



CONSTITUTION OF KRONENDAL MUSIC ACADEMY OF HOUT BAY

1. PREAMBLE AND ADOPTION OF AMENDED CONSTITUTION

- 1.1. The Kronendal Music Academy Projects are multifaceted programmes of human enrichment for children, youth and adults living within communities in the Western Cape.
- 1.2. These projects support the education, training, and preservation of musical culture within the communities.
- 1.3. This commitment, enshrined in this constitution, reflects the involvement of concerned Capetonians and educators who have forged together a community that is open, dedicated and deeply concerned with education in, and the preservation of, musical culture.
- 1.4. The Kronendal Music Academy was established on 01 January 2007. This amended and updated constitution is adopted by its members.

2. DEFINITIONS

- 2.1. The following words and phrases shall, unless the context otherwise requires or the contrary intention shall clearly appear, have the meanings assigned to them hereunder:
 - 2.1.1. Organisation means the Kronendal Music Academy residing at 153 Empire Avenue, Hout Bay;
 - 2.1.2. Founding Members shall mean those members who by agreement formed the Organisation;
 - 2.1.3. Board shall mean the Governing Body of the Organisation;
 - 2.1.4. Founder - Miss Dwynne Griesel;
 - 2.1.5. Teachers shall mean persons whether employed by the Organisation or not who provide music lessons to the learners;
 - 2.1.6. Staff shall mean personnel employed by the Organisation who work in organisational capacity;
 - 2.1.7. Pupils shall mean learners at the Organisation who shall be required to pay the determined lesson fees to the teachers of the Organisation, or be funded by the Organisation.

3. TITLE, DOMICILE, AND ESTABLISHMENT

- 3.1. The organisation is called The Kronendal Music Academy.
- 3.2. The Organisation's shortened name is KMA.
- 3.3. The Organisation will be formed by the Founding Members.
- 3.4. In terms of the common law of South Africa, this Voluntary Association was constituted and established by agreement between its members for a non-profit purpose as stated in this amended document. The Organisation is a body corporate with its own legal identity and shall:

- 3.4.1. exist in its own right, separately from its office-bearers and members;
- 3.4.2. continue to exist notwithstanding changes to the composition of its membership or office bearers;
- 3.4.3. be able to own property, including immovable property and other possessions;
- 3.4.4. be able to sue and be sued in its own name.

4. AIMS AND OBJECTIVES

4.1. The Organisation's main objective is to support the physical, mental and emotional well-being of children and young people, facilitating healing and equipping them with skills, tools and the resilience and self-confidence required to thrive, be employable, and break the cycle of poverty and raise their own children well. This object shall be achieved by, inter alia:

- 4.1.1. Offering music education in a safe and nurturing environment which allows for the personal growth alongside education in, and preservation of, musical culture;
- 4.1.2. Providing a well-rounded music education which is accessible, builds learning skills, supports success in school and encourages the achieving of excellence;
- 4.1.3. Integrating and including young people in joint musical endeavours and community musical activities such as bands, ensembles and groups;
- 4.1.4. establishing and maintaining educational and vocational training facilities for youth and adults; creating an ethos conducive to the facilitation and development and preservation of musical skills and appreciation; and
- 4.1.5. co-ordinating activities and events and co-operating with organisations and institutions with similar aims.

4.2. The Organisation's activities in musical education will also have the following impact:

- 4.2.1. uniting different cultures through music;
- 4.2.2. enriching the lives of communities, especially the young people, through music education, performance and collaboration; and
- 4.2.3. contributing to a sense of pride to communities, through the sharing and enjoyment of musical activities.

4.3. The object describes the ambit and types of the public benefit activities (as defined in the Ninth Schedule to the Income Tax Act 58 of 1962, as amended ["the Income Tax Act"]) which the Organisation intends to carry out.

4.4. The public benefit activities of the Organisation shall be carried out in a non-profit manner and with an altruistic or philanthropic intent and the public benefit activities of the Organisation shall be for the benefit of or widely accessible to the general public at large.

5. POWERS

5.1. The Organisation shall have the same legal powers and capacity as an individual would, which are necessary to achieve its main and supplementary objects:

5.1.1. except to the extent necessarily implied by its stated objects;

5.1.2. except to the extent that a juristic person is incapable of exercising such a power or having such a capacity; and

5.1.3. subject to the restrictive conditions and other limitations or qualifications, as are contained in this constitution.

5.2. The powers of the Organisation may only be executed in accordance with the main object of the Organisation.

6. MEMBERSHIP

6.1. Membership of the Organisation shall consist of but not be limited to:

6.1.1. alumni, being those pupils who are no longer participating in or benefices of the work of the Organisation;

6.1.2. parents who are up to date with their fees and are in good standing with the Organisation, shall be voting members;

6.1.3. individuals and/or organisations, who shall be invited by the Board to join the Organisation as members, provided they are able to offer the Organisation a service in return for such membership; and

6.1.4. any other category of members as unanimously agreed to by the Board.

6.2. Every member shall be bound by this constitution.

7. TERMINATION OF MEMBERSHIP

7.1. Membership of the Organisation shall cease if:

7.1.1. the member gives written notice of their resignation to the Organisation;

7.1.2. the member dies or is declared incapable of managing their own affairs in terms of a court order;

7.1.3. the Organisation receives notification of the dissolution of an organisational member; or

7.1.4. the member is removed by a resolution of two thirds of the members. Provided that the member has been given an opportunity to make written or verbal representations at a meeting of members before the vote to remove is taken.

8. GENERAL MEETINGS

8.1. The Organisation shall, on or before the 30th day of April, in each year, hold a general meeting known as its annual general meeting ("AGM"), in addition to any other general meetings during that year.

8.2. All general meetings of the Organisation shall be held, subject to the provisions of sub-clause 8.1 of this clause, at such time as the Board shall decide from time to time and at such venue as the Board shall decide from time to time.

- 8.3. General Meetings of the Organisation may be conducted face-to-face or through electronic media which allows members to be present and participate.
- 8.4. The Board may, whenever they think fit, convene a general meeting of the Organisation and shall be obliged to convene a general meeting of the Organisation if called upon to do so by not less than 10 members of the Organisation.
- 8.5. All general meetings of the Organisation shall be called by 21 days notice in writing. In each case, the notice shall specify the place, the day and the hour of the meeting and, in the case of special business, the general nature of that business and in the case of a Special Resolution, the terms and effect of the resolution and the reasons for it to all members.
- 8.6. Notice of meetings shall be given to all members by email or other electronic means. The accidental omission to give notice of any meeting or any resolution, or to give any other notification, or present any document required to be given or sent in terms of this constitution, or the non-receipt of any such notice, notification or document by any member, shall not invalidate the proceedings at, or any resolution passed at, any meeting.

9. QUORUM

- 9.1. No business shall be transacted at any meeting of the members of the Organisation unless a quorum of not less than 10% of the members are present when the meeting proceeds to business.
- 9.2. If within half an hour from the time appointed for the holding of a meeting of members, a quorum is not present, the meeting shall be adjourned to the same day in the following week at the same place and time, or such other place as the Chairperson shall appoint, and if at such adjourned meeting a quorum is not present within half an hour of the time appointed for holding the meeting, the members present shall be the quorum.

10. AGENDA

- 10.1. In addition to any other matters to be dealt with at an annual general meeting, the following matters shall be dealt with at every annual general meeting:
- 10.1.1. the consideration of the Chairperson's report;
 - 10.1.2. the election of the Board;
 - 10.1.3. the consideration of any other matters raised at the meeting including any resolution proposed for adoption by such meeting, and the voting upon any such resolutions; and
 - 10.1.4. the consideration of the report of the Auditors of the Organisation.

11. PROCEDURE AT GENERAL MEETINGS

- 11.1. The Chairperson shall preside at all general meetings, provided that should they not be present within five minutes after the time appointed for the holding thereof, then the Vice- Chairperson shall act as Chairperson at such meeting.
- 11.2. All general meetings shall be conducted in accordance with generally accepted practice.

12. VOTING

- 12.1. Subject to the provisions of this constitution, every member shall be entitled to be present or to vote at any general meeting of the Organisation.
- 12.2. Every voting member shall be entitled to have one vote.
- 12.3. At any general meeting, a resolution put to the vote of the meeting shall be decided by a show of hands, unless prior to or on the declaration by the Chairperson of the result of the show of hands, a poll is demanded by any person entitled to vote at such meeting.
- 12.4. Every resolution and every amendment of a resolution proposed for adoption by a general meeting shall be seconded at the meeting and, if not seconded, shall be deemed not to have been proposed.
- 12.5. A resolution shall be carried on a simple majority of all the votes cast thereon. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the general meeting shall be entitled to a casting vote in addition to his deliberative vote (if any), bearing in mind that the Chairperson should at all times maintain a neutral stance.
- 12.6. Minutes and attendance registers of general meetings shall be kept.

13. THE MANAGEMENT OF THE ORGANISATION

- 13.1. The control and management of the Organisation shall vest in the following bodies:
- 13.1.1. the Board; and
 - 13.1.2. the Chief Executive Officer.

14. THE BOARD

- 14.1. The affairs of the Organisation shall be managed and controlled by a Board ("The Board").
- 14.2. The Board shall consist of not fewer than five and not more than 10 persons elected by the voting members provided that at least three of the Board members shall not be 'connected persons' in relation to each other (as defined in the Income Tax Act).
- 14.3. No single person shall directly or indirectly control the decision-making powers of the Organisation.
- 14.4. The Chief Executive Officer of the Organisation shall remain a permanent member of the Board for as long as they hold that position.
- 14.5. The Board shall, at the first Board meeting amongst themselves, appoint a Chairperson, Vice Chairperson, a Secretary and a Treasurer.
- 14.6. The Patron of the Organisation, upon appointment, and other major donors may, by invitation of the Chairperson, attend Board meetings as observers but shall not have voting rights.

15. TERMS OF OFFICE

- 15.1. A Board member nominated and appointed shall hold office for a period of three years, renewable for a second three-year period as the Board may determine. No Board member shall serve more than six consecutive years without a minimum ineligibility period of 12 months.
- 15.2. The Chairperson shall not hold office for more than two consecutive one-year terms unless the Board adopts a special resolution extending the term of office of the Chairperson. Such a resolution shall be in writing and shall be signed by all the members of the Board.
- 15.3. A Board member may resign at any time by notice in writing to the Chairperson.
- 15.4. Membership of the Board shall cease automatically under the following circumstances. If they:
- 15.4.1. are declared incapable of managing their own affairs;
 - 15.4.2. are convicted of any serious crime or any crime involving dishonesty;
 - 15.4.3. fail to attend three consecutive meetings of the Board without an apology and reasons acceptable to the Board; or
 - 15.4.4. hold office ex officio and ceases to hold the office which gave rise to their appointment, unless the Board determines otherwise.
- 15.5. Any vacancies on the Board may be filled by co-option by the Board subject to ratification by voting members at the next meeting of members.

16. MEETINGS OF THE BOARD

- 16.1. The Board shall meet on at least 14 days written notice of the meeting being given to each Board member not less than four times during the financial year of the Organisation.
- 16.2. Extraordinary meetings of the Board shall be held whenever the Chairperson deems such a course necessary and shall, through the Secretary on seven days' notice, advise all Board members of the date, place and agenda of such extraordinary meetings.
- 16.3. Decisions of the Board shall be taken wherever possible by consensus. If consensus cannot be reached, decisions shall be taken by simple majority of those present with the chairperson having a casting vote in the event of a tied vote.
- 16.4. Notice referred to in sub-clauses 16.1 and 16.2 above be in the form of a letter, or email setting out the business to be transacted at such meeting.

17. QUORUM OF THE BOARD

- 17.1. A quorum shall be 50 percent of the current Board. If no quorum is present, the meeting shall be adjourned and reconvened within seven days in order to establish a quorum, and if at such adjourned meeting a quorum is not present, shall be entitled to co-opt to the Board additional persons who will be available for future meetings so that the work of the Board can continue.

18. POWERS AND DUTIES OF THE BOARD

- 18.1. The Board shall have all the necessary powers to fulfil its aims and objectives, with special attention being given to the following to:
- 18.2. fulfil the legal requirements of the Director of Non-profit Organisations and the South African Revenue Services;
- 18.3. promote, assist, evaluate, and review the work of the Organisation;
- 18.4. ensure that proper records are maintained of everything owned by the Organisation;
- 18.5. acquire ownership of immovable property and to mortgage such immovable property;
- 18.6. enter into lease agreements in respect of movable and immovable property;
- 18.7. receive and accept donations to the Organisation subject to clause 21.9 and deposit such donations and other income in an accredited banking institution;
- 18.8. initiate and carry on fundraising activities both within and without the Republic of South Africa;
- 18.9. generally carry out all such things as may further the objectives and purposes of the Organisation. These shall include, but not be limited to:
- 18.10. create such sub-committees, both standing and ad hoc, as are deemed necessary to effect the objectives of the Organisation;
- 18.11. bring and defend legal proceedings on behalf of the Organisation and for that purpose to appoint any one or more Board members to sign and execute any necessary Power of Attorney; and
- 18.12. deal with the property and funds of the Organisation in conformity with its objects; provided however that the Board Members shall not be entitled to exercise any of the powers herein conferred on them unless so authorised by Resolution of the Board and the members shall be bound to perform or give effect to any directions given to them by Resolution of a General Meeting of Members or of the Board.

19. MINUTES

- 19.1. The Board shall keep proper minutes of all their meetings or cause such minutes to be kept. The minutes shall be signed by the Chairperson and the Secretary upon their approval at the next meeting. Originals shall be maintained in a proper binder/online folder and be available to all Board members, and to other interested persons with the prior approval of the Board.

20. FINANCIAL YEAR END

- 20.1. The Financial year of the Organisation starts on the 1st of January and ends on the 31st of December of the same year.

21. ACCOUNTS

- 21.1. The Board shall ensure that proper books of account are kept in which all transactions of the Organisation are duly recorded.
- 21.2. The annual financial statements of the Organisation shall at all times be open for inspection by the Board and donors of the Organisation and by any representative or the Auditor/s of the Organisation.

- 21.3. The annual financial statements of the Organisation shall, if so required by the Board, be audited as soon as possible after the end of the financial year of the Organisation by the Auditor appointed by the Board, who shall be a public accountant and auditor, and who shall not be a member of the Board
- 21.4. The Chairperson and Chief Executive Officer shall receive and sign the audited annual financial statements.
- 21.5. The Organisation's financial transactions shall be conducted by means of a banking account.
- 21.6. No activity will directly or indirectly promote the economic self-interest of any fiduciary or employee of Kronendal Music Academy otherwise than by way of reasonable remuneration.
- 21.7. The funds of Kronendal Music Academy will be used solely for the objects for which it was established or for investment for furtherance of these objects, no funds will be distributed to any person other than in the course of undertaking any 'public benefit activity' (as defined in the Income Tax Act) and no portion of the income or property of the Organisation shall be paid or transferred, or indirectly by way of dividend, bonus or otherwise howsoever, to the members or employees, provided that nothing herein contained shall prevent the payment in good faith of reasonable remuneration to any officer or servant or employee of the Organisation in return for services actually rendered to the Organisation.
- 21.8. No remuneration will be paid to any employee, office bearer, member or other person, which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered and has not and will not economically benefit any person in a manner which is not consistent with its objects.
- 21.9. 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 any misrepresentation with regard to the tax deductibility thereof in terms of section 18A: Provided that a donor (other than a donor which 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 principle 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 from the application of such donation.
- 21.10. The Organisation's income and property are not distributable to its members or office-bearers, except as reasonable compensation for services rendered. Members or office-bearers shall have no rights to the property or other assets of the Organisation solely by virtue of their being members or office bearers.
- 21.11. The Organisation shall not use its resources, directly or indirectly, to support, advance or oppose any political party.
- 21.12. The Organisation may not knowingly become a party to, or knowingly permit itself to be used as part of any tax avoidance scheme, being any transaction, operation or scheme of which the sole or main purpose is or was the reduction, postponement or avoidance of liability for any tax duty or levy which would have been or would have become payable by any person under the Income Tax Act or any other Act Administered by the Commissioner for the South African Revenue Services.
- 21.13. A member of the Organisation shall only be reimbursed by the Organisation for expenses that they have paid for on behalf of the Organisation and for which receipts acceptable to the auditors have been presented prior to reimbursement.

22. NON-LIABILITY OF BOARD MEMBERS

- 22.1. No Board members, co-opted member, patron or employee of the Organisation shall incur any personal liability in respect of acts or omissions done or omitted in good faith by or on behalf of the said Organisation.

23. AMENDMENTS TO THE CONSTITUTION

- 23.1. Provisions of this constitution may be amended and altered by a three quarters majority of current voting members provided that such amendments, alterations and additions in no way subvert the aims and objectives of the Organisation as stated herein.
- 23.2. Not less than 14 days' notice shall be given to each member of any meeting at which any amendment, alteration or addition is to be considered. The full text of any such proposed change must accompany the notice.
- 23.3. A copy of all amendments to the constitution, will be sent to the Commissioner for the South African Revenue Service.

24. DISSOLUTION

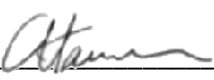
- 24.1. The Organisation may be dissolved if three quarters of the current voting members decide that the aims and objectives are not being satisfactorily achieved or have become unachievable. Not less than 21 days' notice shall be given of a meeting called to consider dissolution and the notice shall state clearly that dissolution and the disposal of assets shall be the business of the meeting.
- 24.2. Upon dissolution, any assets whatsoever remaining after all debts and liabilities have been satisfied must be transferred to another like Non-profit Organisation having similar objectives.
- 24.3. On dissolution of the Organisation, the remaining assets must be transferred to:
- 24.4. any similar public benefit organisation, which has been approved in terms of section 30 of the Act;
- 24.5. 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 or principal object the carrying on of any public benefit activity; or
- 24.6. 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 Income Tax Act.

25. EFFECTIVE DATE

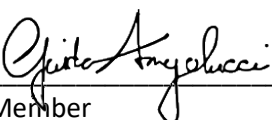
- 25.1. This amended constitution was approved by the members of the Kronendal Music Academy at a special meeting held on 05 August 2024




Chairperson




Vice Chairperson



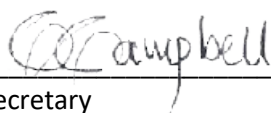
Member



Member




CEO



Secretary



Member



Member