

# THE JAPAN SOCIETY

2012

ANNUAL GENERAL MEETING

TRUSTEE ELECTIONS

Notice of the 2012 Annual General Meeting  
at the Embassy of Japan, London on Tuesday 12 June





THE JAPAN SOCIETY (THE "COMPANY")

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the ANNUAL GENERAL MEETING of the Company will be held on 12 June 2012 at 6.00pm at the Embassy of Japan, 101-104 Piccadilly, London W1J 7JT. The business of the meeting shall be to record thanks to Sponsors and Benefactors and to consider, and if thought fit, pass the following resolutions:

1. To receive and adopt the audited annual accounts of the Company for the financial year ended 31 December 2011 and the Trustees' Report.
2. To reappoint Richard Place Dobson as auditors and to authorise the Board to approve their remuneration as thought fit.
3. To elect Sir David Warren KCMG as Chairman of the Japan Society with effect from 1 January 2013.
4. To re-appoint Martin Day as an ordinary member of the board of the Japan Society.
5. To elect Graham Holman as an ordinary member of the board of the Japan Society.
6. To re-appoint Stephen McEnally as an ordinary member of the board of the Japan Society.
7. To elect Michiaki Nakamura as an ordinary member of the board of the Japan Society.
8. To re-appoint George Olcott as an ordinary member of the board of the Japan Society.
9. To re-appoint Michael Spencer as an ordinary member of the board of the Japan Society.
10. To elect Tetsuro Terada as an ordinary member of the board of the Japan Society.

BY ORDER OF THE BOARD



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H C POTTER  
Chief Executive

Dated: 21 May 2012

Registered office: Swire House, 59 Buckingham Gate, London SW1E 6AJ

**NOTES**

- 1 A summary of the annual accounts is enclosed with this notice. The full accounts may be seen on the Company's website ([www.japansociety.org.uk](http://www.japansociety.org.uk)) or may be requested in hard copy from the registered office.
- 2 The Appendix to this notice explains the election or re-election of Ordinary Trustees pursuant to resolution 3 and sets out a list of candidates for election, together with their biographical details.
- 3 A member of the Company is entitled to appoint a proxy to exercise all or any of his or her rights to attend, speak and vote at the meeting. A form of proxy is enclosed with this notice. The proxy must be a member of the Company or, in the case of a corporate member, its authorised representative.
- 4 To be effective, the instrument appointing a proxy and any authority under which it is executed (or a certified copy of such authority) must be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
- 5 To comply with security policy at the Embassy of Japan, members are asked to notify the Company in advance of their intention to attend the meeting. Please bring a copy of this Notice, together with some form of photographic ID with you to the meeting.

## **Appendix**

### **Election of Trustees**

The Board of the Company consists of a Chairman, two Vice-Chairmen, up to four appointed Officers (Solicitor, Treasurer, Librarian and Editor), two ex-officio Trustees (one additional Vice-Chairman, the deputy head of mission at the Japanese Embassy, and one Ordinary Trustee, a member of the Japanese Embassy) and up to 14 Ordinary Trustees. The total number of Trustees should be not more than twenty. The number of Ordinary Trustees should be no fewer than four.

One-third of the Ordinary Trustees is required to retire by rotation each year. Those who have retired by rotation may stand for re-election but no one may serve for longer than six consecutive years as a member of the Board.

The Board has appointed a nominations committee comprising Christopher Purvis (Chairman), David Cairns (Vice-Chairman), Hiroshi Hattori, Hitoshi Noda (ex-officio Trustee) and Heidi Potter (Chief Executive). This committee reviews the skills that are required on the Board from time to time and the succession policy; and it makes recommendations to the Board on possible future appointments.

Christopher Purvis will stand down as Chairman after serving for six years. Following a selection process by the nominations committee, your Board is most happy to recommend Sir David Warren, currently British Ambassador in Japan, for this role. David's credentials are impeccable; as well as tours of duty in Japan, he has previously served on the Board and knows the Society well.

Sir David is not expected to finish his embassy in Japan until the end of the year. It is therefore proposed that he be elected with effect from 1 January 2013. In the interim, your Board has asked one of the Vice-Chairmen, David Cairns, to serve as acting Chairman, and he has kindly agreed.

This year it is expected that, as a result of the requirement to retire by rotation, the requirement that no one may serve as a Trustee for longer than six consecutive years and some resignations, there will be seven vacancies for Ordinary Trustees which may be filled at the annual general meeting (the "AGM"). Martin Day, Stephen McEnally, George Olcott and Michael Spencer are all Ordinary Trustees who will retire by rotation, and have indicated that they are willing to stand for re-appointment. All are enthusiastic and valuable members of the Board, which warmly recommends their re-appointment.

There are three people standing for election to the Board as Ordinary Trustees for the first time. **Graham Holman, Michiaki Nakamura, and Tetsuro Terada**; all have much interest in supporting the continuing development of strong Japan-UK links and their wealth of experience and expertise will be of great benefit to the Company as it looks to the future. The Board proposes each candidate's election. Biographical details of all seven Ordinary Trustee candidates are set out in this Appendix.

Overall, there is one candidate for election as Chairman and seven candidates for election to fill a possible seven Ordinary Trustee vacancies on the Board. Members are therefore asked at the AGM to cast their votes "For" or "Against" each candidate. Members may also select the "vote withheld" option if they do not wish to vote for or against any particular candidate, although a vote withheld in this way is not a "vote" by law and will not be counted in the calculation of the proportion of votes "For" and "Against" a candidate.

We are always looking for new people to be involved with the Company in different capacities, including as committee members and as Trustees. We encourage members to let us know at any time during the year if they would like to be more involved. Suggestions of names of people to be considered for committees or for the Board should be made to any member of the nominations committee or indeed any member of the Board.

Members may vote, as normal, in person at the AGM on 12 June 2012 or by proxy. A proxy form is enclosed in this booklet for this purpose.

# Biographical Details of the Candidates for Chairman and Ordinary Trustees 2012

## SIR DAVID WARREN KCMG - CHAIRMAN

Sir David Warren is currently Ambassador to Japan, having taken up this appointment in July 2008.

He was born in 1952, and graduated from Oxford University. He joined the Foreign and Commonwealth Office in 1975, and has spent much of his career dealing with Japanese and East Asian affairs, in both Tokyo and London. He has studied Japanese at the School of Oriental and African Studies and at the British Embassy language school in Kamakura. He has served twice in Japan, 1977 - 1981 and 1993 - 1998, as well as in Nairobi, Kenya. From 2000 to 2004 he was a Director of UK Trade and Investment. David Warren was Director, Human Resources at the Foreign and Commonwealth Office in London and a member of the FCO Board of Management, from 2004 to 2007.

David Warren has been a member of the Japan Society since the mid 1980s and has twice served on its board, most recently from 2006 - 2008.

He is married to Pamela, who is a teacher. His interests include all aspects of the arts, particularly the theatre and its history.

## MARTIN DAY

Martin Day is an independent legal and regulatory consultant working in both the UK and internationally.

Martin Day spent much of his career with Linklaters & Paines (now Linklaters), where he was a partner and undertook various roles including joint head of the investment funds practice (worldwide) and chairman of the legal research and training committees. He has also spent time as a director of PricewaterhouseCoopers and at Herbert Smith LLP.

Martin is also active in the charitable and voluntary sector. He has been a member of the governing body of the School of Oriental & African Studies, University of London and is currently a member of the Court of Common Council, Corporation of London and a Governor of Christ's Hospital. He is a member of the committee of the British-Japanese Law Association and is active in organizing events, including joint talks and seminars with the Japan Society.

His interests include music, opera and country pursuits and he has organized joint musical events between the BJLA and Japan Society. He is married to Reiko Ishibashi and has homes in both Japan and the UK, though spends most of the year in this country.

## GRAHAM HOLMAN

Graham Holman is General Manager of the Legal Department and Company Secretary of Sumitomo Corporation Europe Ltd., and is responsible for the commercial and corporate legal affairs of Sumitomo Corporation Europe Group. He qualified as a Solicitor in 1991 and went to Japan the same year, joining the Osaka law firm Yamagami & Yamagami (now Yodoyabashi & Yamagami LPC) and remaining with the firm for seven years. From 1993, he was also seconded to the Osaka Head Office of Nissho Iwai Corporation (now Sojitz Corporation) as Legal Counsel. He returned to the UK in 1998 to join Sumitomo Corporation Europe.

After returning to the UK, he joined the Committee of the newly established British-Japanese Lawyers Association, serving in various positions including Treasurer, for over ten years. In February 2009 the Association received a Certificate of Commendation from the Ambassador of Japan in recognition of its contribution to deepening the understanding and friendship between Japan and the UK.

He maintains an interest in the Japanese language and was a prize winner at the 2010 'Sir Peter Parker Awards for Spoken Business Japanese' hosted by SOAS. Graham is also a regular participant at the meetings of the British Japanese Parliamentary Group.

He is also responsible for Sumitomo Corporation Europe's Corporate Social Responsibility activities and has established relationships with the youth homeless charity, Centrepoin and Shakespeare's Globe, contributing to their educational work, among other not-for-profit organisations.

Sumitomo Corporation Europe is a member of the Chairman's Circle of the Japan Society.

## STEPHEN MCENALLY

Stephen McEnally has been Chief Executive of the Great Britain Sasakawa Foundation since 2006 and has worked in cultural relations for over 30 years.

After a brief period teaching in Japan, he joined the British Council in 1974. From 1979 to 1983 he was Director of the Council's office in Kyoto where he oversaw its work in western Japan, and managed the first-ever cohort of UK graduates to teach in Japan under the then Wolfer's Programme (now JET).

In the 1980s, he was the British Council's Regional (Desk) Officer for East Asia with responsibility for the Council's work in western Japan. During that time he worked closely with the FCO, the Embassy of Japan and with other governmental and Japan-related organizations on all matters concerning Anglo-Japanese cultural relations. He also provided the secretariat to the bi-annual Cultural Talks (Mixed Commission Meetings) between the Japan and the UK.

In 2007 he established a special 5-year Programme under which 13 new lectureship posts in Japanese studies were created and funded at 12 UK universities.

As a Japan Society Board member since 2009 he has served on a number of its committees including the special committee set up to oversee the dispersal of funds donated to the Society's Tohoku Earthquake Relief Fund.

## **MICHIAKI NAKAMURA**

Michiaki Nakamura is Managing Director of Mitsubishi Heavy Industries Europe, Ltd. He joined Mitsubishi Heavy Industries, Ltd. in 1977 after graduating from Tohoku University where he studied Economics.

He has worked at MHI as a financial specialist during his 35 year career. During this time, he was transferred to Mitsubishi Caterpillar forklift America Inc., Houston in the USA twice and experienced international relationship building and business development.

After working in the USA for 11 years, he served as a general manager of The Global Strategic Planning and Operations headquarters where he applied his experiences and ideas to MHI global business strategies. In October 2010, Mr Nakamura was appointed to his present role and has been in charge of expansion and development of MHI business in Europe, Middle East and Africa.

In the past two years he has actively supported British-Japanese and Europe-Japanese events, participating in seminars and activities organised by non-governmental organisations including the Japan Society.

Currently, he is also a trustee of Rikkyo School in England. Outside of work, his hobbies include model trains and bird watching.

## **GEORGE OLCOTT PHD**

George Olcott is Senior Fellow at the Judge Business School, University of Cambridge and Project Professor at the Research Centre for Advanced Science and Technology at the University of Tokyo.

After graduating from Oxford University with a degree in Politics, Philosophy and Economics, George spent five years in Hong Kong and Japan working for Cathay Pacific Airways. Following two years at Shell International in London, he joined SG Warburg. With Warburg he spent ten years in Tokyo, where he latterly headed the Equity Capital Markets Group and three years as CEO of UBS's institutional asset management operation in Japan.

George left UBS to embark on his current research at Cambridge in 2001. His research interests are Japan and Japanese organizations, post merger integration, corporate governance and organizational change. His first book, based on his PhD research on the impact of foreign ownership and control on Japanese organizations, was published by Cambridge University Press in 2009. A Japanese version was published by Nikkei Business Press in 2010.

He was a Visiting Scholar at the Policy Research Institute of the Ministry of Finance, Japan in 2004, and is currently Vice Chairman of the Japan Society and a member of the development committee. He is a passionate believer in the importance of providing opportunities for young people to engage in intercultural exchange.

George Olcott is a member of the board of Nippon Sheet Glass, one of the world's leading flat glass manufacturers, which acquired Pilkington plc in 2006. He joined the board of NKSJ Holdings, one of Japan's largest casualty insurance companies, in 2010. He is a member of the Board of Trustees of Showa Women's University and an advisor of Central Japan Railway.

## **MICHAEL SPENCER**

Michael Spencer has a long relationship with Japan stretching back over 25 years starting with his first experience as a member of the London Symphony Orchestra. He has visited Japan every year since then, often more than once, and even during the period when he relinquished his touring commitments to become Head of Education at the Royal Opera House.

He held the position as education consultant to the Association of Japanese Symphony Orchestras for 14 years working with their membership throughout Japan in addition to concert halls, universities and colleges. As part of this programme he was fortunate to receive the patronage of Her Imperial Highness, the Empress Michiko, for the first public large-scale music education workshop in Japan which was held at the Kioi Hall (Tokyo). He also received a Japan Festival Award for the project 'The Kabuki Story'; a nationwide education programme for inner city school students.

His work has been featured frequently in the Japanese media and in June 2012 with the pianist Nakamichi Ikuyo, in collaboration with the British Society for Immunology, he was featured in a documentary filmed by NHK focussing on community arts education projects in the UK.

Michael is currently Managing Director of Sound Strategies Ltd., and Visiting Fellow at Ueno Gakuen's Music and Culture Research Centre (Tokyo). He also works as a consultant internationally with business, arts and education organisations.

He was a steering committee member for Japan Masturi in both 2009 and 2010.

## **TETSURO TERADA**

Since 2009, Tetsuro Terada has been Mitsubishi Corporation's Executive Vice President for Europe, CIS, Middle East and Africa as well as Managing Director of its London operation.

After graduating with a degree in economics from Tokyo University in 1975, Tetsuro joined Mitsubishi Corporation, a global integrated business enterprise that develops and operates businesses across virtually every industry including industrial finance, energy, metals, machinery, chemicals, foods, and environmental business.

He has held various positions within the metals business division, developing ferrous metals business around the world. He specialized in the corporation's coking coal business, which has taken him to Sydney, Australia on two assignments.

In addition to various directorships of Mitsubishi Corporation's offices and subsidiaries across the EMEA region, he also currently holds the position of Vice President of the Japanese Chamber of Commerce and Industry in the UK.

His interests include playing the piano, golf, and traveling. Mitsubishi Corporation is a member of the Japan Society's President's Circle and has supported its work for many years.

please detach here and return to the Japan Society

THE JAPAN SOCIETY

PROXY FORM for the ANNUAL GENERAL MEETING 2012

I/We, being a member of The Japan Society, hereby appoint the Chairman of the meeting (see note 3)/
..... as my/our proxy to vote for me/us at the Annual General Meeting of The Japan Society to be held on Wednesday, 12 June 2012 and at every adjournment thereof.

Name (please print) .....

Category of membership [ ] Individual [ ] Family [ ] Corporate

Name of corporate member (if applicable) .....

Signature .....

Dated ..... 2012

Instructions to Proxy

Please indicate with an "X" in the boxes below and overleaf how you wish the proxy to vote. The Proxy will vote or withhold their vote, at his or her discretion, on (a) any resolution listed below if no instruction is given regarding that resolution and (b) on any other business transacted at the meeting.

Table with 4 columns: Resolution Number, Resolution Description, For, Against, Vote withheld. Rows include: 1 Receiving the Accounts and the Trustees' Report, 2 Re-appointment of the Auditors, 3 Election of Sir David Warren as Chairman, 4 Re-appointment of Martin Day as Ordinary Trustee, 5 Election of Graham Holman as Ordinary Trustee, 6 Re-appointment of Stephen McEnally as Ordinary Trustee, 7 Election of Michiaki Nakamura as Ordinary Trustee, 8 Re-appointment of George Olcott as Ordinary Trustee, 9 Re-appointment of Michael Spencer as Ordinary Trustee, 10 Election of Tetsuro Terada as Ordinary Trustee.

## Notes

- 1 A member of The Japan Society is entitled to appoint a proxy to exercise all or any of his or her rights to attend, speak and vote at a general meeting of The Japan Society.
- 2 Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
- 3 If you wish, you may delete the words “the Chairman of the meeting” and insert the name of a proxy of your choice. The proxy must be a member of the Japan Society or, in the case of a member which is a corporation, its authorised representative. Please initial any alteration. A proxy must attend the meeting to represent you.
- 4 The completed and signed proxy form (and, if relevant, the power of attorney or other authority under which it is signed, or a certified copy of that power or authority) must be received at Swire House, 59 Buckingham Gate, London SW1E 6AJ not less than 48 hours before the meeting or the adjourned meeting or, in the case of a poll, not less than 24 hours before the time appointed for taking the poll.
- 5 To direct your proxy how to vote on the resolutions mark the appropriate box with an ‘X’. If no voting indication is given, your proxy will vote or withhold their vote at his or her discretion. Your proxy will vote (or withhold a vote) as he or she thinks fit in relation to any other matter which is put before the meeting.
- 6 The vote withheld option is provided to enable you to instruct the proxy not to vote on any particular resolution. However, it should be noted that a vote withheld in this way is not a “vote” by law and will not be counted in the calculation of the proportion of votes “For” and “Against” a resolution.
7. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power of authority) must be included with the proxy form.
8. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.