



TOKYO AMERICAN CLUB

2024 ANNUAL GENERAL MEETING

CHANGES TO CLUB RULES

The following changes to the Articles of Association and General Rules were approved at the Annual General Meeting. The revisions are shown in **bold italics** for addition and ~~strike through~~ for deletion. For a full set of up-to-date Articles of Association, General 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 23 Qualification of Governors

1. Governors shall ~~have been~~ **be** a Voting Member, **and have been a Voting Member or the spouse of a Voting Member**, for at least one (1) year immediately prior to assuming office, and shall lose the status of Governor in the event a Governor (i.) loses or cancels Voting Member status, or (ii.) resigns from the Club, or is suspended, expelled or deemed resigned from the Club.

Articles of Association, Article 41 Committees

2. The Club may have additional standing and special committees as set forth in the General Rules or as otherwise determined by the Board of Governors. All Committees, both Standing and Special, shall report to the Board of Governors. The Chairpersons of all standing committees, ~~with the exception of the Nominating Committee,~~ shall be ~~appointed by the President, subject to approval~~ **appointed** by the Board of Governors, at the beginning of each calendar year or as vacancies arise, as provided for elsewhere in these Articles and in the General Rules.

General Rules Section 6 Proposer and Second

1. Each applicant to become a Club Member, with the exception of **Mitsui Fudosan proposed** Satellite Club Members (unless deemed required by the Membership Committee or Board of Governors), shall have a proposer and a second.

General Rules Section 42 Committee Structure and Description

1. Appointment of Chairs/Vice Chairs and Committee Members

(2) At **Prior to** the first regular Board meeting following the Annual General Meeting, the Representative Governor shall **request from the Board of Governors proposals for** ~~propose~~ Chairs of all Standing Committees, Special Committees or Task Forces of the Board of Governors, ~~with the exception of the Nominating Committee.~~ The Board of Governors will **discuss the candidates and** approve said Chairs at the first regular Board meeting, with the Chairs term to start at the beginning of the calendar year following the Annual General Meeting. The Representative Governor shall also **request proposals for** ~~propose~~ said Chairs to the Board of Governors for **discussion and** approval as vacancies may arise.