy must be deposited at the Office, or any other place the Board may determine, not later than 24 hours before the time for holding the meeting or adjourned meeting or poll at which the person named or

described in the instrument proposes to vote. No instrument appointing a proxy is valid after the expiration of twelve months after the date of its execution.

AUDITORS

- 44.1 Two auditors shall be elected each year by the Members who shall hold office until the next financial year's Annual General Meeting following the election.
- 44.2 The manner of the election of the auditors shall be as determined by the Board from time to time.

SECRETARY

- 45.1 The Secretary of the Chamber shall be appointed and may at any time be removed from office by the President.
- 45.2 The Secretary of the Chamber shall also hold the role of public officer for the purposes of Australian taxation law to the extent relevant.

FINANCIAL PROVISIONS

46. The Secretary or other person or persons as the Board shall appoint for the purpose shall:
- (a) receive all money on behalf of the Chamber and deposit it to the credit of the Chamber with bankers appointed by the Board;
 - (b) pay all accounts under and according to the Board's direction;
 - (c) keep current accounts and records of all moneys received and expended by or on behalf of the Chamber;
 - (d) supervise the preparation and audit of the balance sheet and accounts required by the Act for submission to the Annual General Meeting of the Chamber; and
 - (e) whenever required by the Board prepare and submit to it statements of receipts and expenditure and of the financial position of the Chamber including a statement of the current bank balance and reconciliation statement with books of account.

CHEQUES

47. All cheques drawn by or on behalf of the Chamber shall be signed by either the President, the Vice-President or the Secretary for the time being.

FUNDS

48. The board may raise moneys for and on behalf of the Chamber in such manner as it thinks fit including the charging of admission and membership fees, the solicitation of donations and the borrowing of money either from Members or other persons or organizations and on the security of the Chamber's assets or any of them or without giving security provided that in no event shall interest at a rate exceeding the lowest rate for the time being payable by the Chambers' bankers for term deposits be paid by the Chamber upon money borrowed from Members.
49. The Board may invest any funds of the Chamber in any manner and for any period as it thinks fit and may realize any investments or any part of those investments or change any investments as it thinks fit.

SEAL

- 50.1 The Board shall provide and adopt a Common Seal of the Chamber and shall have power from time to time to destroy and to substitute a new Common Seal in its place. The Common Seal shall be kept under such custody and control as the Board may from time to time prescribe.
- 50.2 The Common Seal shall not be affixed to any documents except pursuant to a resolution of the Board and in the presence of one member of the Board and either a second member of the Board, the Secretary or some other person appointed by the Board for the purpose who shall respectively sign every document.

ACCOUNTS

51. The Board shall cause proper accounting and other records to be kept and shall cause to be made out and laid before each Annual General Meeting an audited balance sheet and statement of receipts and expenditure for the preceding final year.

- 52.1 The accounting and any other records of the Chamber (including these Rules, minutes of general meetings and financial statements submitted at a general meeting, and subject to Rule 52.2, the minutes of meetings of the Board) shall be open to the inspection of Members at any reasonable time. Members are also entitled to a copy of these rules and of minutes of general meetings if they make a request in writing to the Board.
- 52.2 The Board may refuse to permit a Member to inspect the minutes of the Board that relate to confidential, personal, employment, commercial, or legal matters, or where to do so may be prejudicial to the interest of the Chamber.
53. Once at least in every year the accounts of the Chamber shall be examined and audited by the auditors.

CUSTODY OF RECORDS

54. Except as otherwise provided in these Rules, the Secretary shall keep in his or her custody or under his or her control, all books, documents and securities of the Chamber. It also shall be the obligation of the Secretary to keep and maintain minutes of all meetings of the Board and of the Members of the Chamber.

NOTICES

- 55.1 Any notice required by the Act or these Rules to be given to a Member may be given by:
- (a) leaving it at the Registered Address of the Member;
 - (b) email to the email address of the Member last notified to the Secretary;
 - (c) facsimile transmission to the fax number of the Member last notified to the Secretary; or
 - (d) post in a prepaid envelope addressed to the Member at its Registered Address.

Any notice transmitted by email or facsimile shall be deemed to have been sent or served when the email or the facsimile transmission is sent. Any notice posted shall be deemed to have been served at the expiration of 24 hours after posting and in proving service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and posted.

- 55.2 If a Member does not have a Registered Address within Victoria, or if the Chamber has bona fide reasons to believe that the Member is not known at its Registered Address and the Chamber has

subsequently made an enquiry at the Registered Address of the Member as to the whereabouts of the Member, which enquiry either elicits no response or a response indicating that the member or its present whereabouts are unknown, all future notices shall be deemed to be given to that Member if the notice is exhibited at the Office for a period of 48 hours (and shall be deemed to be duly served at the commencement of that period) unless and until the Member informs the Chamber that it has resumed residence at its Registered Address or notifies the Chamber of a new address within Victoria to which the Chamber may send notices (which new address shall be deemed its Registered Address).

APPLICATION OF PROPERTY

56. The income and property of the Chamber whenever derived shall be applied solely towards the purposes of the Chamber and no portion of the property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the Members or the Board PROVIDED that nothing shall prevent the payment in good faith of reasonable and proper remuneration to any Member or officer of the Chamber or other person in return for any services actually rendered to the Chamber nor for goods supplied in the ordinary and usual way of business nor prevent the payment of interest, at a rate not exceeding the lowest rate from the time being payable by the Chamber's bankers for term deposits, on money borrowed from any Member or officer of the Chamber.

WINDING UP OR CANCELLATION

57. If upon the winding up or the cancellation of the incorporation of the Chamber there remains (after the satisfaction of all its debts and liabilities) any property, that property shall not be paid to or distributed among the Members of the Chamber but shall be given or transferred to some other institution or organization having objects similar to the objects of the Chamber and whose rules, memorandum of association or constitution shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Chamber under or by virtue of these Rules, such institution or organization, to be determined by the members of the Chamber at or before the time of cancellation and in default by a Judge of the Supreme Court of Victoria as may have or acquire jurisdiction in the matter.

INDEMNITY

- 58.1 The Chamber shall indemnify each officer of the Chamber out of the assets of the Chamber to the relevant extent against any liability incurred by the officer in or arising out of the conduct of the business of the Chamber or in or arising out of the discharge of the duties of the officer unless the

liability was incurred by the officer through his or her own dishonesty, negligence, lack of good faith or breach of duty.

58.2 In addition to Rule 58.1, an officer of the Chamber or any other person employed or engaged by the Chamber may be indemnified to the relevant extent out of the assets of the Chamber against any liability incurred by such person in or arising out of the conduct of the business of the Chamber or in or arising out of the discharge of the duties of such person where the Board considers it appropriate to do so.

58.3 In this Rule:

(a) “officer” means:

- (i) the President, the Vice-President, a member of the Board or the secretary; or
- (ii) a person appointed as a trustee by, or acting as a trustee at the express request of, the Chamber; or
- (iii) an auditor; and

includes a former officer.

- (iv) “duties of the officer” includes duties arising by reason of the appointment, nomination or secondment in any capacity of an officer by the Chamber to any other association.

(b) “to the relevant extent” means:

- (i) to the extent the Chamber is not precluded by law from doing so;
- (ii) to the extent and for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including, in particular, an insurer under any insurance policy); and
- (iii) where the liability is incurred in or arising out of the conduct of the business of another association or in the discharge of the duties of the officer in relation to another association, to the extent and for the amount that the officer is not entitled

to be indemnified and is not actually indemnified out of the assets of that association.

- (c) “liability” means all costs, charges, losses, damages, expenses, penalties and liabilities of any kind including, in particular, legal costs (on a full indemnity basis) incurred in defending any proceedings (whether criminal, civil, administrative or judicial) or appearing before any court, tribunal, government authority or otherwise.

ALTERATION OF RULES

59. These Rules may be altered (including adding new rules and removing old rules) by special resolution at a general meeting of the Chamber, consistent with the requirements of the Act.

DEFINITIONS

60. (1) In these Rules the following shall have the meaning respectively assigned to them unless there is something in the subject or context that is inconsistent:
- (a) **“the Act”** means the Associations Incorporation Reform Act 2012.
 - (b) **“the Board”** means the persons comprising the governing body of the Chamber constituted and appointed pursuant to Rules 16 and 17.
 - (c) **“financial year”** means a continuous twelve month period ending on 30 June in each year.
 - (d) **“Japanese corporation”** means any company, corporation, firm or other body (whether incorporate or not) formed or incorporated in Japan or a related body corporate of any such company, corporation, firm or body.
 - (e) **“JETRO”** means the Japan External Trade Organization.
 - (f) **“Member”** means a member of the Chamber.
 - (g) **“month”** means calendar month.

- (h) **“non-Japanese Corporation”** means any company, corporation, firm or other body (whether incorporate or not) formed or incorporated otherwise than in Japan.
 - (i) **“the Office”** means the business address of the Secretary as altered from time to time.
 - (j) **“Registered Address”** means the address of a Member as shown in the register of Members of the Chamber.
 - (k) **“the Rules”** or **“these Rules”** means these Rules as altered or added to from time to time and any reference to a Rule by number is a reference to the Rule of that number in these Rules.
 - (l) **“writing”** and **“written”** includes printing, typing, lithography and other modes of reproducing words in a visible form.
- (2) In these Rules:
- (a) words which are given a special meaning by the Act shall have the same meaning in these Rules; and
 - (b) a reference to the Act or any section shall be read as though the words “or any statutory modification or any statutory provision substituted” were added to such reference.