



TOKYO AMERICAN CLUB

2022 ANNUAL GENERAL MEETING

CHANGES TO CLUB RULES

The following changes to the General Rules and House Rules were approved at the Annual General Meeting. The revisions are shown in bold italics for addition and strikethrough for deletion. For a full set of up-to-date Articles of Association, General Rules and House Rules, please refer to the Governance section of the Club Web site (log-in required) at <http://www.tokyoamericanclub.org/index.php/en/club-governance/constitution>

Articles of Association, Article 33 Authority of Board of Governors

1. The Board of Governors shall have the following duties.

- (1) Appointment and dismissal of the Representative Governor and Vice-Presidents
- (2) Appointment and dismissal of the Secretary and Treasurer
- (3) Deciding the policy for the execution of the operations of the Club
- (4) Supervising the execution of the duties by individual Governors
- (5) *Deciding and supervising the payment of loans in accordance with loan agreements. An eight-tenths (80%) majority vote of the Board of Governors is required to resolve to skip, to pay less than the full amount of, or to make advance payment.***
- (6) *Deciding the sufficient funding*** ~~Approving the use of~~ ***the*** building maintenance reserve ***and approving the use of the reserve*** funds for medium- and high-priority (see appendix for details), long-term building projects and equipment maintenance and end-of-life replacement. In the case of an emergency or disaster where emergency repairs are required, the Board may authorize the use of this reserve to fund such repairs or the deductible amount for insurance claims covering such emergencies or disasters.
- ~~(7)~~ Such other duties as are set forth in the law, these Articles of Association or the General Rules.

Articles of Association, Article 41 Committees

1. To facilitate smooth operations, the Club shall have the following standing Committees: Executive Committee, House Committee, Finance Committee, and Membership Committee. The Club shall also have a Nominating Committee whose Chairperson shall be appointed by ~~the Executive Committee of the Board of Governors and approved by the Board of Governors.~~ ***The Board of Governors shall solicit suggestions for the Chairperson of the Nominating Committee as it considers appropriate and may seek advice from current, outgoing or recent past Representative Governors and/or Nominating Committee Chairpersons.***

General Rules, Section 10 Election to Membership

7. Rejection of Application

An Applicant who has been rejected for membership for any reason other than English language ability cannot reapply or use the Club in any capacity, including as a guest, for two (2) years. ***An Applicant who has been rejected for membership for English language ability only cannot reapply for six (6) months.***

General Rules, Section 12 In General

10. The following categories of Club Members may transfer their Membership from the Primary Member to the Spouse Member, subject to the terms and conditions set forth in these General Rules and with the approval of the Membership Committee and Board of Governors.

- ***Resident Regular Members***
- ***Non-Resident Members***



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- *Resident Satellite Club Members*
- *Senior Members*

(1) A Primary Member shall have been a Member in good standing for at least one year when the application to transfer their Membership is submitted. The Spouse Member recipient of the Membership transfer shall not have a record for suspension throughout their Membership.

(2) The Primary Member may become a Spouse Member after the transfer is approved, subject to the normal procedures set forth herein, to include documentation of family relationship.

(3) The Spouse Member recipient of the Membership transfer is required to attend a Membership Interview in a format determined by the Membership Committee.

(4) Transfer of a Membership from the Primary Member to the Spouse Member is permitted one time only per membership.

General Rules, Section 12 In General

11. Any Resident Regular Member may convert their membership to a Company Regular membership and any Resident Satellite Club Member may convert their Membership to a Company Satellite Club membership upon joint application of the Member and the Company. All conversions shall require the approval of the Board of Governors.

General Rules, Section 24 Schedule of Charges for Club Members

3. Entrance Fees (nonrefundable)

(8) Primary to Spouse Member Transfers

The Spouse Member recipient of the Membership transfer shall pay the difference between the entrance fees should their nationality differ from Primary Member and the entrance fee is higher for their category.

General Rules, Section 25 Deadlines for Payments

3. Transfer Fees

The full amount of any transfer fee which may be payable shall accompany each application to fill a vacancy in a Company Membership, or to transfer a Company Membership to the individual occupying it, **or to transfer a Membership from a Primary Member to the Spouse Member.**

General Rules, Section 30 Nominations for Governor

1. Report of the Nominating Committee

(1) The report of the Nominating Committee for nominees for Governor shall include a slate of nominees that shall have, in principle, at least two (2) nominees for each position to be filled and be presented to the Board at its regularly scheduled August or September meeting for approval of presentation to the Voting Members.

(2) The slate of nominees for Governors must include the Connections group Representative Governor and should try to represent the various constituencies within the Club.

(3) Members standing for election as a Governor must be Voting Members in good standing. They shall not have a record for suspension throughout their Membership. **A Member in good standing is defined as not currently having any restrictions or limitations placed on their membership for delinquency or in disciplinary action.**

(4) The following factors shall be considered in the selection of nominees:

- Resident Regular Club Member for one (1) year.
- Minimum six (6) months' experience on a Club committee or commensurate outside experience.
- Demonstrated contribution to the Club.



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- Demonstrated ability to work with people.
- Demonstrated management skills and experience.
- Interest in contributing further to the Club.
- Incumbents record of attendance at the Board of Governors meetings.
- Non incumbents record of attendance at committee meetings.

(5) To select nominees, a quorum of the full committee must affirm the selection at a formal meeting of the Nominating Committee called for that purpose.

2. Nominations by Member

(1) Upon receipt and approval of the Nominating Committee's report of nominees for Governor, the Board shall notify the Membership of the report and call for any other nominations of persons ***who indicated their willingness to stand for election in the time and manner requested by the Nominating Committee pursuant to clause 2.(3)(B) below, but were not selected by the Nominating Committee.***

(2) Other nominations for Governor shall be made in writing and submitted to the Board not later than (14) days after notification of the above call for further nominations. This nomination must include the signatures of ***ten (10)*** Voting Members.

(3) In order to be eligible for nomination by signatures of Voting Members, in addition to the requirements of clause 1.(3) above, the member must have

(A) served on (i) the Board of Governors, or any of (ii) a Standing Committee, (iii) a Working Group, Task Force, or Sub-Committee recognized by the Board of Governors, or (iv) on the Connections Board of Directors, for at least six months during the prior six years, and

(B) indicated their willingness to stand for election in the time and manner requested by the Nominating Committee when it solicited eligible members.

3. Consent of Nominee

All written nominations must be accompanied by a written statement of the nominee that the nominee will serve if elected. The nominee must also fully understand the responsibilities of being a Board member prior to accepting nomination.

4. Design of Ballot

The ballot shall list candidates for each category of Governor randomly and in a manner that does not separate the slate of candidates selected by the Nominating Committee from Nominations by Members. The election materials shall identify candidates as having been selected by the Nominating Committee or nominated by Members.

General Rules, Section 31 Electioneering

~~Unauthorized electioneering, including written communication to Club Members other than in official Club election materials, during any election period, is prohibited. Violations by a candidate for Governor, upon review and recommendation of Nominating Committee, will result in the disqualification of the candidate. Proper decorum is expected in the conduct of the election.~~

1. Other than in official Club election materials or as otherwise authorized by the Nominating Committee, during the period from circulation of the ballot and supporting materials to the Voting Members until the applicable General Meeting (the "Election Period"), the printing, circulation or distributing (including electronically, via social media or otherwise) by any member of resolutions, letters, or other materials or devices suggesting, recommending, or opposing names of nominees is prohibited, and any member so doing shall be subject to discipline pursuant to clause 3 below.

2. Other than in official Club election materials or as otherwise authorized by the Nominating Committee, during the Election Period nominees also are prohibited from making any written communication (including electronically, via social media or otherwise) to Voting Members that, in the view of the Nominating Committee, is primarily intended to influence the exercise of votes.



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3. Violations by a nominee, upon review and resolution of the Nominating Committee, shall be referred to the Board of Governors and upon a resolution of the Board will result in the disqualification of the nominee. Violations by a member other than a nominee, upon review and resolution of the Nominating Committee, shall be referred to the House Committee. Proper decorum is expected in the conduct of the election.

General Rules, Section 42 Committee Structure and Description

4. Purpose and responsibility of Standing Committees

The purposes and responsibilities of the Standing Committees shall be as the Board may from time to time prescribe and shall include but are not limited to, the following:

(4) Finance Committee

The Finance Committee shall advise the Board of Governors with regard to the financial affairs and financial policies of the Club. It shall direct the preparation of and submit to the Board of Governors budgets for the operation and capital financing of the Club no later than August for the upcoming financial year. It shall review adherence to approved forecasts and report to the Board any significant deviations. It shall recommend the accounting firm to be employed to conduct at least an annual audit of the Club's financial statement. All requests for funds in excess of budget shall be presented to the Finance Committee for its consideration prior to submission to the Board of Governors. The Treasurer of the Club shall be an ex officio Member of this Committee. ***The Finance Committee shall advise the board on any resolution to skip, to pay less than the full amount of, or to make advance payment of respective semiannual regular repayment amounts under the SMBC Loan Agreement of 22 November 2012, amended as of 10 June 2022 (as amended or replaced, hereinafter referred to as "SMBC Loan Agreement") as permitted by the SMBC Loan Agreement.***