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THE CONSTITUTION OF  
THE BRITISH CHAMBER OF COMMERCE IN JAPAN

as amended at the  
Extraordinary General Meeting held on  
5 March 2014

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## 1. DEFINITIONS

For the purposes hereof the following expression shall, unless the context requires otherwise, have the following meanings:

- (i) "United Kingdom" means United Kingdom of Great Britain and Northern Ireland and its dependent territories confirmed as such from time to time by the British Embassy in Japan.
- (ii) "UK" means the United Kingdom.
- (iii) "Election Booklet" means the official election booklet to be provided by the Chamber for elections of the Executive Committee and the President at an Annual General Meeting.
- (iv) "enterprise" means any one of a limited liability company or a branch or representative office thereof, a firm, association (including a non-profit making entity and whether incorporated or unincorporated), partnership, sole trader or individual practicing in a field conducive to the attainment of the objects of the Chamber.
- (v) "Executive Committee" means the executive committee of the Chamber appointed from time to time in accordance with the provisions of paragraph 7 below.
- (vi) "financial year" means a period of twelve (12) months commencing in any calendar year on 1st April and ending the following 31st March.
- ii) "good standing" means in respect of any Member, a Member that is not more than sixty (60) days in arrears with the payment of membership subscriptions.
- (viii) "Independent Committee" means an independent committee established for the purposes of investigating alleged breaches of the provisions of paragraph 7(b)(vi) or paragraph 8(b)(iii). The Independent committee shall be appointed by the Executive Committee and shall comprise of at least three persons who are (i) not current Executive Committee members (for the avoidance of doubt, an ex-officio attendee of

Executive Committee meetings may form part of such independent committee), (ii) not a candidate for the Executive Committee or the President in the relevant election, and (iii) not a proposer or seconder of any then current candidates for the Executive Committee or the Presidential candidate.

- (i) "in writing" means written communication (i) sent by regular post or courier, (ii) delivered in person or by messenger, or (iii) transmitted by facsimile or email.
- (x) "Members" means all Members of the Chamber from time to time and "Member" means any one of them. Where the context so requires "Member" shall include its nominated representative.
- (xi) "nominated representative" means a Member nominated by such Member from time to time as its representative in the Chamber and notified in writing to an office of the Chamber designated for such purpose by the Executive Committee, and in the case of a Member comprising one individual the nominated representative of such Member shall be that individual.
- (xii) "President" means the President of the Chamber from time to time elected in accordance with the provisions of paragraph 8 below.
- (xiii) "representative" means a full time employee acting in a representative capacity and shall not include agents, distributors, licensees or similar representatives.
- (xiv) "Vice President" means the Vice President of the Chamber from time to time appointed by the Executive Committee in accordance with the provisions of paragraph 8(e) below.

Words denoting the masculine gender only shall include the feminine gender also.

## 2. **NAME**

The organisation shall be known as The British Chamber of Commerce in Japan. (In Japanese: *Zainichi Eikoku Shogyo Kaigisho*).

### 3. **OFFICE**

The principal office of the Chamber shall be located in the city of Tokyo, Japan.

### 4. **OBJECTS**

The objects for which the Chamber is established are:

- (a) to promote, support, represent and protect the commercial interests in Japan of its Members and, in so far as the same may be consistent with such objectives:
  - (i) to aid and encourage the development of trade, commerce and investment between Japan and the UK;
  - (ii) to collect, obtain, publish and disseminate statistics and other information concerning trade, commerce and industry and matters related thereto, which may be of interest to the Members;
  - (iii) to organise and hold conferences and seminars;
  - (iv) to promote social intercourse between Members and between the Members and distinguished visitors having interests relevant to the Members;
  - (v) to co-operate with or become affiliated to and contribute to the activities of any institution, society, association, company or body of persons pursuing objectives the attainment of which may be of benefit to the Members.
- (b) To do any or all such things as are conducive or incidental to the attainment of the above objects.

### 5. **MEMBERSHIP**

#### (a) Categories

The Chamber shall consist of the following categories of membership:

Corporate  
Individual  
Honorary

#### (b) Eligibility

Eligibility in respect of each category of membership shall be determined as follows:

- (i) A Corporate Member is any enterprise that is owned or predominantly owned by British capital, or that is primarily based in the UK, or that has a significantly British image or that, in the opinion of the Executive Committee, otherwise contributes to the objects of the Chamber.

- (ii) An Individual Member is an individual working for an enterprise which is not a Corporate Member.
- (iii) An Honorary Member must be an individual approved for such membership by a majority of the Executive Committee.

Entry to and maintenance of membership in the Chamber, and eligibility for any particular category of membership shall be subject to the discretion of the Executive Committee as specified below.

(c) Admission of Members

A candidate for membership shall be nominated by a Corporate Member and seconded by a Member and shall submit a written application to join the Chamber to the Executive Committee. Such application shall be considered by the Executive Committee at one of its regular meetings. Such candidate may be admitted to the appropriate category of membership by an affirmative vote of a majority of the Executive Committee. The Executive Committee shall have a discretion to refuse membership for any candidate without giving any reason for such refusal.

(d) Withdrawal of Membership

In circumstances as are mentioned below, and upon any affirmative vote of a majority of the Executive Committee, membership may be withdrawn from any Member, or a Member may be suspended from membership upon such terms as are specified by the Executive Committee in a written notice of suspension to the Member concerned. Such action may be taken by the Executive Committee if, in the opinion of a majority of the Executive Committee:

- (i) a Member ceases to meet the standards of eligibility for the category of membership in which such member is currently registered (and if eligible for membership in some other category such Member has refused to re-register in such other category);
- (ii) a Member of its nominated membership has behaved in a manner which is seriously detrimental to the interests of the Chamber;
- (iii) a Member is seriously in arrears with payment of membership subscriptions without satisfactory reason;

PROVIDED THAT if the Executive Committee withdraws membership from or suspends a Member under sub-paragraph (ii) above such member shall have the right to appeal to the Chamber in a general meeting and shall be reinstated as Member of the Chamber if not less than seventy-five percent (75%) of the Members' votes cast in person, by proxy and by post at such meeting, are in favour of such reinstatement.

(e) Votes of Members

- (i) At a general meeting of the Members of the Chamber, each Member (including, for the avoidance of doubt, any Honorary Member) shall be entitled to cast one vote in person, by proxy, electronically or in writing, as set out in sub-paragraph (ii) below;
- (ii) Each Member entitled to vote upon a resolution put to a general meeting of the Members of the Chamber may do so in one of the following ways. The Executive Committee shall, in respect of each resolution in respect of which a vote is required, indicate the method of voting to be used (which shall be the method set out in (A) below, unless (1) e-voting is not available for any reason, or (2) the Executive Committee decides otherwise in respect of a resolution):

(A) *Electronic voting*: an Internet-based balloting system ("**e-voting**"), as approved by the Executive Committee, may be used for the purposes of voting upon any resolution put to a general meeting of the Members of the Chamber. At least fourteen (14) days prior to any such meeting (or, in the case of an adjourned meeting, at least seven (7) days prior to the date of such adjourned meeting), the Executive Committee will cause the contents of the resolution(s) upon which a vote is to be taken to be sent in writing to each Member entitled to vote thereat, and the instructions for e-voting.

E-voting shall be configured in such way that all material requirements, including ensuring the confidentiality of ballots and results, casting of the correct number of votes by each Member, and certification of results of any vote, and any such system must have been approved by the Executive Committee prior to its use.

(B) *Voting other than e-voting*: If e-voting is not being used for any resolution, the following voting procedures shall be used for the purposes of voting upon any such resolution put to a general meeting of the Members of the Chamber:

(1) *Ballot papers*: at least fourteen (14) days prior to any such meeting (or, in the case of an adjourned meeting, at least seven (7) days prior to the date of such adjourned meeting), the Executive will cause a ballot paper to be sent in writing to each Member entitled to vote thereat. Such ballot paper shall contain the resolution(s) upon which a vote is to be taken at the forthcoming meeting and a voting form ("**voting form**") in respect of each such resolution.

(2) *Voting in writing*: any voting form, when signed by the Member's nominated representative and returned to the office of the Chamber (by regular post, courier, in

person, by messenger or by facsimile transmission) or sent by email (attaching such signed voting form) to the email address of the Chamber specified in the voting form, in each case not less than forty-eight (48) hours prior to such meeting, will be effective to appoint the President or, failing him, the chairman of such meeting, to vote thereat as such Member's nominee, either as directed by the Member concerned or, in the absence of such directions, at the nominee's own discretion. At the relevant meeting, the President or, failing him, the chairman aforesaid shall cast Members' votes in accordance with the instructions contained in the postal voting forms received. No decision on any resolution made at any meeting at which votes cast in writing are counted shall be invalidated by reason of any Member not receiving a ballot paper in respect of such resolution or any voting form, pursuant to which such Member's vote was intended to be cast, not being received at the office of the Chamber or at the specified email address of the Chamber within the time limit referred to above;

- (3) *Voting in person*: a vote may be cast through such Member's nominated representative or through some other proxy of such Member attending such meeting in person. Any such proxy must be authorised by means of a written instrument of proxy which shall have been signed by the nominated representative of such Member and presented, immediately before the commencement of such meeting, to an office appointed for such purpose by the Executive Committee. If a Member present in person or by proxy has previously completed and returned a voting form in writing pursuant to subparagraph (2) above in respect of such meeting, any voting instruction contained therein shall be invalidated by such Member's indication to vote in person or by proxy. A vote taken from Members present in person or by proxy as aforesaid shall be conducted in such manner as the Executive Committee shall determine from time to time in order to verify the number of votes which each person is entitled to cast at the meeting and to properly tally such votes when cast.
- (iii) On each occasion that a vote is taken on a resolution put to a general meeting of the Members of the Chamber, the following procedure shall be followed:
    - (A) In the case of a voting procedure undertaken by e-voting, the President or, failing him, the chairman of the relevant meeting shall declare the number of votes cast for and against the resolution concerned through the e-voting system;

- (B) In the case of a voting procedure undertaken otherwise than by e-voting:
  - (1) the President or, failing him, the chairman of the relevant meeting shall first declare the number of votes cast for and against the resolution concerned in writing;
  - (2) Members entitled to vote who are present in person or by proxy shall then be requested to vote in the manner referred to in sub-paragraph (ii)(B)(iii) above;
  - (3) The result of the vote shall then be declared after aggregating the votes cast in writing and those cast in person or by proxy.
- (iv) No Member shall be entitled to be represented or to vote at any general meeting of the Members of the Chamber if such Member is not in good standing.

## 6. SUBSCRIPTIONS AND BENEFITS

- (a) Subject as mentioned in sub-paragraph (b) below, each Member shall pay a subscription annually in advance at the commencement of each financial year of the Chamber.
- (b) A Member shall pay an initial subscription on joining the Chamber. If a Member joins during a financial year, the initial subscription shall be pro rated in accordance with the number of complete months remaining in the financial year.
- (c) The Executive Committee shall be empowered to fix the amount of Members, subscriptions and benefits and to vary them from time to time. For this purpose, the Executive Committee may determine a range of subscriptions and benefits packages within each category of membership.

## 7. EXECUTIVE COMMITTEE

- (a) The Chamber shall be under the management and direction of an Executive Committee to be elected at each Annual General Meeting of the Chamber in the manner referred to in sub-paragraph (b) below. The Executive Committee shall consist of not less than twelve (12) but not more than fifteen (15) persons who (except as otherwise approved at a general meeting) are, or represent or employed or nominated by, voting Members and who are in good standing.
- (b) The Executive Committee shall be elected as follows:
  - (i) Candidates for election to the Executive Committee shall be nominated not less than twenty-eight (28) days prior to the relevant Annual General Meeting of the Chamber. Such nominations shall be in writing, signed by two Members and shall be lodged at the office of the Chamber (by regular post, courier, in person, by messenger or by facsimile transmission) or sent by email (attaching such signed

nomination form) to the email address of the Chamber specified by the Executive Committee for such purpose, in each case within the time limit referred to above;

- (ii) Details of the resolution (in the case of e-voting) or ballot papers (in the case of voting other than e-voting), distributed as set out in sub-paragraph 5(e) to Members entitled to vote at the relevant Annual General Meeting, will contain a list of all candidates for election to the Executive Committee. Each such Member will be entitled to indicate through the e-voting system (or, in the case of voting other than by e-voting, on the voting form contained in the ballot paper), those of the candidates (not exceeding fifteen (15) candidates, and not exceeding one vote per candidate) for whom such Member wishes his vote to be cast. In the case of any vote cast for more than fifteen (15) candidates, the whole of the vote shall be invalidated. At the said Annual General Meeting, voting for each candidate (if a vote is necessary) shall be conducted as provided in sub-paragraph 5(e) above. The successful candidate in any election of an Executive Committee shall be those fifteen (15) persons each of whom receives a greater number of votes in his favour than those cast in respect of each of the remaining candidates.
- (iii) If fifteen or fewer persons are nominated for election to the Executive Committee then, subject as provided below, no vote shall be taken and all of such candidates shall be deemed to be elected to the Executive Committee automatically.
- (iv) If more than one candidate for election to the Executive Committee shall receive the same number of votes in his favour and, as a result, any of the election provisions in the foregoing paragraphs of this sub-clause (b) cannot be operated, the candidates concerned shall be deemed not to have been nominated and the votes in their favour shall accordingly be disregarded.
- (v) If, either at the beginning of or during its term of office, the Executive Committee shall comprise less than fifteen (15) persons, the current members thereof shall upon a majority vote elect such number of additional persons qualified to serve on the Executive Committee as are required to raise its total number to twelve (12) persons and may at their discretion fill the remaining vacancies in the same manner.
- (vi) Campaigning or electioneering by candidates for the Executive Committee or their supporters is not permitted. Candidates may participate only in initiatives to provide information related to the Executive Committee election approved and sponsored by the Executive Committee, such as the Election Booklet to be distributed together with the resolution or ballot paper to be sent pursuant to paragraph 7(b)(ii) above. All candidates for the Executive Committee shall adhere to the same format in preparing their campaign statements for the Election Booklet. The formatting requirements for the Election Booklet shall be set by the Executive Committee and shall include,

among others, style and formatting rules and word limits to be submitted by each candidate. All information provided by all candidates must be accurate, including company affiliations and any facts and figures. Any allegation of breach of this provision shall be reported to the principal office of the Chamber, and such allegation shall be investigated by the Independent Committee. The decision of the Independent Committee as to whether or not there has been a breach of this provision shall be communicated to the relevant candidate, his proposer and seconder, and the Executive Committee, and shall be conclusive and binding on all parties; and any candidate who has been found to have been in breach by the Independent Committee shall have his candidacy invalidated and be disqualified from standing as an Executive Committee member candidate in respect of the relevant election.

- (c) Each member of the Executive Committee shall hold office, subject as mentioned below, from the date of his election as aforesaid until the next occurring Annual General Meeting of the Chamber or his earlier removal or resignation. Each member of the Executive Committee may stand for re-election at any time.
- (d) If an Executive Committee is not for any reason elected at an Annual General Meeting of the Chamber or if such an Annual General Meeting is not held, each member of the Executive Committee then holding office at the end of the relevant financial year shall continue in office until an election is held.
- (e) A member of the Executive Committee may be removed from office at any time if not less than seventy-five per cent (75%) of the Members' votes cast in person, by proxy or by post, at an Extraordinary General Meeting of the Chamber, favours such removal.

## **8. OFFICERS AND EMPLOYEES**

- (a) The President of the Chamber shall be elected at an Annual General Meeting of the Chamber. The President must be an Executive Committee member, and must also be a UK citizen. If there is only one Presidential candidate, no vote shall be taken and such candidate shall be deemed to be elected as President automatically, so long as he is also elected as an Executive Committee member.
- (b) The President shall be elected as follows:
  - (i) Candidates for the Presidential election must also be nominated for election to the Executive Committee pursuant to paragraph 7(b) above. The nomination referred to in paragraph 7(b)(i) shall indicate whether the relevant person is also standing as a Presidential candidate.
  - (ii) Details of the resolution (in the case of e-voting) or ballot papers (in the case of voting other than e-voting), distributed as set out in subparagraph 5(e) to Members entitled to vote at the relevant Annual General Meeting, will contain a list of all candidates for election to the

role of the President. Each such Member will be entitled to indicate through the e-voting system (or, in the case of voting other than by e-voting, on the voting form contained in the ballot paper), one Presidential candidate for whom such Member wishes his vote to be cast. In the case of any vote cast for more than one (1) candidate, the whole of the vote with respect to the voting for such role shall be invalidated. At the said Annual General Meeting, voting for each candidate (if a vote is necessary) shall be conducted as provided in sub-paragraph 5(e) above. The successful candidate in any election for President shall be the person who receives a greater number of votes in his favour than those cast in respect of each of the remaining Presidential candidates.

(iii) Campaigning or electioneering by Presidential candidates or their supporters is not permitted. Candidates may participate only in initiatives to provide information related to the Presidential election approved and sponsored by the Executive Committee, such as the Election Booklet to be distributed together with the resolution or ballot paper to be sent pursuant to paragraph 7(b)(ii) above. All Presidential candidates shall adhere to the same format in preparing their campaign statements for the Election Booklet. The formatting requirements for the Election Booklet shall be set by the Executive Committee and shall include, among others, style and formatting rules and word limits to be submitted by each Presidential candidate. In addition, each Presidential candidate may (but is not obliged to) present a recorded speech, in the format and adhering to other requirements (such as length) set by the Executive Committee, which shall be available for viewing on the Chamber's website. All information provided by all Presidential candidates must be accurate, including company affiliations and any facts and figures. Any allegation of breach of this provision shall be reported to the principal office of the Chamber, and such allegation shall be investigated by the Independent Committee. The decision of the Independent Committee as to whether or not there has been a breach of this provision shall be communicated to the relevant candidate, his proposer and seconder, and the Executive Committee, and shall be conclusive and binding on all parties; and any candidate who has been found to have been in breach by the Independent Committee shall have his candidacy invalidated and be disqualified from standing as a Presidential candidate in respect of the relevant election.

(c) In the event of a tie in the voting to elect a President, all votes cast in respect of such election will be invalidated, whereupon the newly elected Executive Committee shall by majority resolution select the President from one of the persons tied in the vote of Members. If at the relevant Annual General Meeting there is only one Presidential candidate and he is not elected as an Executive Committee member, or if none of the Presidential candidates are elected as Executive Committee members, then the newly elected Executive Committee shall select the President from one of their number, by majority resolution. If at the relevant Annual General Meeting there has been no candidate standing

for election as President or no vote in favour of any such candidate, the newly elected Executive Committee shall select the President from one of their number, by majority resolution.

- (d) The President shall be chairman of the Executive Committee and shall serve in both capacities from the date of his election to office until the earlier of the next occurring election of an Executive Committee or his ceasing to be an Executive Committee member. A retiring President may stand for re-election to such office at any time.
- (e) The Executive Committee shall by majority resolution appoint a vice-president from one of its number, who shall be a UK citizen. The Vice President shall perform the duties of the President in the latter's absence.
- (f) The Executive Committee shall be empowered to appoint employees of the Chamber and to fix and effect payment of salary to such employees out of Chamber funds.

## 9. MEETINGS

- (a) Annual General Meeting
  - (i) The Chamber will hold an Annual General Meeting within two (2) months after the close of each financial year. The following business shall be placed on the agenda of every Annual General Meeting of the Chamber:
    - (A) receipt of the Chairman's Annual report
    - (B) receipt of a Statement of Accounts
    - (C) election of an Executive Committee
    - (D) election of a President
    - (E) appointment of Certified Public Accountants
  - (ii) The Executive Committee shall, at least twenty-one (21) days before an Annual General Meeting cause notices thereof to be given to Members stating the date, time and venue of such meeting and the agenda. Special business, not appearing on the agenda, may be transacted at the Annual General Meeting at the discretion of the Chairman provided that particulars of such special business have been lodged at the office of the Chamber (by regular post, courier, in person, by messenger or by facsimile transmission) or sent by email to the email address of the Chamber specified for such purpose, in each case not less than forty eight (48) hours prior to the relevant meeting.
  - (iii) No business shall be transacted at any Annual General Meeting unless a quorum of Members is present in person at the time the meeting proceeds to business, and such quorum shall consist of Members holding voting rights in their own behalf aggregating at least ten per

cent (10%) of the total voting rights of the membership. However, any resolutions put forward to the Annual General Meeting for which e-voting was used, in respect of which Members holding voting rights in their own behalf aggregating at least ten per cent (10%) of the total voting rights of the membership have voted through such e-voting procedures, shall be deemed to have been transacted at a duly quorate Annual General Meeting.

(iv) If within half an hour after the time appointed for an Annual General Meeting a quorum be not present, the Meeting shall be adjourned for twenty one (21) days. Not less than fourteen (14) days prior to such an adjourned meeting, a new notice shall be sent to Members which shall specify the time and place for the adjourned meeting and be accompanied by fresh ballot papers in respect thereof. No quorum shall be required at an adjourned Annual General Meeting. Save in the case of resolutions for which e-voting was used, all voting forms previously lodged with the President in respect of the Annual General Meeting as originally scheduled will be invalidated, and only those votes cast in person, by proxy or in accordance with fresh voting forms lodged in due time with the President will be counted at an adjourned meeting.

(v) At any Annual General Meeting (or any adjournment thereof), unless otherwise required pursuant to the provisions hereof, and except in the case of resolutions for which e-voting was used, every question shall be decided in the manner referred to in paragraph 5(e) above, upon a simple majority of the votes cast in person, by proxy and in writing. A declaration by the President or other chairman of the meeting that a resolution has been carried or not carried and an entry in the Minute Book of the Chamber shall be conclusive evidence of the facts without proof of the number or proportion of votes recorded in favour or against such resolution.

(b) Extraordinary General Meetings

(i) An Extraordinary General Meeting of the Chamber may be convened:

(A) by the Executive Committee; or

(B) by Members holding voting rights aggregating at least ten per cent. (10%) of the total voting rights of the membership, provided that an instrument in writing signed by the nominated representatives of such Members requisitioning such meeting shall be lodged at the office of the Chamber (by regular post, courier, in person, by messenger or by facsimile transmission) or sent by email to the email address of the Chamber specified for such purpose, whereupon the Executive Committee shall be bound promptly to fix a date for the meeting so requisitioned and to notify the membership thereof and the business to be transacted thereat.

- (ii) Provisions regarding notice of, voting at, quorum for and adjournment of Extraordinary General Meetings of the Chamber shall be the same as those mentioned above in respect of Annual General Meetings except for business specified in the agenda circulated to the membership with the notice of the meeting.
- (c) Executive Committee Meetings
  - (i) The Executive Committee shall hold meetings with such regularity as the President shall deem necessary for the proper management of the affairs of the Chamber.
  - (ii) A quorum of the Executive Committee shall be constituted only if a majority of its members are present.
  - (iii) Any resolution upon which a formal vote of the Executive Committee is required may be carried only upon the affirmative vote of a majority of the members of the Executive Committee.
  - (iv) Any one member of the Executive Committee may call for a formal vote upon any issue of relevance to the affairs of the Chamber.

## 10. ACCOUNTS AND RECORDS

The Executive Committee shall procure that:

- (a) proper books of accounts shall be kept for the Chamber and receipts provided to Members in respect of subscriptions or donations received;
- (b) non-statutory financial statements shall be prepared by the Chamber in respect of each financial year which shall show receipts, payments and liabilities (if any) of the Chamber and which shall be presented together with a report of the President to the Annual General Meeting of the Chamber next following the end of the financial year to which those financial statements relate. The non-statutory financial statements shall not be required to be reviewed or audited by the Certified Public Accountants but shall be the subject of an agreed upon procedures engagement with the Certified Public Accountants, the scope of which shall be determined by the Executive Committee.
- (c) Proper records of the meetings of the Chamber and of the Executive Committee shall be maintained. The Executive Committee shall not unreasonably refuse any member access to such records provided that such Member gives to the President not less than seven (7) days notice of his desire to inspect such records and specifies the subject matter of his concern.

## 11. SUB-COMMITTEES

The Executive Committee may from time to time create sub-committees to be comprised of employees of Members upon terms of reference as it shall think fit having regard to the attainment of the objects of the Chamber. The Executive Committee may freely dissolve any such sub-committee.

12. **BRANCHES**

The Executive Committee may establish branches of the Chamber in any location where it considers that direct representation of the Chamber will be conducive to the attainment of the objects of the Chamber. The staffing, management and activities of any such branch shall be controlled by the Executive Committee.

13. **NOTICES**

Every notice or other communication to be made in writing sent pursuant hereto shall be effective as follows:

- (a) if sent by letter, it shall be deemed to have been delivered two (2) days after the time of despatch;
- (b) if sent by courier, in person or by messenger, it shall be deemed to have been delivered at the time such courier, person or messenger obtains a receipt in respect of such notice or other communication;
- (c) if sent by fax it shall be deemed to have been delivered at the time of despatch;  
and
- (d) if sent by email, it shall be deemed to have been delivered at the time of despatch.

14. **AMENDMENTS**

No provision of this Constitution may be amended other than by a resolution passed by a majority of not less than seventy-five per cent (75%) of the votes cast, whether in person, by proxy or by post, at a general meeting of the Members properly convened and held.