

Statutes of the NPO World Federation of Amateur Orchestras (NPO WFAO)

Chapter 1 General Provisions

(Name)

Article 1.

The name of the corporation shall be " NPO World Federation of Amateur Orchestras (Abbreviation: NPO WFAO)

(Address)

Article 2.

The corporation's main office shall be located at:

Koyo building 3F Tachibana-cho, Toyohashi-shi, Aichi-ken (Aichi Prefecture) Japan.

Chapter 2

(Purpose)

Article 3.

The purpose of NPO WFAO is to promote, support and expand the activities of its member Amateur Orchestras, including Youth Orchestras.

Those activities include the promotion of international exchange programs between member orchestras.

(Types of specific non-profit activities)

Article 4

In order to achieve the objectives stated in Article 3, the corporation will concretely engage in the following activities.

1. Non-profit activities promoting the arts, sciences, culture and sports.
2. Non-profit international cooperation programs.

The corporation will advice, assist and support its member organizations in the areas defined here above

(Determination of business)

Article 5

1. Non-profit oriented international exchange programs between member associations
2. Publication and maintenance of a WFAO Home Page as the means of exchanging information and promoting new projects
3. Cooperation and coordination of exchange concerts sponsored by official or private organizations in the context of International Expositions and World Fairs.
4. Cooperation with other Non-Profit corporations, federations or associations.

Chapter 3

(Membership categories)

Article 6

Membership status will be divided into two categories according to the applicable provisions of the Law. Members will be either “regular members” or “other non-profit organizations” that fulfill the requirements defined under the non-profit organization Law (henceforth called “The Law”)

(Employees)

1. “Regular employees” are either individuals or associations who joined the corporation with full understanding of its activities and goals and agree with them.
2. “Supporting members” (or patrons) are either individuals or associations who register as “club members” in order to promote and support the activities of the corporation.

(Supporting members)

(Admission)

Article 7

1. Besides the conditions described in the preceding articles no other specific conditions are required to be admitted as a member of the organization.
2. The Chairman of the Board of Directors shall receive the written applications for membership and individually accept or reject those applications. However, the Chairman of the Board of Directors cannot reject an application without stating the specific reasons that led to his decision. In the absence of specific impediments, the Chairman of the Board of Directors shall accept all applications for either full membership or supporting membership.
3. In regard to the preceding article, the Chairman of the Board of Directors shall immediately notify an applicant in case the application is rejected on the basis of the data available in the application form

(Admission fees)

Article 8

A member whose application has been accepted shall cancel the admission fee applicable to his/her status within a prescribed period of time. The amount of the fee shall be fixed by the Board of Directors at a General Board of Directors Meeting.

(Loss of a membership qualification)

Article 9.

A member shall lose his/her membership qualification under any of the following conditions.

1. After voluntarily resigning his/her membership status and notifying the Chairman of the Board of Directors in writing.
2. When an individual member dies or the organization he/she represents ceases to exist.
3. When dismissed by the Board of Directors.

(Membership withdrawal)

Article 10

A member can withdraw his membership by submitting a written notice to the Chairman of the Board of Directors. A member can withdraw from the organization independently and arbitrarily at his/her own convenience.

(Expulsion)

Article 11

A member who falls into one of the categories defined in the former articles can lose his/her membership qualification through a decision of the General Assembly of the Board of Directors.

(Additional provisions)

Before deciding to expel a member the Board shall give an opportunity to the member who does not want to lose his/her qualification to explain and advocate his/her case

1. In case compliance with the former provisions is not respected
2. When such a decision damages the honor of the individual or the corporation concerned.

(Provisions for the refunding of monetary contributions)

Article 12

Admission fees and other voluntary contributions are not refundable.

Chapter 4

(Administration)

(Classification and number of officers)

Article 13

The personnel of the corporation shall include:

1. A Chairperson and no less than five or no more than 20 officers.
2. The Board shall consist of 2 inspectors, 2 directors, one chairperson, 1 executive director, 2 vice-chairs

(Election of the Board.)

Article 14

1. Directors and inspectors are elected by the General Assembly.

2. The Chairman, the Director General, the Vice-Chair and Directors are designated by mutual election.
3. There may only be one spouse or one relative within the third degree of kinship to any of the officers on the Board.
4. The total number of spouses or relatives within the 3 degree of kinship to any board member shall not exceed 1/3 of the total personnel of the corporation.
5. An inspector cannot serve as a director or occupy any other executive function as personnel of the corporation.

(Officers duties and responsibilities)

Article 15

1. The president acts on behalf of the corporation and is its prime representative.
2. The chairperson represents the President and acts on behalf of the president during board meetings. The chairperson executes the business decided by the Executive Board.
3. The Vice- chair assists the chairperson and in case of accident or incapacitation, temporarily replaces the chairperson. The Vice-chair also represents the chairperson at the Board of Directors Meeting in case the chairperson is unable to attend. In that case it is said that the chairperson's duties are executed by a proxy.
4. The chairperson executes his/her duties according to the Statutes of the Corporation and according to the decisions of the Executive Board.

An inspector supervises the following:

1. The supervisor examines the director's management of the corporation's business.
2. The supervisor regularly inspects the state of the corporation's property.
3. The inspector will audit and insure that the state of the corporation's property, as well as its business practices, are in accordance with the statutes of the corporation and the applicable articles of the law; and that no illegal actions are detected regarding article 2. If and when an unlawful action or situation is detected the inspector shall immediately report it to the General Assembly or to the local law enforcement agency.
4. When one of the circumstances described in the former articles occur the inspector shall summon a general assembly and report his/her findings.
5. When the inspector detects an abnormality in the operation or in the property of the corporation, he shall first report it to the chairperson and if necessary shall request a General Assembly of the Board.

(Terms of office)

Article 16

1. The term of office for officers shall be no more than 2 years. However, reappointment shall

not be prohibited.

2. In case an officer is appointed to increase personnel or to replace an officer who cannot comply with his duties, the term of office for that officer will be end at the same time as the other officers or the the time, the term of his/her predecessor expires.

3. Irrespective of the preceding two clauses, the term of office of an officer may be extended until the next General Assembly when, and if, a successor has not been designated by the time the officer' s term of office expires, that is, on the day following the last day of his normal term of office.

(Filling in vacant positions)

Article 17

When more than one third of the executive officers or inspectors are not available anymore, their positions shall be filled without delay.

(Dismissal)

Article 18

When an officer falls into one of the situations described in the following cases, that officer can be dismissed by a decision of the General Board Meeting. However, before being dismissed, the officer shall be given an opportunity to explain himself.

1. When it becomes obvious that for health reasons, either physical or mental, an officer can no longer fulfill his functions.
2. When the officer is in breach of duty or when his behavior hinders the work of other officers.

(Remuneration etc.)

Article 19

1. An officer can be remunerated but his remuneration shall not exceed 1/3 of the total payroll.
2. An officer can be compensated for expenses required for the execution of his duties.
3. The chairman of the Board of Directors can define the respective amounts related to the two preceding clauses independently from the Board of Directors.

(Personnel)

Article 20

1. The corporation shall have a director of personnel and other administrative employees, as required by its activities.
2. The chairman of the Board of Directors appoints and dismisses the personnel.

Chapter 5

(General Meetings)

Article 21

The corporation will hold two kinds of general meetings:
Ordinary General Meeting and the Extraordinary General Meeting.

(Constitution of the General Meeting)

Article 22

A General Meeting is a meeting attended by regular members.

(Functions of a General Meeting)

Article 23

A general meeting rules on the following matters.

1. Changes in the Statutes of the Corporation
2. Dismissals
3. Mergers
4. Changes in the business plan or the budget,
5. Settlement of accounts and reports on the accounts.
6. The appointment of officers, their dismissal and their remuneration.
7. The fees for admission and possible further necessary contributions.
8. Cancellation of debts (except for short-term loans to be repaid within the fiscal year as defined in article 50 of the Law and about contracting new loans.
9. About the secretariat and management.
10. About all other important management issues

Article 24

1. An Ordinary General Meeting shall be held at least once every year at the end of the fiscal year.
2. An Extraordinary General Meeting shall be convened in any of the following circumstances:
 - (1) When the Executive Board of Directors summons an extraordinary meeting.
 - (2) When 1/3 or more of the Regular Members submits a written request for a meeting. Such a request shall specify the points to be considered.
 - (3) When according to paragraph 4 clause 4 of article 15 and inspector requested and Extraordinary General Meeting.

(Convocation)

Article 25

1. Except the cases that fall under Article 24 paragraph 2 No. 3, it is the chairman of the board who convenes a general meeting
- .2. When a chairman of the board receives a request according to article 24 paragraph 2 No. 1

and 2, the chairman shall convoke a meeting within 45 days of the reception of the request.

3. The convocation notice to a General Meeting shall indicate, the place, time and purpose of the meeting as well as the points to be debated. The chairman of the board shall insure that the notification reaches everyone concerned no less than five days before the date of that meeting.

(Chairperson)

Article 26

The chairperson shall be elected by the Regular Members of the General Assembly.

(Quorum)

Article 27

A general meeting cannot be opened without the presence of at least 1/2 of the regular members.

(Resolutions)

Article 28

1. The general meeting cannot decide on matters that are not included in the notification previous to that meeting as stated in article 25 clause 3

2. The rulings and decisions of the general meeting are submitted to vote and need the approval of the majority of the regular members attending the meeting However, in case of a tie, the Chairman of the Board shall make the final decision.

(Right of a vote etc.)

Article 29.

1. All regular members have an equal right to vote.

2. In case a regular member cannot attend a meeting, for an unavoidable reason, he will notify the chairman of the board beforehand and give his opinion in writing on the points to be debated. He can also appoint another regular member as a substitute to represent him at the meeting.

3. The regular member who has voted according to Article 30, clause 1 and 2 or according to clause 51 shall be considered as having attended the meeting.

4. A regular member who has a special interest in a specific point to be deliberated at the general meeting, cannot take part in the proceedings regarding that specific point nor vote on any decision. on that matter.

(Minutes)

Article 30

The proceedings of a general meeting shall be recorded in minutes that will meticulously relate the following matters:

(1) The time and place of the meeting.

(2) The number of regular members attending the meetings and the persons who have recorded their vote. A signed attendance list and a voting list stating the names of those who have attended and voted through a proxy shall also be recorded.

(3) The minute shall describe the matters that were debated.

(4) An outline of the proceedings and of the deliberations and their results.

(5) The minute shall bear the signature of at least two officers in charge of writing them. The minutes shall also be signed by the chair of the meeting and by those who have been elected. The minutes shall be authenticated by the Chairperson.

Chapter 6

(Executive Board Composition)

Article 31

The Chairperson decides the composition of the Executive Board

Article 32

Besides the articles already defined in earlier articles, the Executive Board shall rule on the following.

1. On matters brought up at the general meeting.
2. On the executions of the decisions taken during the general assembly.
3. On the execution of matters that do not require the approval or decision of the general assembly.

(Organization of a general assembly)

Article 33

An Executive Board Meeting shall be held in any of the following cases:

1. When the chairman of the board convokes such a meeting.
2. When 1/5 of the Board of Directors requests a meeting. In that case the request shall be submitted in writing and state the purpose and matters to be dealt with at the requested meeting.
3. When according to article 14, clause 4 number 5, an inspector requests a meeting.

(Convocation)

Article 34

1. The Chairman of the Board convenes the meeting of the Executive Board.
2. When the chairman of the board receives a request for a meeting of the executive board, according to article 32 number 1 or 2, he shall convene an Executive Board Meeting within 30 days of receiving that request.
3. When convening an Executive Board Meeting, the chairperson shall notify in writing the persons concerned, stating the time, place and purpose of the meeting as well as the matters to be deliberated, no later than 7 days before the date of the meeting.

(Chairperson)

Article 35

The following articles apply to the Chairperson of the Corporation and the Chairperson of the Board of Directors.

(Resolutions)

Article 36

1. The resolutions taken during an Executive Board Meeting can only concern matters that have been notified beforehand, according to article 34 clause 3.
2. The resolutions of the Executive Board are decided by majority vote. In case the vote is a tie, the chairperson will make the final decision.

(Right of a vote etc.)

Article 37

1. Each director has an equal right to vote and all votes are equal.
2. In case a director cannot attend a meeting for some unavoidable reason, he shall communicate his vote in writing on the matters to be deliberated and of which he has been notified beforehand.
3. The director who has voted according to Article 38 clause 1 No.2 shall be regarded as having attended the meeting.
4. If a conflict of interests may concern one of the directors, that director cannot participate in the deliberations regarding that specific matter nor vote in the decision to be taken about it.

(Minutes)

Article 38

All meetings of the Executive Board shall be recorded in minutes indicating the following matters.

1. Time and place of the meeting.
2. Total number of directors attending the meeting and their names (If a vote has taken place the name of those who voted and their positions on the matters that were deliberated shall be recorded)
3. The minutes shall detail the matters that were discussed.
4. The proceedings and deliberations and their results.
5. Signature of the persons designated to write the minutes and articles regarding their respective responsibilities. There should be no less than two persons assigned to that task as designated by the chairperson. Those two persons and the Chair of the Board shall apply their seal or signature to the minutes of the meeting.

Chapter 7

(Assets and Accounting)

(Composition of the property)

Article 39

The items defined here below constitute the property of the corporation

1. The assets at the time the corporation was established as listed in the general inventory.
2. Admission fees and contributions.
3. Donations in either cash or articles
4. Income deriving from property.
5. Income resulting from the corporation's activities
6. All other income.

(Classification of assets)

Article 40.

The assets of the corporation are classified in two categories:

1. The assets necessary for non-profit activities.
2. The assets deriving from other activities.

(Management of property and assets)

Article 41.

The Chair of the Board of Directors manages the property of the corporation according to the decisions of the general assembly. However, the chairperson can take some decisions independently from the general assembly.

(Principles of Accounting)

Article 42

The accounting principles of the corporation shall be in accordance with its statutes and Article 27 of the Law

(Account classification)

Article 43

The accounts of the corporation are of two kinds: One kind deals with non-profit activities while the other deals with other kind of activities.

(Business plan and budget)

Article 44

The Chairman of the Board of Directors prepares the Business Plan for the corporation and presents

a Budget proposal. The plan and budget proposals must be approved by the general assembly before taking effect.

(Provisional budget)

Article 45

When, for an unavoidable reason, a budget cannot be approved in time by the General Assembly the chairperson can, momentarily, continue operations based on the budget of the previous fiscal year.

1. Receipts and payments can be carried out till the day the new budget is approved. However, for tax purposes, those receipts and payments will be dealt with as belonging to the new fiscal year and the new budget

(Setup and use of a Reserve Fund)

Article 46

1. A reserve fund must be set up in order to deal with cost overruns and unforeseeable expenditures. The provision for such a reserve fund can be included into the budget.

2. However, any use of the reserve fund must be previously approved by the Executive Board of Directors.

(Budget additions and rectifications)

Article 47

When for unforeseeable or unavoidable reasons the approved budget must be increased or modified this can be carried out through a decision of the General Assembly.

(Business reporting and settlement of accounts)

Article 48

1. An annual report on the corporation's management and activities accompanied by a financial statement of cash flow, a balance sheet and a general inventory must be elaborated by the chairperson. It must be revised by the inspectors and auditors and presented to the general assembly at the end of each fiscal year.

2. When the accounts show a surplus that surplus shall be transferred to the following taxable year.

(Accounting period)

Article 49

The accounting period of the corporation starts on April 1 and ends on March 31 of the following year.

(Exceptional circumstances)

Article 50

When it becomes necessary to borrow or to incur new debts or forgo rights not stated in the business plan or in the approved budget for that year such actions must be approved by the general assembly.

Chapter 8

Article 51

Changes in Statutes of the Association, dismissals or mergers, must be approved by more than 3/4 of the regular members of the corporation..

Except for such small matters as are specified in the 3rd clause of article 25, the changes specified hereafter must obtain the approval of the competent jurisdiction agency.

1. Change of the main office address or of the jurisdiction to which it belongs
2. Changes in the assets of the corporation.
3. Changes in public notification method.

(Dissolution of the association)

Article 52

1. The corporation is dissolved when any of the conditions listed below occur..

- (1) By a decision of the general assembly
- (2) When it becomes impossible to meet the targets of a non-profit organization
- (3) When regular members are lacking or defunct.
- (4) When merging with another corporation
- (5) When initiating a bankruptcy procedure
- (6) When local jurisdiction resigns the qualification of the corporation.

2. The corporation can only be dissolved according to article 1 through the consent of 3/4 of its regular members.

3. When the corporation is dissolved according to article 1 clause 2, an authorization of the local jurisdiction agency must be obtained.

(Attribution of residual property)

Article 53

In case the corporation is dissolved (Except through merger or bankruptcy) the residual property shall be transferred to a similar non-profit organization or to a public interest corporation according to Article 53 clause 3.

(Merger)

Article 54

When a merger is proposed, that merger must be authorized by the local jurisdictional agency and approved by more than 3/4 of the regular members of the general assembly.

Chapter 9

(Method of Public Notification)

Article 55

The Corporation shall publish its Notices in the Official Public Gazette of its its jurisdiction.

Chapter 10

(Miscellaneous Rules)

Article 56

Detailed rules about the management and business of the corporation will be decided by the Chairperson and the Board of Directors