

# **Governing Document for VOCAWAVES**

## **Non-charitable unincorporated association**

### **Without a wider membership**

#### **1. Name**

The name of the organisation is “VOCAWAVES” referred to as “the organisation” throughout this document.

#### **2. Aims/purpose**

The aims of the organisation are:

- i. To study and practice modern Japanese music culture, including the sub-culture of VOCALOID, in order to grow the public knowledge and appreciation of it outside of Japan.
- ii. To host public performances and promotional VOCALOID musical events worldwide.
- iii. To contribute back to the VOCALOID and communities we perform in as well as the wider environment through our activities.
- iv. To maintain and further the technology of holographic events and explore its possibilities.
- v. To assist other organisations with similar aims using technology.

#### **3. Formal Membership**

1. The committee members of the organisation will be the members of the organisation and have voting rights.
2. Any committee member who ceases to be a committee member automatically ceases to be a member of the organisation.
3. Committee membership is not transferable to anyone else.
4. Every committee member shall have one vote

#### **4. Associate members**

In addition to formal membership the organisation may have Associate members.

1. Associate membership is open to individuals who support the aims of the organisation, want to take part in its activities and meet the membership criteria.

**Or**

1. Associate membership is open to individuals who support the aims of the organisation
2. The committee may refuse an application for Associate membership if, acting reasonably and properly, they consider it to be in the best interests of the organisation:

- i. The committee must inform the applicant in writing of the reasons for the refusal within 21 days of the decision
  - ii. The committee must consider any appeal in writing the applicant may make about the decision
3. The committee decision following any written appeal must be notified to the applicant in writing but shall be final. In this clause and throughout this document “in writing” and “written” can include electronic methods of communication
4. Associate membership is not transferable to anyone else
5. Active Associate members must supply contact details to the committee to be used by group activity administration only.

## **5. Termination of Associate membership**

1. Associate membership is terminated if:
  - i. The Associate member dies
  - ii. The Associate member resigns in writing
  - iii. Any applicable Associate membership fees due are not paid with [three] months of being due
  - iv. The committee, acting reasonably and properly, deems termination of Associate membership is in the best interest of the organisation. The committee can only do this if:
    - a. The associate member has been given at least 21 days’ written notice of the committee meeting where the issue will be discussed and decided, including the reasons for the discussion
    - b. The associate member, or the Associate member’s representative (who does not have to be an Associate member of the organisation), has been allowed to submit a written statement to the meeting
    - c. The decision to terminate the Associate membership is communicated in writing within seven days of the meeting taking place

2. Any decision made by the committee to terminate Associate membership is final.

## **6. Committee**

All aspects of running the organisation will be governed and managed by a committee of no less than three individuals and no more than nine. The organisation will have at least the following officers:

- i. Chair

## **7. Appointment and election of the committee**

1. The first committee will be the people decided upon at the meeting where this governing document is adopted

<b>Name or nickname</b>	<b>Length or term</b>
David ***	3 years
Benjamin ***	3 years
Jordan ***	3 years
Rin ***	3 years

2. Apart from the committee members, every committee member must be elected by a majority vote at a properly convened committee meeting and will serve for a term of three years.
3. Anyone can be appointed to the committee if the existing members deem them to be a fit and proper person for the role with the required skill and experience
4. Each of the initial committee members can serve a maximum of twenty consecutive three-year terms.
5. Any committee member not included in the initial members can serve a maximum of two consecutive three-year terms.
6. A member can stand for re-election after a gap of two weeks after serving their maximum consecutive terms.

#### **8. Removal of committee members**

1. Committee members can be removed if:
  - i. They cease to be a member of the organisation
  - ii. They resign in writing
    - a. if the resignation means there will be less than three committee members the remaining committee members may only act to co-opt a third committee member
  - iii. They are absent without permission from all committee meetings held within a six-month period.
  - iv. A two-thirds majority of the committee, acting reasonably and properly, feel it is in best interests of the organisation. The committee can only do this if:
    - a. The committee member has been given at least 21 days' written notice of the committee meeting where the issue will be discussed
    - b. The associate member, or the committee member's representative (who does not have to be an Associate member of the organisation), has been allowed to submit a written statement to the meeting
    - c. The decision to terminate the committee membership is communicated in writing within seven days of the meeting taking place

2. Any decision made by the committee to terminate Associate membership is final.

#### **9. Payments to committee members**

1. Where it is in best interests of the organisation committee members can be paid for providing goods and services to the organisation
2. Any payment made will be no higher than the standard market rate.
3. Where a payment for goods and services is made to a committee member, that committee member must adhere to the conflict of interest and loyalties cause in this document.
4. No committee member will be paid for their role as a committee member in the organisation.

#### **10. Conflicts of interests and conflicts of loyalties**

1. Committee members must declare any conflict between their personal interests and the best interests of the organisation. Conflicts can include but are not limited to:
  - i. payments to a committee member to provide goods or services
  - ii. payments to a relative of a committee member to provide goods or services
  - iii. payments to a business interest of a committee member to provide goods or services
2. Where a conflict of interest has been declared the committee member will take no part in the organisation's decision-making process relating to the conflict of interest.

#### **11. Powers and Responsibilities**

1. The committee has ultimate legal responsibility for the organisation.
2. The committee can act in any lawful way to fulfil the aims of the organisation.

#### **12. Meetings and proceedings of the committee**

1. The committee will meet at least three times a year, whether in-person or via electronic methods.
2. Any committee member can request the Chair call a meeting outside of the minimum three per year. If requested to do so the Chair must call a meeting within 30 days of the request.
3. Three committee members or a third of all committee members (whichever is the greater) will be quorum for committee meetings.
4. No decision may be made by a meeting of the committee unless a quorum is present.
5. Decisions shall be made by the majority vote of those present at the meeting.
6. Minutes of all committee meetings will be kept and shared with the committee after the meeting.

7. Associate Members may be invited to attend committee meetings and make suggestions for the group. The committee may make collective decisions by electronic means outside of committee meetings. Any such decisions should be reported and minuted. at the next meeting.

### **13. Rules**

1. The committee can establish rules and procedures outside of this document to assist with the day to day running of the organisation.
2. Nothing in any rules or procedures will contradict anything in this document.

### **14. Finance**

1. The financial year shall end on 5<sup>th</sup> April 2024.
2. A bank account shall be opened in the name of the organisation; all payments will be authorised by any two committee members.
3. The organisation is a not-for-profit organisation, and any income and property of the organisation will be applied solely towards promoting the aims of the organisation as set out in this document.
4. The distribution of profits and assets among its members is expressly prohibited.
5. Payment of legitimate expenses is allowed.

### **15. Annual General Meeting (AGM)**

1. The first AGM will be called within 12 months of this governing document taking effect.
2. All subsequent AGMs will be within 15 months of the previous AGM.
3. Any normal committee meeting can be designated as the AGM.
4. All normal procedures for a committee meeting will apply to the AGM.
5. Associate members may be invited to attend the AGM but will not have a vote.
6. The AGM will include on the year's activities and the last set of finalised accounts at each AGM.

### **16. Accounts**

1. The financial accounts will be prepared after each financial year by the voted committee member and examined and scrutinised by a person who is independent of the committee.
2. The accounts will be presented at the AGM.

### **17. Alterations to the governing document**

The governing document may be amended by a two-third majority of the voting members present at an AGM.

### **18. Dissolution**

In the event of the organisation being wound up, any monetary assets remaining after the payments of debts and liabilities will be donated to a not-

for-profit organisation with similar objectives to the organisation. This will be decided by a vote of remaining committee members. No remaining monetary assets will be distributed to members.

**Document updated and effective as of 14/10/2023**