

Constitution of the Kansai Canada Business Association

Created on February 25, 2009

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Article I. Name

This organization shall be known as the KANSAI CANADA BUSINESS ASSOCIATION (hereinafter the KCBA)

Article II. Mission of the KCBA

The mission and purpose of the KCBA shall be:

1. To promote and strengthen commercial linkages between Canada and primarily, but not exclusively, the Kansai region of Japan which shall include the prefectures of Osaka, Hyogo, Kyoto, Nara, Shiga, Wakayama, Mie, Fukui and Okayama;
2. To offer members networking opportunities and business development forums in which entrepreneurial and personal skills can be honed;
3. To associate and cooperate with other organizations sharing mutual interests;
4. To support the activities of the Canadian government in the Kansai region of Japan;
5. To do any and all concurrent activities to the stated mission of the KCBA.

Article III. Membership

1. Membership shall be open to all persons interested in promoting and strengthening the commercial relationship between Canada and Kansai as well as the rest of Japan.
2. Membership and fees will be structured in the following categories; Corporate Gold Members will enjoy full voting rights, corporate identification on all KCBA documentation and electronic messaging and admittance for up to four corporate personnel to all KCBA events at member prices. Cost for Corporate Gold Membership shall be 70,000 yen annually; Corporate Silver Members will enjoy full voting rights, admittance for up to two corporate personnel to all KCBA events at member prices and corporate identification on electronic messaging. Cost for Corporate Silver Membership shall be 40,000 yen annually. Small Business/Individual Members will enjoy full voting rights. Small Business/Individual Membership shall cost 15,000 yen annually.
3. Membership can be revoked by the Board of Governors for a demonstrated and willful disregard for the principals of honesty, integrity, fair play and the ideals of the KCBA.

Article IV. Structure

The KCBA shall be managed by two separate Boards;

1. Board of Advisors, made up of business and political leaders in Japan.
This board shall meet informally and act as a steering committee for the Board of Governors when needed. The Board of Governors shall decide membership of, and removal from, the Board of Advisors. There will be no limit to the number of Advisors. An Honorary Chair selected by the Board of Governors shall head the Board of Advisors.
2. Board of Governors shall undertake the overall management of the KCBA.
 - a. Officers of the Board: The Board of Governors shall consist of the following officers.
 - (i) Chair – shall convene all meetings, lead all meetings, act as spokesperson for the KCBA and in the case the Board of Governors is split evenly on a decision, the Chair shall have the deciding vote.
 - (ii) Two Vice Chairs – they shall cover for the Chair if at any time the Chair is unable to fulfill the duties of that position. The Vice Chairs shall also be responsible for recording the decisions of the Board of Governors;
 - (iii) Treasurer – shall maintain the accounts of the KCBA and report on all financial issues of importance regularly to the Board of Governors and once per year shall offer a report to the membership at large;
 - b. Governors at Large: The board shall also have three Governors at Large who shall be responsible, together with the officers, of the overall management of the KCBA.
 - c. Embassy/Consulate Liaison - shall report on activities of the Government of Canada in Japan and shall advocate for the KCBA within the Embassy. This position shall be filled by the closest resident Trade Commissioner. The Embassy/Consulate Liaison is a non-voting member of the Board of Governors.
3. Committees and Committee Chairs: The following committees shall be permanent advisory bodies to the Board of Governors. Committee Chairs will be appointed/dismissed by the Board of Governors:
 - a. Membership Committee and Chair – shall be responsible for forming and maintaining an active committee to recruit new members to the KCBA and will develop and distribute an annual Membership Directory;
 - b. Events Committee and Chair – shall be responsible for forming and maintaining an active committee to develop and deliver events and activities for the benefit of the Membership. These events shall include but not be limited to an annual Christmas Party and Canada Day Party, business networking events and business and personal development events;

- c. Communications Committee and Chair – shall be responsible for forming and maintaining and active Communications committee and will develop and maintain a website for the KCBA, advise membership of pertinent news and will create and disseminate press releases for the KCBA.
4. Other Committees and Sub committees may also be periodically established by the Board of Governors to work on specific projects.

Article V. Elections and Terms of Governors

All Governors, with the exception of the one liaison position, shall be elected to a two year term at an annual meeting of all members in good standing. In order to promote continuity, the elections shall be staggered so that every other year the Chair, one Vice Chair and one Governor at Large shall be elected while in the alternate years shall see the election of the other Vice Chair, the Treasurer and the other two Governors at Large.

1. Terms of Office: All members of the Board of Governors may serve no more than two consecutive terms.
2. The position of Chair is a maximum of one term non renewable.
3. Qualifications: At least one of the four Officers of the Board shall be a Canadian citizen and at least three members of the Board of Governors shall be Canadian citizens.
4. At the founding meeting of the KCBA the position of Chair, one Vice Chair and one Governor at Large shall be elected to a one year term, the term reverting to two years after the initial one year term has been completed. This clause shall be stricken from the Constitution at the end of that one year term.

Article VI. Regular Meetings.

The Board of Governors shall meet monthly or, at a minimum, 8 times per year. The Board of Governors shall commit to convening an Annual General Meeting for the full membership. A minimum quorum requires the attendance of four Governors. The Board of Governors reserves the right to remove a Governor from the Board for persistent absences.

Article VII. Not For Profit

The KCBA shall carry on its operations without pecuniary gain to its Members. The Members possess no equity ownership rights over the property of the KCBA and any profits or other accretions to the KCBA are to be used in promotion of its objectives.

Article VIII. Amendments to the Constitution

This Constitution can be amended with a two thirds vote of the general membership at which a minimum of 10 members will be required to meet quorum. Any amendment can be put forth by advising the Chair.

Article IX. Effective Date

This Constitution shall become effective from the February 25, 2009 and any amendments shall become effective upon being adopted as provided in Article VIII.