



SOUTH AFRICAN MUSICIANS SUPPORT ASSOCIATION  
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# THE CONSTITUTION OF THE SOUTH AFRICAN MUSICIANS SUPPORT ASSOCIATION

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## 1. NAME

1.1. The organisation hereby constituted will be called "The South African Musicians Support Association".

1.2. Its shortened name will "SAMSAA", (hereinafter referred to as the organisation).

## 2. BODY CORPORATE

2.1. The organisation shall:

2.2. Exist in its own right, separately from its members;

2.3. Continue to exist even when its membership changes and there are different office bearers;

2.4. Be able to own property and other possessions;

2.5. Be able to sue and be sued in its own name.

## 3. OBJECTIVES



**3.1.** The organisation's main objective is to provide access to a safety net of critical assistance to music people in times of need.

**3.2.** The organisation's secondary objective is to assemble connections to services and resources covering a wide range a personal, financial and personal emergencies.

**3.3.** Lastly SAMSA focuses the resources and attention of the music industry and broader musical community on human service issues that directly influence the health and welfare of musicians and the broader professional music community.

#### **4. GOVERNING STRUCTURE AND MECHANISM OF GOVERNANCE**

**4.1.** The Office Bearers will oversee the organisation. The Office Bearers will be made up of five members, Chairperson, Vice Chairperson, Treasurer, Secretary and one Member At Large. They are the Board of Governance of the organisation.

**4.2. Term of Office:** Office Bearers will serve for a period of one year, as agreed by the General Membership at an AGM, but may not hold office for more than three consecutive years. They can, however, after a period of one year, stand for office again, for a period again to not exceed three consecutive



years. They may stand for re-election for additional terms in office again and again, and may, during their open years, stand for election to an office just vacated. For this purpose, the three year limitation on office bearing would commence anew as applicable to the new office.

**4.3. Vacancies:** The Office Bearers must, as soon as reasonably possible, appoint someone to fill any vacancy that reduced the number of Office Bearers.

**4.4. Resignation:** An Office Bearer may resign in writing at any time.

**4.5. Disqualification or Removal:** If an Office Bearer does not attend three meetings in a row, without having applied for and obtained a leave of absence from the Board, then the Board will find a new member to take that person's place

## 5. POWERS OF THE ORGANISATION

**5.1.** The Board shall carry out the powers on behalf of the organisation and shall manage the affairs of the organisation in accordance with the resolutions of the members as shall be taken from time to time at General Meetings of the organisation.



**5.2.** The Board is responsible for making decisions, and acting on such decisions, which it believes it needs to make in order to achieve the objectives of the organisation as stated in point number 2 of this constitution. However, such decisions may not be against the resolutions of the members or contravene the law of the Republic of South Africa.

**5.3.** The Board shall have the general powers to:

**5.3.1.** raise funds or to invite and receive contributions;

**5.3.2.** buy, hire or exchange for any property or services it requires to achieve its objectives;

**5.3.3.** make by-laws for proper governance and management of the organisation;

**5.3.4.** form subcommittees as and when it is necessary for proper functioning of the organisation.

**5.4.** The Board may set up one or more sub-committees to divide labour, expedite projects or do any inquiry, to name examples.

**5.5.** The Board may delegate any of its powers or responsibilities to a sub-committee provided that:

**5.5.1.** such delegation and conditions are reflected in the minutes of the meeting;

**5.5.2.** at least one Office Bearer serves on the committee;



**5.5.3.** there are three or more people on a sub-committee;

**5.5.4.** the sub-committee reports back regularly to the Board.

**5.6.** The Board must approve in advance all expenditure incurred by the sub-committee, and at any time may revoke the delegation or amend the conditions of the sub-committee delegation.

## **6. MEETINGS**

### **6.1. Annual General Meetings (AGM)**

**6.1.1.** Stakeholders of the organisation must attend its annual general meetings.

**6.1.2.** The purpose of an Annual General Meeting (AGM) is to:

- Report back to stakeholders from the Office Bearers on the achievements and work of over the year.
- Make any changes to the constitution.
- Enable members to decide on the policies of the organisation.

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

**6.1.4.** The organisation should deal with the following business, amongst others, at its annual general meeting:

- Agree to the items to be discussed on the agenda.
- Write down who is there and who has sent apologies because they



cannot attend.

- Read and confirm the previous meeting's minutes with matters arising.
- Chairperson's report.
- Treasurer's report.
- Changes to the constitution that members may want to make.
- Elect new office bearers.
- General.
- Close the meeting.

## **6.2. Special General Meetings**

**6.2.1.** The Special General Meeting (SGM) or any other special meeting is held outside of the normal or regular meetings.

**6.2.2.** Special or extraordinary meetings can take the shape of an Annual General Meeting (AGM) or any ordinary meeting of members.

**6.2.3.** The Board or not less than one-third of the members may call a Special General Meeting of the organisation.

**6.2.4.** Special meetings may be called when the Board needs the mandate or guidance of the general members of the organisation to take up issues that require urgent attention and cannot wait until the next regular AGM or ordinary meeting.

## **6.3. Ordinary Meetings**



**6.3.1.** Ordinary members meetings are conducted to complete a standard order of business of the organisation. These are held once a quarter and are attended by the board.

**6.3.2.** The meetings of the Board will be held at least once a quarter or when a need arises from time to time to conduct the business of the Board.

#### **6.4. Notices of Meetings**

**6.4.1.** The Chairperson of the Board shall convene meetings. The Secretary must let all Board members know the date of the proposed meeting within a reasonable time, but not less than seven (7) days, before it is due to take place.

**6.4.2.** However, when convening an AGM, or a Special General Meeting, all members of the organisation must be informed of the meeting no less than fourteen (14) days before such a meeting.

**6.4.3.** Notices for all meetings provided for in this constitution must be given to relevant members in writing, either personally, by post or electronic communication or whichever manner it is convenient, to the address or other similar particulars provided by the members.

**6.4.4.** The notices for all meetings must indicate the reasons for the meeting and the matters that will be discussed in the meeting.

**6.4.5.** For confirmation of delivery, all notices sent to members at the latest known contact details shall be deemed to have been duly served on members, unless it can be proven otherwise.





**6.4.6.** All members present in person at any meeting shall be deemed to have received notice of such meeting.

## **6.5. Quorums**

**6.5.1.** Quorums for all meetings of the organisation shall be a simple majority (50% + 1) of relevant members who are expected to attend

**6.5.2.** However, for the purpose of considering changes to this constitution, or the dissolution of the organisation, then a two thirds (2/3) of the members shall be present at a meeting to make a quorum before a decision to change the constitution is taken.

**6.5.3.** All meetings of the organisation must reach a quorum before they can start.

**6.5.4.** If, however a quorum is not present within fifteen minutes of the appointed time of the meeting, the meeting must be adjourned or postponed to another date, within fourteen days thereafter.

**6.5.5.** If no quorum is present at the reconvened meeting within fifteen minutes of the appointed time, the members present shall be regarded to make up a quorum for that meeting and the meeting will continue as if a quorum is present.

## **6.6. Procedures at Meetings**

**6.6.1.** The Board may regulate its meetings and proceedings as it deems fit, subject to the following:



- That the Chairperson shall chair all meetings of the organisation, including that of the Board.
- That, if the Chairperson is not present, the Vice-Chairperson shall chair such meeting. In the event both are absent, the Board members present at the meeting shall elect a chairperson for that meeting.

### **6.7. Making decisions in meetings**

- 6.7.1.** Where possible, the decisions of the organisations shall be taken by consensus. However, when there is no consensus then members will discuss options for a while and then call for a vote.
- 6.7.2.** All votes shall be counted and the majority votes on an issues shall be regarded as the decision of the meeting
- 6.7.3.** However, if opposing votes are equal on an issue, then the chairperson in that meeting has either a second or a deciding vote.
- 6.7.4.** All members must abide by the majority decision
- 6.7.5.** Decisions concerning changes to this constitution, or of dissolution and closing down of the organisation, shall only be dealt with in terms of clauses 9 and 10 of this constitution.

### **6.8. Records of meetings**

- 6.8.1.** Proper minutes and attendance records must be kept for all meetings of the organisation.



**6.8.2.** The minutes shall be confirmed as a true record of proceedings by the next meeting of the Board, or of general members as the case may be, and shall thereafter be signed by the chairperson.

**6.8.3.** Minutes shall thereafter be kept safely and always be on hand for members to consult.

## **7. INCOME AND PROPERTY**

**7.1.** The organisation will keep a record of everything it owns.

**7.2.** The organisation may not give any of its money or property to its members or the Board. The only time it can do this is when it pays for work that an Office Bearer or member has done for the organisation. The payment must be a reasonable amount for the work that has been done.

**7.3.** The Board or a member of the organisation can only get money back from the organisation for expenses that she or he has paid for or on behalf of the organisation, and for which authorisation has been granted.

**7.4.** The Board or members of the organisation do not have rights over things that belong to the organisation.



## 8. FINANCES AND REPORTS

- 8.1. Bank Account:** The Board must open a bank account in the name of the organisation with a registered Bank.
- 8.2. Signing:** Cheques and other documents requiring signature on behalf of the organisation shall be signed by at least two persons authorised by the Board. Whenever funds are taken out of the bank account, the chairperson and at least two other members of the organisation must sign the withdrawal or cheque.
- 8.3. Financial year-end:** The financial year end of the Organisation shall be end of June each year.
- 8.4. Financial Report:** The Board must ensure that proper records and books of account which reflect the affairs of the organisation are kept, and within six months of its financial year a report is compiled by an independent registered Accounting Officer stating whether or not the financial statements of the organisation are consistent with its accounting policies and practices of the organisation.



- 8.5.** The Treasurer is responsible for making sure that the money of the organisation is safe and is accounted for
- 8.6.** The Treasurer must also make regular reports to the Board on the finances of the organisation, which should include all incomes, expenditures and balances that remain according to accounting practices of the organisation.
- 8.7.** 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 as shall be amended. Or the organisation can get securities that are listed on a licensed stock exchange as set out in the Stock Exchange Control Act, 1985 (as amended). The organisation can go to different banks to seek advice on the best way to look after its funds.

## **9. AMENDMENTS TO THE CONSTITUTION**

- 9.1.** The constitution can only be changed by a resolution. The resolution has to be agreed upon and passed by not less than two thirds (.) (or at least 67%) of the members who are at the annual general meeting or special general meeting. Members must vote at this meeting to change the constitution.



**9.2.** For the purpose of considering changes to this constitution, a two thirds (.) of the members shall be present at a meeting to make a quorum before a decision to change the constitution is taken. Any annual general meeting may vote upon such a motion, if the details of the changes are set out in the notice referred to in clause 6 of this constitution.

**9.3.** As provided for in clause 6, written notices must go out not less than fourteen ( 14 ) days before the meeting at which the changes to the constitution are going to be proposed. The notice must indicate the proposed changes to the constitution that will be discussed at the meeting.

**9.4.** No amendments may be made which would cause the organisation to close down or stop to function or die away.

## **10. DISSOLUTION/CLOSING DOWN**

**10.1.** The organisation may dissolve or close down if at least two thirds (.) of the members present and voting at a meeting convened for the purpose of considering such matter, are in favour of closing down.

**10.2.** When the organisation closes down it has to pay off all its debts. After doing this, if there is property or money left over it should not be paid or



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given to members of the organisation. It should be given in some way to another non-profit organisation that has similar objectives. The organisation's general meeting can decide what organisation this should be.

This constitution was approved and accepted by members of The South African Musicians Support Association.

At a special (general) meeting held on \_\_\_\_\_ Day/Month/Year

\_\_\_\_\_

Chair