

公益社団法人 日本外国特派員協会

The Foreign Correspondents' Club of Japan

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2021 Articles of Association Amendments

Objective

To approve the changes to the draft amended Articles of Association originally approved at the 2021 annual GMM.

Background

After the 2021 Annual General Meeting approval of amendments to the Articles of Association, a consultation process with the Cabinet Office for the purpose of a legality check began. This turned out to be a lengthy process in the middle of the COVID pandemic.

There were considerable amendments required by the Cabinet Office, and these require approval at a General Meeting by a vote of two thirds or more of the entire Regular Membership. Approval of the amendments was subsequently sought at the November 2024 Extraordinary General Meeting, however the vote failed narrowly and is thus being proposed again at the March 2025 General Membership Meeting for approval.

The full text of the revised draft of the Articles is included in the materials for this Extraordinary General Meeting and a summary of the exchange of views and the amendments are as follows.

1. The Cabinet Office did not object to any of the substantial amendments intended to reform the Club governance. These are,
 - a. Article 19: Lowering the general meeting quorum from a single majority of the voting membership to 1/3 of the voting membership.
 - b. Article 26: Giving voice to the general meeting on the selection of Officers by expressing preference for each Director for each of the Officers posts of President, Vice President, Secretary and Treasurer.
 - c. Article 34: Raising the minimum threshold of a Board resolution for dismissing Officers from a single majority vote to a 2/3 vote.
2. On the other hand, the Cabinet Office objected to four points which were not compliant with the Shadan Hojin Law.
 - a. Article 7-2: Providing detailed membership qualification in the Bylaws.

This was a new provision allowing for the details of membership qualifications to be

contained in the Bylaws. But this was not accepted by the Cabinet Office as definition changes of membership qualifications through only a Bylaw amendment is illegal. The proposed amendment to Article 7-2 has therefore been removed and basic definitions remain as provided in the Articles with supplemental interpretations provided in the Bylaws.

b. Article 11: Membership expulsion.

The amendment proposed to move reasons for membership expulsion from the Articles to the Bylaws. The amendment has been removed as is legally required in the Articles.

c. Article 12-3: Voting for Regular membership expulsion.

The amendment proposed to lower voting for membership expulsion from the approval of all members to more than 2/3. The Cabinet Office objected as the approval of all members is legally required. The amendment has therefore been removed.

d. Article 22: Proxy for elections.

The amendment proposed to prohibit proxy voting in an election. The Cabinet Office stated there must be no restriction on the scope of proxy voting and prohibiting proxy voting in an election is illegal. The amendment has therefore been removed.

3. The Cabinet Office recommendation for the sake of convenience.

Article 3: FCCJ Objectives

Article 4: FCCJ Activities

The Cabinet Office recommended not amending these two articles, which state the basic mission and activities of the FCCJ, and which would entail a time-consuming and bureaucratic process of deliberation at the Public Interest Authorization Committee, an independent Committee attached to the Cabinet Office. Preparing the necessary documents would also entail a considerably heavy workload although only the amendments were insubstantial. In addition, new Club activities, such as Freedom of the Press Awards, can be registered under the existing umbrella of “media related activity” without listing them in the Articles. The amendment has therefore been removed.

4. Some other changes for legal compliance and which have little practical impact.

a. Article 12-3-3: Membership loss as an adult ward.

This was based on a clause of the Civil Code. As that clause was abolished, we must eliminate this part of Article 12.

b. Article 42-2-3: Documents to be kept in the main office.

Although there is no compensation for Board members or the kanji at the FCCJ, the rule regarding compensation documents must be retained.

c. Article 48-2 (old AOA Article 46-2): Hiring and dismissing the General manager.

The Cabinet Office recommended to use the same language as the Shadan Hojin Law and delete the role of the President.

d. Article 53: Official language.

FCCJ under Japanese jurisdiction, official(legal) language must be Japanese.

5. Miscellaneous minor changes for clarifying wordings (in many cases only in Japanese language version), supplementing missing sentences and correcting mistakes and typos. All of them have no substantial impact.

Articles of Association

Article 7 (Categories)

Article 8 (Initiation Fees and Membership Dues)

Article 11 (Expulsion)

Article 12 (Category Changes and Losses of Membership Status)

Article 16 (Convocation Notice)

Article 17 (Request for Convocation of General Meeting by Members)

Article 18 (Chairperson of a General Meeting)

Article 19 (Quorum)

Article 20 (Voting Right)

Article 21 (Resolution)

Article 22 (Proxy)

Article 25 (Directors and Kanji)

Article 26 (Selection of Directors and Kanji(s))

Article 27 (Powers and Duties of Directors)

Article 28 (Powers and Duties of Kanji(s))

Article 29 (Terms of Offices)

Article 32 (Board of Directors)

Article 34 (Powers of the Board of Directors)

Article 36 (Resolution of the Board of Directors)

Chapter Seven: Committees (Add)

Article 38 (Standing Committees)(Add)

Article 39 (Ad Hoc Committees)(Add)

Chapter Seven: Assets and Accounting change to Chapter Eight: Assets and Accounting

Article 38 change to Article 40 (Fiscal Year)

Article 39 change to Article 41 (Business Plans, Revenue and Expenditure Budget)

Article 40 change to Article 42 (Business Report and Closing Account)

Article 41 change to Article 43 (Calculation of Remaining Amount of Assets Acquired for Public Interest Purposes) (Including change)

Chapter Eight: Revision of the Articles of Association and Dissolution change to Chapter Nine:

Revision of the Articles of Association and Dissolution

Article 42 change to Article 44 (Revision of the Articles of Association) (Including change)

Article 43 change to Article 45 (Dissolution of This Association) (Including change)
Article 44 change to Article 46 (Donation of Remaining Assets upon Rescission of Authorization)
Article 45 change to Article 47 (Disposal of Remaining Assets)
Chapter Nine: Administrative Office and General Manager (Jimu-Kyokucho) change to Chapter
Ten: Administrative Office and General Manager (Jimu-Kyokucho)
Article 46 change to Article 48 (Administrative Office)
Article 47 change to Article 49 (Retention of Documents) (Including change)
Chapter Ten: Protection of Personal Information and Public Notice change to Chapter Eleven:
Protection of Personal Information and Public Notice
Article 48 change to Article 50 (Protection of Personal Information) (Including change)
Article 49 change to Article 51 (Public Notice)
Chapter Eleven: Supplementary Rules change to Chapter Twelve: Supplementary Rules
Article 50 change to Article 52 (Bylaws)
Article 53 (Language) (Add)