



**Constitution of the South African Suzuki Association**

**2016-06-30**

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SASA 17A Belgrave Road, Bryanston. [Suzuki.association.sa@gmail.com](mailto:Suzuki.association.sa@gmail.com). Registered NPO 134339NPO

## 1. NAME

- 1.1 The name of the Association is: The South African Suzuki Association.
- 1.2 Its shortened name is SASA. Hereinafter referred to as the organisation.

## 2. AREA

The area of operation shall be the Republic of South Africa in all provinces.

## 3. LOCATION

- 3.1 The Head Office shall be located at no. 17A Belgrave Road, Bryanston, Gauteng Province, South Africa.
- 3.2 Branches may be established in different areas or provinces as determined by the Board at the AGM.

## 4. LEGAL STATUS

The Organisation shall:

- Exist in its own right, separately from its members.
- Continue to exist even when its membership changes and there are different office bearers.
- Be able to own property and other possessions.
- Be able to sue and be sued in its own name.

## 5. MISSION

The organisation intends to establish and promote in South Africa the philosophy and teaching method of prof. Dr. Shinichi Suzuki, both in theory and in practice. Although the Suzuki method has enabled many



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children to play music to a high standard, the emphasis throughout is on the development of the whole child, on education through music. This goal is derived from and similar to the goals of the European Suzuki Association (“ESA”), with which the organisation is closely related.

## 6. AIMS AND OBJECTIVES

**The sole objective of the organisation shall reflect the following Public Benefit Activities as contained in Section 30(1) Part 1 of the Ninth Schedule of the Income Tax Act No. 58 of 1962 (“The Act”)**

- The provision of early childhood development services for pre-school children by teaching children the art and importance of music.
- Creating a nurturing and positive learning environment
- Promoting a high standard of teaching by trained teachers
- Encouraging the involvement of the parent thereby contributing to family stability
- Filling the gap of programmes addressing needs in education provision, learning, teaching, training and curriculum support at pre-schools, schools and educational institutions.
- Educational enrichment and outreach programmes for the poor and needy.
- To promote reconciliation, mutual respect and tolerance between the various peoples of South Africa.
- Encouraging and promoting Social interaction with other children both at home and abroad (Suzuki students from all over the world can communicate through the language of music).
- Advancement, promotion and preservation of the arts, culture and customs.
- To establish all necessary infrastructure and managerial procedures to assist in the reaching of the aforementioned goals.

## 7. INCOME AND PROPERTY

- 7.1 The organisation will keep a record of everything it owns.
- 7.2 The income and property of the organisation, shall be used solely for the promotion of its stated objectives.



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- 7.3 Funds must be invested for such future use, with an approved institution as defined in Section 1 of the Financial Services Board Act No 97 of 1990, or securities or investments approved by the Executive Office of the Financial Services Board and the Director of Non-Profit Organisations.
- 7.4 The members and office-bearers shall have no rights to the property or other assets of the organisation, solely by virtue of them being members or office-bearers.
- 7.5 No portion of the income or property of the organisation shall be paid or distributed directly or indirectly, to any person (other than in the ordinary course of undertaking any public benefit activity), or to any member of the organisation or the Board, except as:
- Reasonable compensation for services rendered to the organisation. Such compensation must be considered reasonable to the organisation and in relation to the services rendered, and shall not economically benefit any person in a manner which is not consistent with its objectives.
  - Reimbursement of actual costs or expenses reasonably incurred on behalf of the organisation. Such payment shall be approved by the Board.
- 7.6 The organisation may not grant any benefit from its income to any donor, office-bearer, member of the organisation or relative of the afore-mentioned, except in circumstances envisaged above.
- 7.7 The organisation may not make grants or loans to a donor, office-bearer, member of the organisation or relative of the afore-mentioned, which does not conform to the principal objectives of the organisation and does not comply with good Governance and the Public Funds Management Act (PFMA) No.29 of 1999.
- 7.8 No donation will be accepted which is revocable at the instance of the donor for reasons other than a material failure to conform to the designated purposes and conditions of such donation, including misrepresentation with regard to the tax deductibility thereof in terms of section 18A of the Act: Provided that a donor (other than a donor which is an approved public benefit organisation or an institution, board or body which is exempt from tax in terms of section 10(1)(cA)(i), which has as its sole or principal object the carrying on of any public benefit activity) may not impose any conditions which could enable such donor or any connected person in relation to such donor to derive some direct or indirect benefit from the application of such donation.





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- 7.9 The organisation may collect and receive monies raised by way of payment for work performed, service agreements, bequests, donations, collections or fundraising.
- 7.10 The organisation may acquire property when deemed needed on agreement of the AGM. Other smaller assets may be acquired on the agreement of the management committee. Donations of assets will be gladly accepted.
- 7.11 No resources will be used, directly or indirectly, to support, advance or oppose any political party.

## **8. MEMBERSHIP and GENERAL MEETINGS**

- 8.1 Membership fees are paid annually by A-members, B-members and C-members at a rate determined by the AGM. (See 8.2 below for an explanation). Membership fees may vary for different membership (sub) categories as well as for members from different regions or provinces.
- 8.2 SASA has A-members, B-members and C-members, honorary members, and contributors. The A- and B- members are voting members, whereas C-members are non-voting members. The A-, B- and C-members are called “ordinary members” and this classification is similar to the ESA member categories:
  - a. A-members are fully qualified Suzuki teachers (ESA-level 5 (ESA Diploma) or a diploma recognized as equivalent by the ESA Management committee).
  - b. B-members are all the other teachers, divided into:
    - B1-members: Suzuki teachers with ESA level 3 or 4 (ESA accreditation)
    - B2-members: Suzuki teachers with ESA level 1 or 2
    - B3-members: those who are in training for ESA-level 1 and other music teachers with no formal Suzuki qualification.
  - c. C-members are all other natural persons including those who take Suzuki lessons and/or their parents, and any other interested individuals.
- 8.3 Should ESA decide to change the member category classification, the organisation’s Management committee may decide to adopt such changes without having to change this constitution.



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- 8.4 Written application should be made on the prescribed form to the Management Committee to become a member of SASA. Any refusal of such application may be overturned by the Management committee at an AGM.
- 8.5 Honorary memberships are awarded to those who have contributed in any extraordinary manner to organisation after nomination therefore by the Management Committee and subsequent approval thereof at the AGM.
- 8.6 “Contributors” are natural persons or other legal bodies who subscribe to the goals of the organisation and support the organisation financially or in kind.
- 8.7 Membership terminates upon:
  - a. the death of a member;
  - b. written termination by the member. The membership then ends at the end of the financial year, in which the termination took place, provided the termination was made at least one month before the end of the financial year; otherwise membership ends at the end of the next financial year, unless otherwise determined by the Board;
  - c. written termination by the Management committee. This termination may occur when a member no longer fulfils the requirements of this constitution set out for membership; when a member fails to meet his/her obligations to organisation; and also when the Management committee in its discretion deems it reasonably necessary to discontinue such member’s membership;
  - d. expulsion of the member by the Management committee when a member acts contrary to the constitution, byelaws or decisions of the Organisation or if the member causes unreasonable harm to organisation. In case of expulsion the Management committee, as soon as possible, notifies the member in question by registered mail, stating the reasons for expulsion. The member may within one month after receipt of such notification appeal the expulsion in writing to the AGM. The decision of the AGM is binding upon the member and the Board. During the period between the decision to expel until a decision to the appeal has been reached, the member is suspended; and
  - e. when membership ends during the financial year, the annual membership fee is still owed for the entire financial year unless the Management committee determines otherwise.
- 8.8 Contributors pay an annual donation of which the minimum is determined by the AGM.



## 9. MANAGEMENT

- 9.1 A management committee will manage the organisation. The management committee will be made up of not less than 6 members. They are the office bearers of the organisation.
- 9.2 At least three persons of the management committee, who will not be connected persons in relation to each other, will accept fiduciary responsibility. The three fiduciary officials will be the treasurer and any other two persons from the management committee, preferable the chair person and the secretary.
- 9.3 Office bearers will serve for one year but they can stand for re-election for another term in office after that. Depending on what kind of services they give to the organisation, they can stand for re-election into office again and again. This is so long as their services are needed and they are ready to give their services.
- 9.4 If a member of the management committee does not attend three management committee meetings in a row, without having applied for and obtained leave of absence from the management committee, then the management committee will find a new member to take that person's place.
- 9.5 The management committee will meet at least once a month. More than half of the members need to be at the meeting to make decisions that are allowed to be carried forward. This constitutes a quorum.
- 9.6 Minutes will be taken at every meeting to record the management committee's decisions. The minutes of each meeting will be given to management committee members at least two weeks before the next meeting. The minutes shall be confirmed as a true record of the proceedings, by the next meeting of the management committee, and all thereafter be signed by the chairperson.
- 9.7 The organisation has the right to form sub-committees. The decisions that sub-committees take must be given to the management committee. The management committee must decide whether to agree to them or not at its next meeting. This meeting should take place soon after the sub-committee's meeting. By agreeing to these decisions, the management committee ratifies them.





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- 9.8 No single person directly or indirectly controls the decision making powers of the organisation.
- 9.9 All members of the organisation have to abide by decisions that are taken by the management committee.
- 9.10 The organisation will invite distinguished people onto an advisory Management committee who will meet periodically, (at least twice a year) to offer assistance, advice and networking contacts to the management committee.

## **10. POWERS OF THE ORGANISATION**

- 10.1 The management committee may take on the power and authority that it believes it needs to be able to achieve the objectives that are stated in Section 6 of this constitution. Its activities must be carried on in a non-profit manner and with an altruistic or philanthropic intent. These activities must abide by the law.
- 10.2 The management committee has the power and authority to raise funds or to invite and receive contributions.
- 10.3 The organisation may not accept donations which are revocable at the instance of the donor, for reasons other than a material failure to conform to the designated purposes and conditions of such donation. This includes any misrepresentation with regard to the tax deductibility thereof in terms of Section 18A, provided that a donor (other than a donor who is an approved Public benefit organisation or an institution, board or body which is exempt from tax in terms of section 10(1) (c) (i), which has as its sole or principal object, the carrying out of any public benefit activity) may not impose any conditions which could enable such donor or any connected person in relation to such donor to derive some direct or indirect benefit from the application of such donation.
- 10.4 The management committee does, however, have the power to buy, hire or exchange for any property that it needs to achieve its objectives.
- 10.5 The management committee has the right to make by-laws for proper management, including for application, approval and termination of membership.





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- 10.6 The management committee will decide on the powers and functions of the office bearers.
- 10.7 The organisation will have the powers with regards to its relationship with the ESA:
  - a. Conclude the necessary licensing agreements with ESA in order to utilise the Suzuki name in South Africa.
  - b. Implement, as completely as SASA's resources will allow, all clauses of such licence agreements including specifically the protection of the names Suzuki, Suzuki-method, Suzuki-teacher and similar designations.
  - c. Maintain contact and exchange information with ESA and other sister organisations in other countries.
  - d. Organise workshops for Suzuki students and parents.
  - e. Organise teacher meetings.
  - f. Further good Teacher Training.
  - g. Further positive publicity of the Suzuki method.
  - h. Supply information of the Suzuki Method to interested parties.

## **11. MEETINGS AND PROCEDURES OF THE COMMITTEE**

- 11.1 The management committee must hold at least two ordinary meetings each year.
- 11.2 The chairperson, or two members of the committee, can call a special meeting if they want to. But they must let the other management committee members know the date of the proposed meeting no less than 21 days before it is due to take place. They must also tell the other members of the committee which issues will be discussed at the meeting. If, however, one of the matters to be discussed is to appoint a new management committee member, then those calling the meeting must give the other committee members not less than 30 days notice.
- 11.3 The chairperson shall act as the chairperson of the management committee. If the chairperson does not attend a meeting, then members of the committee who are present choose which one of them will chair the meeting. This must be done before the meeting starts.
- 11.4 There shall be a quorum whenever such a meeting is held. (See 9.4)
- 11.5 When necessary, the management committee will vote on issues. If the votes are equal on an issue, then the chairperson has either a second or deciding vote.



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- 11.6 If the management committee thinks it is necessary, then it can decide to set up one or more sub-committees. It may decide to do this to get some work done quickly, or conduct an inquiry. There must be at least three people on a sub-committee. The sub-committee must report back to the management committee on its activities. It shall do this regularly.

## 12. ANNUAL GENERAL MEETINGS

The annual general meeting must be held once every year, after the end of the organisation's financial year.

The following procedure is to be followed:

- 12.1 The Annual General Meeting (AGM) is held after at least two weeks' written notice (hereafter all reference to written correspondence includes electronic mail) thereof is given to all members in good standing (i.e. who have paid all outstanding membership fees).
- 12.2 The Chairperson of the Management committee, or in his absence the Deputy Chairperson, acts as Chairperson of the AGM.
- 12.3 The organisation should deal with the following business, amongst others, at its annual general meeting:
- a. Agree to the items to be discussed on the agenda.
  - b. Write down who is there and who has sent apologies because they cannot attend.
  - c. Read and confirm the previous meeting's minutes with matters arising.
  - d. Chairperson's report.
  - e. Treasurer's report, including Audited Financial Statement.
  - f. Changes to the constitution that members may want to make.
  - g. Elect new office bearers.
    - i. Elects representatives to the ESA plus a deputy representative (known as Country Director and Deputy Country Director). Both shall preferably be A members, but they shall in any case be members;
    - ii. Elects members of the Management Committee
    - iii. Procedure for election of office bearers of the management committee:
      - Person is nominated by an independent party



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- Person is asked whether they are willing to stand
  - If they are willing, then the nomination is seconded by a different person
  - The person is now elected
- iv. The management committee shall decide on the portfolio of each office bearer in the next meeting after the AGM
- h. Appoints Auditors/Accounting Officer as recognised in the Companies Act.
- i. Discusses policy and general items.
- j. General.
- k. Close the meeting.
- 12.4 Unless this constitution states otherwise, all decisions at all meetings are taken with an absolute majority of votes of unsuspended members present at the meeting.
- 12.5 Other voting rules are:
- a. Each member has one vote.
  - b. No member shall be entitled to vote unless all moneys presently payable by him to the organisation have been paid.
  - c. Votes are taken orally, except votes on the election of persons, which are taken in writing, unless the Chairperson makes a decision, not challenged by the meeting, to take a vote in a different manner.
  - d. Votes may be taken either personally or by written proxy.
  - e. Blank votes are disregarded.
  - f. If, in an election of persons, the first vote does not produce an absolute majority, a second vote is taken between the two candidates who received the highest numbers of votes in the first voting round. If thereafter, there is still no clear majority, the Chairperson will have a casting (second) vote.
  - g. The declaration of the chairperson that a decision has been taken and its content is recorded is conclusive.
  - h. If the correctness of said declaration is disputed immediately after it has been pronounced, a new vote is taken. The new vote annuls any legal consequences of the original vote.
- 12.6 Office-bearers or the management committee will:
- a. Not be liable for any of the obligations and liabilities of the organisation solely by virtue of their status as members of the management committee.





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- b. Not be personally liable for any loss suffered by any person as a result of an act or omission which occurs in good faith while the office-bearer is performing functions for or on behalf of the organisation.

### 13. FINANCES

- 13.1 An Auditor/Accounting Officer (as recognised in the Companies Act) shall be appointed at the annual general meeting. His or her duty is to audit and check on the finances of the organisation.
- 13.2 The treasurer shall arrange for all funds to be put into a bank account in the name of the organisation. The treasurer shall advise on investments for the organization, consulting different banks and institutions as appropriate.
- 13.3 The fiduciary officials and the appointed manager (treasurer), shall be the signatories to the bank account/s. Whenever funds are taken out of the bank account, the chairperson and at least two other members of the designated signatories must sign the withdrawal or cheque.
- 13.4 The treasurer's job is to control the day to day finances of the organisation. She/he shall verify transactions that have taken place and check accounts on a monthly basis. The Treasurer shall cause to prepare the organizations' Management Reports monthly and Financial Reports for Auditing/ reviewing on an annual basis.
- 13.5 The financial year of the organisation is 31 December each year. The organization's accounting records and reports must be ready and handed to the Director of Nonprofit Organisations within nine months after the financial year end.
- 13.6 If the organisation has funds that can be invested, the funds may only be invested with registered financial institutions. These institutions are listed in Section 1 of the Financial Institutions (Investment of Funds) Act, 1984. Or the organisation can get securities that are listed on a licensed stock exchange as set out in the Stock Exchange Control Act, 1985.
- 13.7 The purposes for which the funds of the organisation will be used are:
  - To arrange concerts, workshops and educational activities for our members;
  - To arrange Teacher Training for our teachers;





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- To facilitate the administration of the organisation;
- To promote the organisation's stated objectives.

#### **14. CHANGES TO THE CONSTITUTION**

- 14.1 The constitution of the organisation may be changed by decision taken at the AGM or any Special General Meeting specially called for that purpose. At least 21 days written notice to all members in good standing shall be given of any meeting at which an amendment to this Constitution will be proposed. Such notice shall include a copy of the proposal containing the exact wording of the proposed changes.
- 14.2 The decision to change the constitution requires a two-thirds majority of the valid votes cast at a meeting where at least two-thirds of the total number of members are present.
- 14.3 If the required number of members is not present, a new AGM is called within four weeks. In this meeting, regardless of the number of members present, a decision can be taken with the majority of at least two-thirds of the valid votes cast.
- 14.4 The quorum stipulated in 9.4 of this constitution is not required if the proposed changes solely contain the implementation of new or changed ESA rules.
- 14.5 The amendment to this Constitution comes into force immediately after the valid vote has been cast approving it. The Chairperson will secure the incorporation of the amendment into the constitution, a copy of which will be circulated to all members in good standing.
- 14.6 No amendments may be made which would have the effect of making the organisation cease to exist.
- 14.7 A copy of all amendments to the constitution, and the amended constitution shall be forwarded to the NPO Directorate and the Commissioner of the Tax Exemption Unit of the South African Revenue Service, within ten (10) working days of the amendment being effected.



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## 15. DISSOLUTION/WINDING UP

- 15.1 The organisation may close down if at least two-thirds of the members present and voting at a meeting convened for the purpose of considering such a matter, are in favour of closing down.
- 15.2 Upon dissolution, the Management Committee will liquidate all its assets and pay all its debts. The remaining assets will be transferred to –
- i) A public benefit organisation which has been approved in terms of section 30 of the Act.
  - ii) Any institution, board or body which is exempt from the payment of income tax in terms of section 10(1)(cA)(i) of the Act, which has as its sole object the carrying on of any public benefit activity, or
  - iii) Any department of state or administration in the national or provincial or local sphere of government of the Republic, contemplated in section 10(1) (a) or (b) of the Act.

## 16. APPROVAL AND RATIFICATION

**This constitution was approved and accepted by members of**

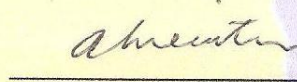
**THE SOUTH AFRICAN SUZUKI ASSOCIATION**

At a special general meeting held on

20/08/16

Day/Month/Year

  
\_\_\_\_\_  
Chairperson

  
\_\_\_\_\_  
Secretary