

ARTICLES OF ASSOCIATION

I. PRINCIPLES

Art. 1 Name and Domicile

Under the name

Swiss-Japanese Chamber of Commerce (hereafter referred to as the "Chamber")

exists an Association according to these Articles of Association ("Articles") and according to the provisions of Art. 60 et seq. of the Swiss Civil Code.

The domicile of the Association and any changes shall be determined by decision of the Board.

Art. 2 Purpose

The purpose of the Chamber is to promote trade and economic contact between the two countries. The Chamber sees itself as a forum, which enables the exchange of knowledge and experience between industrial, commercial and service enterprises in Japan and Switzerland and the discussion of problems of an economic nature, which are of mutual interest. The Chamber has a mediating role, and promotes mutual understanding. It maintains relations with the authorities and economic organisations in both countries, and supports them through the development of bilateral relations.

In order to fulfill these goals, regular meetings of members take place; lectures on important aspects of bilateral contacts and seminars are organised, key economic figures are exchanged; the Chamber also supports and counsels small and medium sized companies, as well as counselling and mediating with companies in Switzerland.

The Chamber may issue periodicals and maintains its own internet homepage.

The Chamber may refuse an activity on behalf of a non-member. If it takes up such an activity, the non-member will be charged for services.

The Chamber effects no commercial transactions.

Art. 3. Liability

The Association shall assume responsibility for its liabilities exclusively with its own assets. There is no liability of the members.

Art. 4 Assets

The assets of the Association belong to the Association itself, and are managed by the Board. Individual members have no rights in this respect.

In the event of the Chamber being dissolved, those assets which remain after liabilities have been covered, and which are not earmarked for specific purposes, will be assigned to charitable organisations by the General Assembly.

Art. 5 Business Year

The business year of the Association shall be the calendar year.

Art. 6 Modification of Articles and Dissolution

Modification of Articles and dissolution of the Association require a three-quarter majority of votes cast at a General Assembly.

II MEMBERSHIP

Art. 7 Members

Members of the Chamber may be either individuals or legal entities.

Art. 8 Honorary Members

Persons who have rendered outstanding and useful services to Swiss-Japanese economic relations, or to the Chamber, may be awarded honorary membership by the General Assembly.

Art. 9 Commencement and Termination of Membership

Membership commences upon admission. It terminates upon resignation, death, and dissolution of a company, bankruptcy or expulsion.

Those individuals or legal entities wishing to become members of the Chamber must submit a written application for admission. Applications shall be approved by the Board. A right of admission does not exist. A rejection of an application does not require any justification.

Resignation of membership is only permitted at the end of a business year, in observance of a two-month notice term.

Should a member seriously contravene the obligations to which he is bound by Article 11, paragraph 3 or Article 12, he can be expelled by a resolution of the Board. The resolution must be approved by a majority of the members of the Board.

Art. 10 Voting Entitlement

Every member has the right to vote at a General Assembly.

Legal entities shall exercise their vote by proxy.

Art. 11 Members' Rights and Obligations

The members may avail themselves of the Chamber's assistance and counselling in matters concerning Swiss-Japanese exchange of goods and economic contact. Every member may also obtain the publications and services provided by the Chamber by way of publications or its homepage.

The Committee of the Chamber shall determine for which services and publications fees will be charged.

The members shall support the efforts of the Chamber and help to promote its aims.

Art. 12 Members' Contributions

The members are required to pay an annual contribution fee which is fixed by the Board for each category.

The members are classified into the following member categories:

- Large Companies
- Medium Companies
- Small Companies
- Individual Members

The members are permitted to determine their own classification according to the member categories. Should this system be obviously abused, the Board responsible for membership applications reserves the right to fix its own rate for outstanding contribution fees.

The annual contribution fees must be paid upon request of payment; the term of payment is one month after the respective request.

III ORGANISATION

Art. 13 Supreme Body

The General Assembly constitutes the supreme body of the Association.

Art. 14 Ordinary General Assembly

The Ordinary General Assembly shall be convened by the Board at least 20 days in advance by specifying the agenda. As a rule, the Ordinary General Assembly should take place within the first six months of the year following the business year.

Its main duties are:

- a) To approve the annual report and the annual accounts;
- b) To discharge the Board and the Executive Committee;
- c) To elect the members of the Board;
- d) To elect one or more auditor(s) who can be individuals or legal entities;
- e) To dissolve the Association and;
- f) To amend or supplement the Articles.

Art. 15 Extraordinary General Assembly

The Extraordinary General Assembly shall be summoned as and when necessary; it must be summoned if a written request signed by twenty members has been submitted.

Art. 16 Callings

General Assemblies are called by the Board.

Invitations to General Assemblies shall be made in writing at least twenty days prior to the date of the Assembly.

The agenda of the Assembly shall be included with the invitations.

Art. 17 Meetings

The President of the Chamber, or a deputy, shall preside over the General Assembly.

Every General Assembly, which has been duly called, is competent to pass resolutions [by a simple majority of number of votes cast, unless these Articles state otherwise.] Decisions can only be made on matters, which feature on the agenda. In the event of a parity of votes, the President shall have the deciding vote.

On decision of the General Assembly, votes may be cast by secret ballot.

Every member has the right, with written authorisation, to allow himself to be represented by a proxy. No member can act as proxy for more than one other member.

The secretary shall keep the minutes.

IV THE BOARD

Art. 18 Power of Representation

The Board administrates and manages and represents the Chamber.

Art. 19 Composition

The Board is composed of at least ten members, who are elected by the General Assembly. They exercise their office in an honorary capacity.

The term of office is three years. Re-election is permitted.

Should a member of the Board resign during his term of office, the Board may elect a new member for the remaining term of office. The election must be approved by the next General Assembly.

The Board shall be composed of both Swiss and Japanese members of the Chamber.

Art. 20 Board Functions, Rules of Procedure

The Board shall appoint from among its members a President, one or more Vice-Chairmen and a Treasurer. For particular functions, individual members of the Board may be assigned. The Board shall establish the Rules of Procedure.

The Board constitutes itself after each Ordinary General Assembly at which the members of the Board have been elected or confirmed after the end of the term of office.

Art. 21 Signatures

The members of the Board are authorised to sign jointly.

Deviations from the principles stipulated in the first paragraph have to be determined in the Rules of Procedure.

Art. 22 Meetings of the Board, Competence to Pass Resolutions

Meetings of the Board shall be called by the President or in case of his absence by the Vice President [as often as business so requires, but at least twice a year.] Should a minimum of one third of the Board desire that a meeting be called, the President is obliged to do so. The Board is competent to pass resolutions when at least half of its members are present.

The Board shall pass its resolutions and hold its elections with an absolute majority of votes present.

Board meetings shall be chaired by either the President, the Vice-President, or another member of the Board. The Presiding member votes with the Board, and he shall have the deciding vote in the case of a tie.

Voting by proxy at Board meetings shall be settled by the Rules of Procedure.

Minutes shall be kept of all resolutions. They must be signed by the President. The minutes shall be approved in the next meeting.

Art. 23 Executive Committee

The Board may appoint an Executive Committee to handle current business. The members of the Executive Committee shall be elected by the Board for a term of three years. Re-election is permitted. Should a member resign during his term of office, the Board may elect a new member for the remaining term of office.

The Board may appoint further Committees to deal with certain matters, to which also non-members of the Board may be appointed. In locations with a large number of members, it may also permit the permanent establishment of such a Committee, which would then have the right to organise meetings of local members. This shall be defined more closely in the Rules of Procedure.

Art. 24 Assistance

For the specific activities of the Chamber, the Board may hire the required persons.

V AUDITORS

Art. 25 Auditor

The auditor(s) elected by the Ordinary General Assembly shall serve for the term of one business year.

The auditor(s) examine(s) whether the balance sheet and profit and loss account complies with the books and the requirements of the law and any special provisions of the Articles.

The auditor(s) shall be entitled at any time to request the presentation of the books and to determine the cash holding. The auditor(s) shall have to present the findings of the audit to the Board and to the General Assembly.

VI FINAL PROVISION

Art. 26 The foregoing Articles were accepted at the General Assembly of May 29, 2001. and replace the Articles in German adopted by the constituent General Assembly of September 5, 1985.