

ARTICLES OF INCORPORATION OF GENERAL INCORPORATED ASSOCIATION, Spanish Chamber of Commerce in Japan

This modification of the AOI has been made at the proposal of the Secretariat of State of Trade, to adapt its content in accordance with the Royal Decree 786/1979 of March 16, which establishes the rules governing the General Statute of The Spanish Chambers of Commerce officially recognized abroad, after its modification through the Royal Decree 1179/2020 of December 29.

This AOI came into effect after its approval date at the 2023 Extraordinary General Meeting, on July 27, 2023.

CHAPTER I GENERAL PROVISIONS

Article 1 Name

1. This association shall be called Ippan Shadan Hojin Zainichi Spain Shoko Kaigisho (hereinafter referred to as the “Chamber”).
2. The Chamber’s name shall be translated as “Spanish Chamber of Commerce in Japan” in English.

Article 2 Offices

1. The Chamber shall have its main office in Minato-ku, Tokyo.
2. The Chamber may establish secondary offices at places within its activity area as needed upon a resolution of the Board of Directors.

Article 3 Matters Relating to Spain

The relationship between the Chamber and Spanish authority, the Spanish law applicable to the Chamber and other issues relating to Spain are mentioned in the appendix.

CHAPTER II BUSINESSES

Article 4 Aims

The aims of the Chamber shall be the following:

- (1) constitute a discussion forum in which members may debate topics of common interest which have commercial, industrial, legal and financial aspects;
- (2) promote all types of economic relationships among the companies of Japan and Spain;
- (3) strengthen the cooperation with similar organizations of Japan and Spain;
- (4) promote and enhance the image of Spain;
- (5) establish adequate communication flows with the Spanish Embassy and the Economic and Commercial Office of Spain in Tokyo; and
- (6) take actions which may facilitate the achievement of the purposes indicated above.

Article 5 Services and Other Activities

1. Without prejudice to its right to carry out activities at its own initiative, as well as those activities that the Chamber must carry out as part of the services to be provided to its members, the Chamber may perform the following functions, coordinated by the person who is the head of the Economic and Commercial Office:

- a) Propose actions aimed at improving trade relations and conflict resolution between Spain and Japan, in collaboration with Spanish economic, social, and commercial centres and organizations both in Spain and in the countries of their jurisdiction.
- b) Assist and advise Spanish companies and public and private institutions interested in Japan for export or investment, offering them support and information to facilitate their access to the market, as well as, where appropriate, in cooperation projects for development in Japan. In particular, the Chamber will help disseminate the Spanish Government's strategies and instruments for promoting internationalization.
- c) Carry out trade promotion activities - trade fairs, direct and reverse trade missions, among others - for Spanish products and services that are entrusted to it or that are included in its action plans to improve the presence of Spanish products in their respective markets, in close coordination with the Economic and Commercial Office.
- d) Support the Economic and Commercial Office within the scope of the Chamber's purposes, functions and services, and in accordance with its resources.
- e) Develop actions aimed at generating resources to guarantee the continued existence of the Chamber.
- f) Promote the social and environmental responsibility of their partners and their compliance with the standards set by the United Nations in the areas of labour, human rights, gender, environment and governance.

2. In all its actions, the Chamber shall take into account the gender perspective and comply with the principle of parity of women and men. Likewise, the Chamber must always bear in mind, as a preeminent objective of all its actions, the support to be given to the economic and commercial interests of Spain and Spanish companies in Japan.

CHAPTER III MEMBERS

Article 6 Composition of Members

1. Members of the Chamber shall be classified into the following three categories, among which regular members shall be handled as shain (members) under the Japanese Act no. 48, dated June 2, 2006, on General Incorporated Associations and General Incorporated Foundations (hereinafter referred to as the "General Corporations Act").

- (1) Regular members (i.e., individuals, corporations and entities that have joined this corporation, agreeing on its purpose)

- (2) Supporting members (i.e., individuals, corporations and entities that have joined this corporation in order to support its businesses)
 - (3) Honorary members (i.e., individuals, corporations and entities, including the Spanish Ambassador in Japan, who will be the Chamber's Honorary Chairman).
2. Honorary members may attend the sessions of the General Meeting of Members and the Board of Directors if they so wish.
 3. The Head of the Economic and Commercial Office of Spain in Tokyo shall be the Chamber's Honorary Vice Chairman as well as an ex officio technical advisor to the Chamber.
 4. He/she may attend the sessions of the General Meeting of Members and the Board of Directors if he/she so wishes, with the right to speak but not to vote. In case of absence, he/she will be replaced by the civil servant attached to the Economic and Commercial Office serving the role of its Acting Head.

Article 7 Admission

1. A person who intends to join the Chamber as a regular member or supporting member shall become a regular member or supporting member upon approval by the Board of Directors of the application for admission made by means of an application form separately prescribed by the Board of Directors.
2. Honorary members shall be appointed by the Board of Directors in accordance with the internal regulations.
3. Any natural person or legal entity, whether of Spanish or foreign nationality, interested in commercial relationships between Spain and Japan, may join the Chamber as a member subject to meeting the following criteria:
 - (1) in the case of a natural person, be in full use of the civil rights as a citizen;
 - (2) in case of a legal entity, be duly incorporated;
 - (3) not engage in acts that, at the discretion of the General Meeting of Members or of the Board of Directors, affect the decorum or integrity of the Chamber, or go against the aims for which it has been created;
 - (4) not have been declared in bankruptcy or otherwise have been discharged;
 - (5) not an organized crime group, a member of an organized crime group, an associate of an organized crime group, a related company or association of an organized crime group, a corporate racketeer or other equivalent person of any category above;
 - (6) accept these Articles of Incorporation; and (7) pay the fees in the amounts and within the time limits set forth by the Chamber.
4. Each member who is a legal entity must appoint a natural person to represent it in its relations with the Chamber.
5. Each member shall cooperate, within its capabilities, in order to facilitate the best fulfilment of the Chamber's aims.
6. Regular members shall be entitled to be advised and supported by the Chamber in matters relating to commercial trade; to receive publications, bulletins, brochures and magazines issued by the Chamber; and, in general, to use its services, over which they will have priority.

7. No employee of the Chamber may become a member. If any member of the Chamber starts to render remunerated labour services to the Chamber, said person will automatically cease to be a member.

Article 8 Admission Fee and Membership Fee

1. Regular members shall pay such admission fee and membership fee as separately determined at a General Meeting of Members.
2. Supporting members shall pay such admission fee and supporting membership fee as separately determined at a General Meeting of Members.
3. Honorary members are exempt from admission fees and membership fees.

Article 9 Voluntary Withdrawal

Members may voluntarily withdraw from the Chamber at any time by submitting a notice of withdrawal separately prescribed by the Board of Directors.

Article 10 Expulsion

A member may be expelled upon a resolution adopted at a General Meeting of Members, in accordance with the provisions set forth in Article 19.3 below, if:

- (1) the member breaches these Articles of Incorporation or other rules;
- (2) the member makes any act which dishonours the Chamber or conflicts with the purpose thereof; or
- (3) there is any other justifiable reason for expulsion.

Article 11 Disqualification as Member

In addition to the cases provided for in Article 9 and Article 10, a member shall be disqualified if:

- (1) the member fails to perform the obligation provided for in Article 8 for three months or more;
- (2) all regular members consent to disqualification of the member;
- (3) the member dies or dissolves; or
- (4) the member ceases to meet the criteria set forth in Article 7.3 above.

CHAPTER IV CORPORATE BODIES: GENERAL MEETING OF MEMBERS, BOARD OF DIRECTORS AND THE SECRETARIAT OFFICE

SECTION 1 GENERAL MEETING OF MEMBERS

Article 12 Composition

The General Meeting of Members shall consist of all regular members, in which sessions they may participate and vote according to the provisions set forth in the General Corporations Act and these Articles of Incorporation.

Article 13 Matters to Be Resolved

The General Meeting of Members, in its condition of the Chamber's highest decision-making body, shall resolve on the following matters:

- (1) expulsion of members;
- (2) election or dismissal of directors and auditors;

- (3) approval of balance sheet and profit and loss statement (statement of changes in net assets) and supplementary schedules thereto;
- (4) approval and amendment to the Articles of Incorporation;
- (5) dissolution and disposition of residual assets; and
- (6) other matters to be resolved at a General Meeting of Members as provided for by law or in these Articles of Incorporation.

Article 14 Holding of Meeting

General Meetings of Members of the Chamber shall be classified into Ordinary General Meetings of Members and Extraordinary General Meetings of Members. Ordinary General Meetings of Members shall be held within three months after the end of each business year, and Extraordinary General Meetings of Members shall be held as needed.

Article 15 Place of Meeting

General Meetings of Members shall be held at the location of the main office or at a place separately determined by the Board of Directors.

Article 16 Convocation

1. Unless otherwise provided for by law, General Meetings of Members shall be convened by the Representative Director upon a resolution of the Board of Directors.
2. Regular members who have in total one-tenth or more of the voting rights held by all regular members may request the Representative Director to convene a General Meeting of Members by specifying matters to be handled at the General Meeting of Members and a reason for convocation.
3. The Head of the Economic and Commercial Office of Spain in Tokyo shall receive the call and the agenda for the General Meeting of Members at the same time as members, in order that he/she may decide to attend and participate in its sessions if he/she deems it appropriate.

Article 17 Chairperson

General Meetings of Members shall be presided over by the Representative Director to the extent that the Representative Director is present in the meeting. Otherwise, the General Meeting of Members shall be presided by the director whose tenure is the longest and that attends the meeting.

In case no director attends the meeting, the General Meeting of Members shall be presided by any ordinary member so appointed at the beginning of the meeting by the General Meeting of Members itself.

Article 18 Voting Rights

The number of voting rights to be given at a General Meeting of Members shall be one vote per regular member.

Article 19 Quorum and majority for passing resolutions

1. The General Meeting of Members shall be validly established with the minimum quorum required by law. Notwithstanding the above, at the first call of the

General Meeting of Members, a majority of the regular members must be represented for the meeting to be validly established. Such a requirement will not be needed for the second call of the General Meeting of Members (unless the adoption of a certain resolution requires by law a certain quorum).

The Representative Director and the General Secretary shall attend the General Meeting of Members. Their absence shall not affect the validity of the meeting.

2. Unless otherwise provided for by law or in these Articles of Incorporation, resolutions of a General Meeting of Members shall be adopted by a majority of the voting rights held by the regular members present, who shall have in total a majority of the voting rights held by all regular members.
3. Notwithstanding the provision of Paragraph 2 above, resolutions on the following matters must be adopted by a majority corresponding to one-half or more of all regular members and to two-thirds or more of the voting rights held by all regular members.
 - 1) expulsion of a member;
 - 2) dismissal of an auditor;
 - 3) amendment to the Articles of Incorporation;
 - 4) dissolution and disposition of residual assets;
 - 5) merger and transfer of all or material parts of businesses; and
 - 6) other matters provided for by law or in these Articles of Incorporation.
4. For the election of directors or auditors, the resolution provided for in Paragraph 2 above must be made respectively with respect to each candidate. If the total number of candidates of directors or auditors exceeds the number provided for in Article 24, Paragraph 1, candidates who obtained a majority vote shall be elected in the order of the number of votes obtained within the prescribed number of directors or auditors.

Article 20 Exercise of Voting Rights by Proxy or in Writing

1. Any regular member who is not able to attend a General Meeting of Members may exercise his/her voting right in writing or by proxy with respect to matters noticed in advance. In the event of proxy voting, the proxy shall be another regular member and submit a document certifying the power of proxy to the Chamber. The right to vote may only be delegated, up to a maximum of five votes delegated to a single member.
2. Regular members having exercised their voting rights pursuant to the provision of 1 above shall be deemed to have attended a General Meeting of Members in application of the provisions of Article 19 above.

Article 21 Omission of Resolution/Reporting

1. In cases where a director or a regular member makes a proposal regarding a matter for the purpose of a meeting of the general assembly and where all regular members manifest their intention to agree with said proposal either in writing or by electromagnetic records, a resolution of the General Assembly that affirms the proposal shall be deemed to have passed.
2. In cases where a director provides notice to all regular members regarding matters to be reported to the General Assembly and all regular members have manifested their intentions, either in writing or by electromagnetic records, to

agree that such matters need not be reported to the General Assembly, such matters shall be deemed to have been reported to the General Assembly.

Article 22 Minutes

Following proceedings at a General Meeting of Members, minutes which describe or record the time date and place of the meeting, summary of the proceedings and the results thereof and other matters provided for in Paragraph 3 and Paragraph 4 of Article 11 of the Regulations for Enforcement of the General Corporations Act shall be prepared and manually signed by, affixed with names and seals of the chairperson and all directors present and shall be kept at the main office for ten years from the date of the General Meeting of Members.

Article 23 Regulations of the General Meeting of Members

Except as provided for by law or in these Articles of Incorporation, matters related to the General Meeting of Members shall be governed by the Regulations of the General Meeting of Members prescribed at a General Meeting of Members.

SECTION 2 OFFICERS

Article 24 Appointment of Officers

a. The Chamber shall have the following officers:

- (1) members of the Board of Directors: no less than 5 and no more than 15 people;
- (2) auditors: not less than 1 and not more than 2 people.

b. One of the members of the Board of Directors shall be appointed as Representative Director.

Article 25 Election of Officers

1. The members of the Board of Directors and auditors shall be elected or re-elected pursuant to a resolution of the General Meeting of Members. Voting shall be by secret ballot.

2. At least half of the members of the Board of Directors must be representatives of Spanish companies or subsidiaries of Spanish companies in Japan.

3. Any person seeking to become a member of the Board of Directors shall:

- (1) be a regular member of the Chamber or an employee of a regular member of the Chamber;
- (2) be of legal age;
- (3) reside in Japan;
- (4) have fulfilled their obligation to pay their membership fees to the Chamber; and
- (5) not have participated in works or tenders initiated by the Chamber.

4. The Representative Director shall be elected from among the members of the Board of Directors pursuant to a resolution of the Board of Directors.

5. The same person may not be both a member of the Board of Directors and an auditor.

6. The total number of members of the Board of Directors related to another member - including the member himself/herself, his/her spouse and relatives up to the third degree of kinship (in the case of Spanish citizens, comparable persons who in accordance with the applicable Spanish regulations are presumed, where applicable, to have a special relationship with a member shall be included) - may not exceed one-third of the total number of members of the Board of Directors.

Article 26 Duties and Authorities of Directors

1. The Board of Directors shall be composed of its members, who shall perform their duties in accordance with the law and these Articles of Incorporation.

2. The Representative Director shall represent the Chamber and shall perform his duties as provided by law and these Articles of Incorporation.

3. Membership of the Board of Directors is personal and non-delegable.

Article 27 Duties and Authorities of Auditors

1. Auditors shall audit the performance of duties by directors and prepare audit reports as provided for by law. In particular, auditors will be responsible for the following duties:

- (1) report to the Board of Directors upon finding that directors engage in misconduct, or are likely to engage in such conduct, or that there are facts in violation of laws and regulations or the articles of incorporation or grossly improper facts;
- (2) attend meetings of the Board of Directors and state their opinions;
- (3) investigate proposals, documents, and other items prescribed in the applicable Ordinance of the Japanese Ministry that a director intends to submit to the General Assembly; and
- (4) in general, any other which may be specifically attributed by these Articles of Incorporation or by the corporate bodies of the Chamber, or otherwise resulting from the law.

2. Auditors may, at any time, require directors and employees to report on businesses and inspect the status of activities and assets of the Chamber.

Article 28 Term of Office of Officers

1. The term of office of directors shall expire at the close of the Ordinary General Meeting of Members pertaining to the last business year which ends within two years after their election. Notwithstanding the foregoing, a director shall cease holding office upon death, resignation or loss of his or her condition of employee of a regular member of the Chamber.

2. The term of office of auditors shall expire at the close of the Ordinary General Meeting of Members pertaining to the last business year which ends within two years after their election.

3. The term of office of any director or auditor elected to fill a vacancy shall be until the term of office of his/her predecessor expires.

4. In the event of a vacancy in the office of director or auditor or a shortfall in the number of directors or auditors provided for in Article 24, Paragraph 1, directors

or auditors who left their offices due to expiration of the term of office or resignation shall have their rights and obligations as directors or auditors until newly elected persons assume their offices.

Article 29 Dismissal of Officers

Directors and auditors may be dismissed by a resolution of the General Meeting of Members. Provided, however, that any resolution for the dismissal of an auditor must be made by a majority

corresponding to one-half or more of all regular members and to two-thirds or more of the voting rights held by all regular members.

Article 30 Remuneration

Directors and auditors shall receive no remuneration.

Article 31 Partial Exemption or Limitation of Liability

1. The Chamber may exempt any director or auditor from the liability for damages provided for in Article 111, Paragraph 1 of the General Corporations Act subject to the maximum amount of 11 exemptions calculated by deducting the minimum liability amount provided for by law from the amount of liability for damages upon a resolution of the Board of Directors if the requirement provided for by law are satisfied.
2. The Chamber may enter into agreements with non-executive directors and auditors set forth in Article 115, Paragraph 1 of the General Corporations Act to limit non-executive directors and auditors' liability for damages provided for in Article 111, Paragraph 1 of the General Corporations Act when the requirements provided for by law are satisfied; provided, however, that the maximum amount of liability for damages under such agreements shall be the higher of the amount prescribed by the Chamber in advance or the minimum liability amount provided for by law, subject to the minimum of 1,000,000 yen.

SECTION 3 BOARD OF DIRECTORS

Article 32 Composition

1. The Chamber shall have a Board of Directors.
2. The Board of Directors shall consist of all the directors.
3. The Chamber shall guarantee its members access to the Board of Directors in accordance with the principle of gender parity and equality.

Article 33 Authorities

In addition to the duties separately provided for herein, the Board of Directors shall perform the following duties:

- (1) decision for execution of operations.
- (2) supervision of performance of duties by directors; and
- (3) election and dismissal of Representative Director and General Secretary.

Article 34 Holding of meetings

1. The Board of Directors shall hold an ordinary meeting at least once every three months.
2. The Board of Directors shall hold special meetings when:
 - (1) the Representative Director deems necessary;
 - (2) a member other than the Representative Director so requests in writing indicating the matters to be discussed at such meeting;
 - (3) the member requesting a meeting pursuant to item (2) of this subsection convenes it, specifying a date within two weeks from the date of the request as the date of the meeting of the Board of Directors, in the event that a notice of call has not been sent within five days from the date of the request;
 - (4) an auditor deems it necessary and requests the Representative Director to convene a meeting in accordance with Article 101 of the General Law of Associations; or the auditor who made the request in accordance with item (4) of this subsection convenes it specifying a date within two weeks from the date of the request as the date of the meeting of the Board of Directors, in the event that a notice of call has not been sent within five days from the date of the request.
3. The Board of Directors may hold remote meetings when required by means approved by a majority of its members.

Article 35 Convocation

1. Meetings of the Board of Directors shall be convened by the Representative Director except for the case of convocation by a director under Item (3) of Article 34, Paragraph 2 and the case of convocation by an auditor under Item (5) of the said paragraph.
2. If a request is made under Item (2) of Article 34, Paragraph 2 or Item (4) of the said paragraph, the Representative Director shall issue a notice of convocation specifying a date within two weeks from the date of the request as the date of an extraordinary meeting of the Board of Directors within five days from the date of the request.
3. A meeting of the Board of Directors may be held without the convocation procedures if all directors and auditors consent thereto.
4. The Head of the Economic and Commercial Office of Spain in Tokyo shall receive the call and the agenda for the Board of Directors at the same time as the directors, in order that he/she may decide to attend and participate in its sessions if he/she deems it appropriate.

Article 36 Chairperson

Unless otherwise provided for by law, meetings of the Board of Directors shall be presided over by the Representative Director.

Article 37 Resolution

1. Unless otherwise provided for herein, resolutions of a meeting of the Board of Directors shall be adopted by a majority of the directors present, who shall account for a majority of all directors entitled to participate in respective votes.

2. No director who has a special interest in a resolution may participate in the vote for the resolution.

Article 38 Omission of Resolution

If a director makes a proposal on a matter to be handled at a meeting of the Board of Directors, and all directors entitled to participate in the vote thereon express their intent of consent in writing or by electromagnetic record, a resolution of a meeting of the Board of Directors approving the proposal shall be deemed to have been made, excluding where any auditor expresses his/her objection to the proposal.

Article 39 Omission of Reporting

If a director or auditor notifies all directors and auditors of a matter which needs to be reported to the Board of Directors, no reporting of the matter to the Board of Directors shall be required, except for the report to be made under the provision of Article 91, Paragraph 2 of the General Corporations Act.

Article 40 Minutes

Following proceedings at a meeting of the Board of Directors, minutes which describe or record the time date and place of the meeting, summary of the proceedings and the results thereof and other matters provided for in Paragraph 3 and Paragraph 4 of Article 15 of the Regulations for Enforcement of the General Corporations Act shall be prepared and manually signed by, affixed with names and seals of, or digitally signed by, the directors and auditors present and shall be kept at the main office for ten years from the date of the meeting of the Board of Directors.

Article 41 Regulations of the Board of Directors

Except as provided for by law or in these Articles of Incorporation, matters related to the Board of Directors shall be governed by the Regulations of the Board of Directors prescribed at a meeting of the Board of Directors.

Article 42 Representative Director

The Representative Director will be responsible for the following duties:

- (1) chair the meetings of the General Meeting of Members and of the Board of Directors;
- (2) act as legal representative of the Chamber;
- (3) manage the discussions and keep order in the meetings and interventions, as well as arrange for the implementation of the resolutions;
- (4) implement and ensure the enforcement of the resolutions passed by the General Meeting of Members;
- (5) call for the meetings of the General Meeting of Members and of the Board of Directors;
- (6) propose to the Board of Directors, informing the General Meeting of Members, the appointment of technical staff necessary for the Chamber's activities;
- (7) carry out and manage the activities of the Chamber necessary for the achievement of its purposes;
- (8) sign the minutes of the meetings of the corporate bodies chaired by him or her;

- (9) remain accountable for the actions he or she may take before the corporate bodies of the Chamber;
- (10) regulate expenses and authorise payments; and,
- (11) any other which may be specifically attributed by these Articles of Incorporation or by the corporate bodies of the Chamber, or otherwise resulting from the law.

SECTION 4 THE HEAD OF THE SECRETARIAT

Article 43 Secretariat and Head of the Secretariat

1. The Chamber shall have a person who shall have the role of Head of the Secretariat, Management or Administration, which shall be remunerated, and such person shall have the necessary technical preparation to perform the functions inherent to the position. This role is not compatible with the performance of any other remunerated activities, except for those expressly authorized by the Board of Directors.
2. The Head of the Secretariat will be appointed by the Board of Directors after the Head of the Economic and Commercial Office of Spain in Tokyo has been informed.
3. The Head of the Secretariat shall be responsible for the following functions:
 - a) attending the meetings of the General Meeting of Members and the Board of Directors, in which he/she shall have a consultative voice but not the right to vote;
 - b) managing the implementation of the resolutions adopted by the General Meeting of Members and the Board of Directors, in accordance with the instructions received in this respect; and
 - c) managing all services of the Chamber, for the operation of which he/she shall be answerable to the Representative Director and the Board of Directors.

CHAPTER V ACCOUNTS

Article 44 Business Year

The business year of the Chamber shall commence on January 1 of each year and end on December 31 of the same year. The closing of the accounts, the determination of the result for the financial year and the accountability shall be made each year as of December 31, the financial and budgetary year matching the calendar year.

Article 45 Business Plan and Income and Expenditure Budget

1. The Board of Directors shall prepare a plan of activities and a draft budget of income and expenses of the Chamber and send it before October 31 of the immediately preceding year to the Secretariat of State of Trade, through the Head of the Economic and Commercial Office of Spain in Tokyo.
2. Likewise, they must submit to the Economic and Commercial Office, within the first four months of each year, a summary report of the activities carried out during the previous year and any other information and documentation requested by the Economic and Commercial Office.

3. The documents mentioned in the preceding paragraph must be filed and kept at the Chamber's headquarters and secondary offices, and be available for public inspection until the end of the fiscal year.

Article 46 Business Report and Settlement of Accounts

1. For business reports and settlement of accounts of the Chamber, the Representative Director shall, after the end of each business year, prepare, have auditors audit and obtain approval of the Board of Directors on, the following documents, and then submit the documents to an Ordinary General Meeting of Members to report on the contents with respect to the documents set forth in Item (1) and Item (2) below and obtain approval with respect to the documents set forth in Item (3) through Item (5) below:
 - (1) business report;
 - (2) supplementary schedule to business report;
 - (3) balance sheet;
 - (4) profit and loss statement (statement of changes in net assets);
 - (5) supplementary schedules to balance sheet and profit and loss statement (statement of changes in net assets);
 - (6) a breakdown of income and expense items;
 - (7) the promotion cost statement;
 - (8) the reserve fund statement; and
 - (9) the accrued depreciation statement.
2. In addition to the documents set forth in Paragraph 1 above, the Chamber shall keep audit reports at the main office and secondary offices respectively for five years and three years, keep these Articles of Incorporation at the main office and secondary offices and keep a register of members at the main office. Also shall deposit a copy of the previous documents in the Economic and Commercial Office.
3. Moreover, they shall submit to the Economic and Commercial Office, within the first four months of each year, a summary report of the activity carried out during the previous year and any other information and documentation requested by the Economic and Commercial Office.

Article 47 Financial resources

1. The financial resources of the Chamber shall consist of:
 - a) membership fees;
 - b) remuneration for providing services, organising events, issuing documents and other activities provided for a fee;
 - c) income received from its assets and donations of any kind it may receive; and
 - d) subsidies and donations of all kinds that it may receive.
2. The Chamber may create a reserve fund, which must be invested in liquid assets available in the short term, for the purpose of being able to meet collection shortfalls in subsequent fiscal years or to meet urgent or unforeseen expenses.

In its procurement procedures, the Chamber shall follow transparent and competitive procedures.

CHAPTER VI AMENDMENT TO ARTICLES OF INCORPORATION AND DISSOLUTION

Article 48 Amendment to Articles of Incorporation

1. These Articles of Incorporation may be amended by a resolution adopted by the General Meeting of Members by a majority corresponding to one-half or more of the ordinary members and two-thirds or more of the voting rights held by all ordinary members.
2. The proposal to amend these Articles of Incorporation of the Chamber, once approved by the General Meeting of Members, shall be sent to the Secretary of State for Trade through the respective Economic and Commercial Office, which shall report on the proposed amendment.
3. The Secretary of State for Trade will approve the proposal, or make the observations deemed appropriate to the Chamber.

Article 49 Dissolution

1. The dissolution of a Chamber shall be agreed at an Extraordinary General Assembly convened for this sole purpose, at the proposal of the Board of Directors and after consultation with the Secretary of State for Trade, provided that at least one-third of the members do not oppose it.
2. In the event of dissolution, the General Assembly shall decide on the form of liquidation, and the archives, minutes, accounting books and other documents shall be filed with the Spanish Economic and Commercial Office. In all other respects, the process of liquidation of its assets and rights shall be governed by local law.

CHAPTER VII METHOD OF PUBLIC NOTICE

Article 50 Method of Public Notice

Public notices of the Chamber shall be posted at a place easily viewable by the public in the main office.

CHAPTER VIII THE FOUNDER MEMBERS

Article 51 The founder members' names and their addresses.

The names and addresses of founder members are the following:

Adecco Ltd.

Kowa Building No. 45, 1-15-9 Minami Aoyama, Minato-ku, Tokyo 107-0062

Grupo Antolín Japan

5-2-6, Toranomom, Minato-ku, Tokyo 105-0001

Banco Bilbao Vizcaya Argentaria, S.A.

Plaza San Nicolas, 4, Bilbao, Spain 48005

Zara Japan Corp.

1-10-11 Ebisu-nishi, Shibuya-ku, Tokyo 150-0021

Freixenet Japan Inc.

Keikyu Nakahara Bldg., 7F 4-30-6 Shinbashi, Minato-ku, Tokyo 105-0004

Félix Solís Avantis, S.A.

Autovía del Sur km. 199 13300 Valdepeñas, Ciudad Real

Amadeus Japan K.K.

2-4-9 Ginza, Chuo-ku, Tokyo 104-0061

Maetel Construction Japan

HF Toranomom Building 5F 1-17-11, Nishishimbashi, Minato-Ku, Tokyo, 105-0003

Lladró Japan Co., Ltd.

7-11-3 Ginza, Chuo-ku, Tokyo 104-0061

APPENDIX

1. The Chamber is an association freely constituted in Japan, by Spaniards and foreigners with links to Spain (as well as Japan) in accordance with Japanese regulations and in conformity with the principles and provisions of the Spanish Royal Decree 1179/2022 and the regulations currently in force, or those applicable in the future, passed by the Secretariat of State of Trade.
2. The Chamber is an advisory body which cooperates with the Spanish public administration and will help the latter in any non-profit activities requested by the Secretariat of State of Trade. In all its activities, the Chamber will work closely with the Head of the Economic and Commercial Office of Spain in Tokyo.
3. The Spanish Supreme Council of Chambers will serve as a permanent link of cooperation between the Chamber and the Spanish Chambers of Commerce, Industry and Shipping, for purposes of achieving the highest degree possible of coordination among such types of entities.
4. The Chamber shall engage in any other activity approved by its General Meeting of Members in accordance with Japanese legislation and the principles and regulations of the Spanish Royal Decree 1179/2022 and the regulations passed or to be passed in the future by the Secretariat of State of Trade.
5. The Chamber shall assist those interested in the management or collection of claims, in case the Chamber is requested to do so, through the Secretariat of State of Trade, the Spanish Consul, the Head of the Economic and Commercial Office of Spain in Tokyo or by a Spanish merchant.
6. In the event of dissolution, the General Assembly shall decide on the form of liquidation, and the archives, minutes, accounting books and other documents shall be filed with the Spanish Economic and Commercial Office. In all other respects, the process of liquidation of its assets and rights shall be governed by the law of the country in which the Chamber is located.
7. All matters not provided for herein shall be governed by the General Corporations Act and other laws and ordinances, as well as in accordance with the principles and provisions of the Spanish Royal Decree 1179/2020 and the regulations currently in force, or those applicable in the future, passed by the Secretariat of State of Trade.
8. The Secretariat of the State of Trade may revoke the official status given to the Chamber if it infringes the applicable regulations or if its activity is contrary to the interests of Spanish foreign trade.
9. The obligations outlined above which would arise from the official status of the Chamber (in particular those referring to the constitution and dissolution of the Chamber) will be enforceable and mandatory after having been officially accepted and recognised by the Secretariat of State of Trade.