

**CONSTITUTION OF THE
KANSAI CANADA BUSINESS ASSOCIATION**

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Article I.Name

This organization shall be known as the **Kansai Canada Business Association / Association commerciale canadienne du Kansai** (abbreviated as “**KCBA**”).

Article II.Language

Due to the nature of the business environment in Japan, activities of the KCBA shall be conducted in English and Japanese. Should the number of francophone members exceed 25% of the total number of members, and should such francophone population demand that some official business be conducted in French, then the KCBA shall consider such request.

Article III.Not For Profit

The KCBA shall carry on its operations without pecuniary gain to the Membership. 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 IV.Mission

The mission of the KCBA shall be:

1. To promote and strengthen commercial linkages between Canada and primarily, but not exclusively, the Kansai region of Japan (prefectures of Fukui, Hyogo, Kyoto, Mie, Nara, Okayama, Osaka, Shiga, and Wakayama);
2. To offer members networking opportunities and business development forums in which business, entrepreneurial and personal skills can be honed;

3. To associate and cooperate with other organizations that share mutual interests;
4. To support the activities of the Canadian government in the Kansai when those activities are deemed congruent with the mission of the KCBA;
5. To undertake activities related to the stated mission of the KCBA.

Article V.Membership

1. Membership shall be open to all persons interested in promoting and strengthening the commercial relationship between Canada and Japan, particularly the Kansai region.
2. Membership shall comprise three categories of Members:
 - a. **Corporate Gold Members.** Members of this category shall 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 regular individual Member prices. Membership fees for this category shall be 70,000 Yen annually;
 - b. **Corporate Silver Members.** Members of this category shall enjoy full voting rights, admittance for up to two corporate personnel to all KCBA events at regular Member prices, and corporate identification on electronic messaging. Membership fees for this category shall be 40,000 Yen annually.
 - c. **Small Business/Individual Members.** Members of this category shall enjoy full voting rights. Membership fees for this category shall 15,000 Yen annually.
3. Membership can be revoked by the Board of Governors following a demonstrated or willful disregard for the principals of honesty, integrity, fair play or for the mission of the KCBA.

Article VI. General Meetings

Each year, the KCBA shall hold one Annual General Meeting, which shall be open to the Membership. Extraordinary General Meetings may be convened as necessary. Quorum for General Meetings shall be ten Members, not including Board Members. Each Member in good standing shall have the right to one vote for each ballot, which shall prevail by simple majority.

Article VII. Organizational Structure

The KCBA shall be managed by two separate Boards:

1. **Board of Advisors**, consisting of business and political leaders in Japan (“**Advisors**”). This board shall meet informally and act as a steering committee for the Board of Governors as required. Advisors shall be appointed by the Board of Governors, which shall retain the right to dismiss an Advisor at any time. There shall be no limit to the number of Advisors. An Honorary Chair selected by the Board of Governors shall head the Board of Advisors and act as the titular Head of the Association.
2. **Board of Governors**, which shall oversee and undertake the general management of the KCBA. The Board of Governors shall consist of:
 - a. **Officers of the Board**. There shall be four Officers of the Board:
 - (i) **Chair**. The Chair shall convene and lead all official meetings of the Board of Governors and act as spokesperson for the KCBA.
 - (ii) **Two Vice Chairs**. The Vice Chairs shall act as temporary replacements 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 important decisions of the Board of Governors;
 - (iii) **Treasurer**. The Treasurer shall maintain the accounts of the KCBA and report regularly on all financial issues of importance to the Board of Governors. The Treasurer shall also present an annual report to Membership at the Annual General Meeting;

- b. **Governors at Large.** The board shall be composed of three Governors at Large who shall be responsible, together with the Officers of the Board, for the general management of the KCBA.
 - c. **Government of Canada Liaison (“Liason”).** The Liaison shall report on activities of the Government of Canada in Japan and shall advocate for the KCBA within the Canadian Embassy and Consulates. This position shall be filled by the closest resident Trade Commissioner. The Liaison shall be a non-voting member of the Board of Governors.
3. **Committees and Committee Chairs.** Committees shall be formed to act as advisory bodies to the Board of Governors. Each Committee shall be presided over by a Chair, who shall be responsible for the oversight of the activities of the Committee and for reporting on the activities of the Committee to the Board of Governors. A Committee Chair shall be appointed or dismissed by the Board of Governors. At a minimum, the following Committees shall be formed and the activities of these Committees shall remain active at all times:
 - a. **Membership Committee**, which shall be responsible for recruiting new Members to the KCBA. The Membership Committee shall develop and distribute an annual membership directory;
 - b. **Events Committee**, which shall be responsible for developing and delivering events and activities for the benefit of the Membership. Regular annual events shall include, but not be limited to, a Christmas Party, Canada Day Party, and business networking events;
 - c. **Communications Committee**, which shall be responsible for developing and maintaining a website for the KCBA, advising Membership of pertinent news, and creating and disseminating press releases for the KCBA.

Other Committees and Sub committees may also be temporarily established at any time by the Board of Governors to work on specific projects.
4. At any given time, an individual may occupy no more than one position on the Board of Governors. However, an individual may occupy any number of positions in the Committees.

Article VIII. Elections and Terms of Governors

1. ~~All Governors, with the exception of the Liaison, shall be elected to a two-year term at the Annual General Meeting. Elections shall be staggered such that every other year the Chair, one Vice Chair, and one Governor at Large shall be elected, while the alternate years shall see the election of the other Vice Chair, the Treasurer, and the other two Governors at Large.~~
2. All members of the Board of Governors may serve no more than two terms consecutively, no more than three terms in any given position, and no more than five terms in total.
3. The position of Chair shall be limited to one term for any given person.
4. At least one of the four Officers of the Board shall be a Canadian citizen and at least ~~three~~four members of the Board of Governors shall be Canadian citizens.
5. ~~The positions of Vice Chair and Treasurer shall be made by appointment on a majority vote of the Board of Governors. Candidates for the position shall abstain from voting.~~
6. ~~In the event the Chair resigns or is dismissed, a fellow Board member shall be appointed by the Board to serve as Interim Chair until the next general election. Candidates for the position shall abstain from voting.~~

~~At the founding Annual General Meeting, 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. Notwithstanding VIII Section 2, the person elected to Chair for this initial term may be elected to a second, regular two-year term. This clause shall be stricken from the Constitution at the end of that one-year term.~~

Article IX. Board Meetings

The Board of Governors shall meet monthly or, at a minimum, 8 times per year. The Board of Governors shall commit to convening the Annual General Meeting.

Quorum shall be four Governors. The Board of Governors reserves the right to remove any Governor from the Board for persistent absences by way of a two-thirds majority vote.

Each Board Member, with the exception of the Liaison, shall possess one vote for each ballot. For general ballots, the simple majority shall prevail. In the event of a split ballot, the Chair shall hold the deciding vote.

Article X. Amendments to the Constitution

Amendments to this Constitution may be presented at any General Meeting after first having advised the Chair at least thirty days in advance. Such amendments shall be submitted to a ballot of Membership, which shall require the two-thirds majority of Members present to prevail.

Article XI. Dissolution

1. The KCBA shall be dissolved in the event of irremediable insolvency or at any time by way of a two-thirds majority vote by Membership at any General Meeting. Furthermore, should there be a penury of persons to occupy the Board of Governors and appropriate amendments to this Constitution cannot be implemented within sixty days following such penury, then the KCBA shall be dissolved.
2. In the event of dissolution, all remaining KCBA assets shall be transferred to an official charitable organization to be chosen by the Membership. Should the membership be unable to decide on an appropriate charitable organization, then all remaining assets shall be transferred to the Hope International Development Agency.
3. In the event of dissolution, the Treasurer shall be held responsible for overseeing the transfer of assets as set forth in XI Section 2 and shall make available a complete report of such transfer to all Members.

Article XII. Effective Date

This Constitution has become effective as of February 25, 2009 following the vote of Membership, and any amendments hereto shall become effective upon being adopted as provided in Article X.