



European Suzuki Association Limited

A company limited by guarantee and not having a share capital
Registered under English Law (Company No: 1476933)

Established 1978
Incorporated on the 4th day of February 1980.

BYLAWS

Article 1 NAME, PURPOSE, OFFICES

Section 1.0. **NAME** The name of the company is the European Suzuki Association Ltd.

Section 1.1. **PURPOSE** The European Suzuki Association, or ESA for short, is organised for educational purposes, more specifically to promote and protect the approach to the teaching of music and other subjects as defined by Shinichi Suzuki in his “Mother Tongue Method”, “SUZUKI™ Method” or “SUZUKI™ Approach” and to act as an umbrella organisation for this approach to education for national Suzuki associations and other members.

Section 1.2. **REGISTERED OFFICE** The registered office of the association is Gross Klein Wood, 26B, Tesla Court, Innovation Way, Peterborough, PE2 6FL England

Section 1.3. **ADMINISTRATIVE OFFICE** The administrative office of the association is at 45 Main Street, Upper Benefield, Peterborough PE8 5AN, United Kingdom.

Article 2 MEMBERSHIP

Section 2.0. **GENERAL** Membership is subject to approval by the Board of Directors and is available in the following categories:

- I
 - a) Full Membership is open to national Suzuki associations who meet the criteria set out in Section 2.2
 - b) Full members pay membership subscriptions to ESA based on the size of their own membership
- II
 - a) Affiliate Membership is granted automatically to all individuals who are members of national Suzuki associations, according to the categories set out in section 2.2 – IV
 - b) Individual Affiliate Members do not pay direct subscriptions
 - c) Individual Affiliate Members do not have a vote
- III
 - a) Associate Membership is open to:
 - (i) national Suzuki associations which have not yet established a Teacher Training programme.
 - (ii) Individuals living in countries in ESA’s area of operations where no national Suzuki association exists; or living outside ESA’s area of operations.
 - b) A national Suzuki association’s Associate Membership may be converted to Full Membership on the resolution of the Board of Directors and provided that a Teacher Training programme has been established.



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- c) Individual Associate Members do not have the right to become Full Members
- d) Associate Members pay subscriptions; but new national Suzuki associations may be exempted from paying until established, at the discretion of the Board of Directors.
- e) Associate Members do not have a vote

Section 2.1. AREA OF OPERATION For the time being, the ESA will restrict its area of operation to Europe, the Middle East and Africa. This area may be changed by decision of the Board of Directors in accordance with guidelines from the International Suzuki Association.

Section 2.2. CONDITIONS National Suzuki associations in countries in the ESA's area of operation are admitted as members by a majority vote of the Board of the ESA provided the following conditions are observed:

- I There is only one national Suzuki association ('the Association') in each country licensed to use the name "SUZUKI™" for its activities in accordance with the Name Agreement between the ESA and the International Suzuki Association (ISA)
- II The Association is constituted according to the laws of the country in which it operates and a copy of its Statutes (in English) is deposited with the ESA
- III The aims and objectives of the Association are in accordance with SUZUKI™ philosophies
- IV Membership of the Association is open to the following categories:
 - (a) A members - Fully qualified SUZUKI™ Teachers (ESA level 5 [ESA diploma]) or recognised qualification outside Europe (as determined by the ESA Board)
 - (b) B1 members - Accredited SUZUKI™ Teachers (ESA level 3 or 4 [ESA Accreditation])
 - (c) B2 members - SUZUKI™ teachers with ESA levels 1 and 2
 - (d) B3 members - Teachers with no formal SUZUKI™ qualification
 - (e) C members - All others.
- V Only qualified persons, those listed in clauses a, b, c, are entitled to describe themselves as SUZUKI™ Teachers.



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VI A quorum for membership meetings shall be expressly included.

Section 2.3. REMOVAL Membership of National Suzuki associations can be terminated as stipulated by law, these Bylaws, and the Articles of Association. A simple majority vote of the Board of Directors and a 75% majority vote at the Annual General Meeting is required for such a removal to take place.

Article 3 GOVERNANCE

Section 3.0. BOARD OF DIRECTORS The business and affairs of the ESA shall be managed by the Board of Directors, who shall be vested with all the powers of the company as to the management and control of the property, business and affairs of the company except as may be expressly limited by law, the Articles of Association or these Bylaws. Any determination by the Board of Directors shall be final and conclusive provided that no such determination shall be contrary to law.

Section 3.1. NUMBER, CATEGORIES OF DIRECTORS AND TERMS OF OFFICE

- I The Directors elected or appointed under Article 34 of the Articles of Association shall be
 - a) Country Directors
 - b) Officers appointed under Section 4
- II Country Directors are the representatives of national Suzuki associations admitted to membership under Section 2.2
- III Country Directors are required to be a member of the Board of the national Suzuki association they represent.
- IV Country Directors are nominated by the national Suzuki association of their country to serve for a period of three years. Retiring Country Directors are eligible to serve for a further three-year term.
- V If a Country Director ceases to be the representative of the country which nominated him or her, he or she shall cease to be the Country Director
- VI If a Country Director resigns or retires during his or her term of office, the national Suzuki association shall appoint a replacement who shall assume all the roles and responsibilities of a Director of the ESA.
- VII Country Directors are elected or re-elected every year at the Annual General Meeting.

Section 3.2. DEPUTIES national Suzuki associations which appoint a Country Director under section 3.1 above may nominate a Deputy to attend Board meetings of the ESA provided that proper notification is given to the ESA's Board prior to the meeting at which the nominated Deputy is due to attend.



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- Section 3.3. VOTES** All Directors have one vote on all issues put before the Board of Directors. Decisions are made by simple majority. Deputies may not vote on issues concerning finance or changes of Bylaws.
- Section 3.4. QUALIFICATIONS** In order to be Director, no person need be resident of the United Kingdom.
- Section 3.5. REMOVAL** Any elected Director may be removed from his position as Director as stipulated by law, these Bylaws and the Articles of Association. A simple majority vote of both the Board of Directors and the Annual General Meeting is required to for such a removal to take place.
- Section 3.6. VACANCY** Other than for Country Directors, any vacancy occurring in the Board of Directors caused by death, resignation, refusal of a person elected to assent to serve, removal or otherwise, shall be filled at the same or next meeting of the Board of Directors following the occurrence of such vacancy. Such vacancy shall be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum. A Director elected to fill a vacancy shall be elected for the unexpired term of his successor in such Directorship.
- Section 3.7. QUORUM** The presence of five Directors shall constitute a quorum for the transaction of business. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless otherwise specifically required or provided by law, these Bylaws and the Articles of Association. The Directors present at a duly organised meeting may continue to transact business until adjournment, notwithstanding the withdrawal of any Director or Directors whose departure might leave less than a quorum present.
- Section 3.8. MEETINGS** All meetings of the Board of Directors and all other meetings of the company shall be held in strict conformity with these Bylaws. Written minutes of all meetings will be maintained. Meetings of the Board of Directors are held at regular intervals as decided by the Board.
- Section 3.9. ANNUAL GENERAL MEETING** All Full Members of the ESA, which includes the Directors, have the right to receive notice of, attend and vote at the AGM. Depending on the nature of the business being discussed, decisions shall either be on the basis of a simple majority (for ordinary business) or a 75% majority (for special business). This meeting is the highest authority in the affairs of the company and elects its Board of Directors in accordance with other relevant Sections of these Bylaws. The Board of Directors of the ESA may have the right to postpone an Annual General Meeting in exceptional circumstances, provided that the laws regulating the holding of the Annual General Meeting are complied with.
- Section 3.10. COMMITTEES** The Board of Directors may appoint sub-committees from among its members which in each case shall have such duties, authority, rights and powers as in these Bylaws.



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Article 4 OFFICERS

- Section 4.0. NUMBER** The Officers of the company shall be a Chairperson, Deputy Chairperson, Treasurer and Honorary Secretary and additional Officers as required. Any two or more offices may be held by the same person except for the offices of Chairperson and Treasurer.
- Section 4.1. ELECTION AND TERM OF OFFICE** The Officers shall serve for a yearly term but shall be eligible for re-election. Election or appointment shall not create any contractual rights between the ESA and the Officer.
- Section 4.2. REMOVAL** Any officer or agent elected or appointed by the Annual General Meeting may be removed by the Annual General Meeting whenever in its judgement the best interest of the company would be served thereby, but such removal shall be in accordance with these Bylaws, the company's Articles of Association and English Law, and such removal shall be without prejudice to the common law contract rights, if any, of the person so removed.
- Section 4.3. VACANCIES** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.
- Section 4.4. PRESIDENT and VICE PRESIDENTS** The Board of Directors may create the post of President and one or more Vice Presidents. The President and Vice Presidents(s) shall not be members of the Board and have no vote. At the discretion of the Board the President and Vice-president(s) may be given the same voting rights as Deputies (3.3 above). These titles shall be given in recognition of the persons' service to the company and the SUZUKI™ movement. The President and Vice Presidents shall receive no compensation for their services aside from reimbursement of their reasonable expenses in connection with the performance of their duties as the Board of Directors may decide on from time to time.
- Section 4.5. CHAIRPERSON** The business of the Board of Directors may be presided over by a Chairperson. The Chairperson may be chosen from among the Directors or Officers, but can also be specially recruited from the outside for his or her special qualities valuable to the company. The Chairperson may be assigned such duties as the Board of Directors may determine, provided that these duties are not inconsistent with law, these Bylaws or the Articles of Association. The Chairperson is allowed to choose whether to use the title Chairperson or Chairman.
- Section 4.6. DEPUTY CHAIRPERSON** In the absence of the Chairperson or in the event of his/her inability or refusal to act or if the Board of Directors so chooses the Deputy Chairperson shall perform the duties of the Chairperson and then so acting shall have all the powers of and be subject to all the restrictions upon the Chairperson. The Deputy Chairperson shall perform such other duties as from time to time may be assigned him or her by the Chairperson or the Board of



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Directors. The Deputy Chairperson is allowed to choose whether to use the title Deputy Chairperson or Deputy Chairman.

- Section 4.7. TREASURER** The Treasurer of the company shall have the duties, responsibilities and authorities as set by the Board of Directors, these Bylaws and the Articles of Association.
- Section 4.8. HONORARY SECRETARY** The Honorary Secretary of the company shall have the duties, responsibilities and authorities as set by the Board of Directors, these Bylaws and the Articles of Association.
- Section 4.9. OFFICER** The Officer of the company shall have the duties, responsibilities and authorities as set by the Board of Directors, these Bylaws and the Articles of Association.
- Section 4.10. ADMINISTRATOR.** The Administrator of the company is hired by the Board of Directors for a term they will decide. The Administrator of the company shall have the duties, responsibilities and authorities as set by the Board of Directors, these Bylaws and the Articles of Association.
- Section 4.11 SIGNATURE REQUIRED.**
- a) The Administrator shall sign together with the Honorary Secretary or Deputy Chairperson or Chairperson when required or deemed advisable, certificates of membership of the ESA, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorised to be executed except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other Officer or agent of the company or shall be required by law to be otherwise signed or executed.
 - b) The Administrator may on his or her own sign cheques up to the amount of 800 Pounds Sterling. Sums over and above the sum of 800 Pounds Sterling must be countersigned by one of the following officers: the Chairperson, the Deputy Chairperson, Hon. Secretary or the Treasurer. The Officer countersigning must be another physical person if more than one of these offices is shared by the same person.
- Section 4.12. EMPLOYMENT AND OTHER CONTRACTS** The Board of Directors may authorise any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the company, and such authority may be general or confined to specific instances.
- Section 4.13. TITLES** The Board of Directors from time to time may confer on the Officers or employees of the company assigned to any operating division of the company, any other titles deemed appropriate. The designation of any such official titles for officers or employees assigned to operating divisions shall not be permitted to conflict in any way with any executive or administrative authority established from time to time by the company. Any employee so designated as an officer of an operating division shall have authorities, responsibilities, and duties with



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respect to his operating division corresponding to those normally vested in the comparable Officer of the company by these Bylaws, subject to such limitations as may be imposed by the Board of Directors.

Article 5 TEACHER TRAINING

Section 5.0. The power to decide on all and any matters pertaining to SUZUKI™ Teacher Training issues: contents and form for courses, appointment of SUZUKI™ Teacher Trainers and Instructors and all other related matters is delegated to the Board of Directors.

Section 5.1. The Board of Directors have adopted a set of rules pertaining to the issues in Section 5.0. titled "Teacher Training Manual, Examinations Manual and Appointments & Accreditation Manual". These rules as present and as amended from time to time by the Board of Directors form a part of these Bylaws as Appendices A, B and C.

Article 6 NAME AGREEMENT, NAME AGREEMENT SUB-LICENCE

Section 6.0. NAME AGREEMENT The ESA has the right to the name and servicemark of "SUZUKI™" in expressions such as "SUZUKI™ Method™" or alike, in accordance with the Name Agreement with the International Suzuki Association entered into on the 16th day of December 1992. The ESA in its area of operation as defined in Section 2.1. of these Bylaws has overriding rights to the name "SUZUKI™" in this context and this is observed and acknowledged by all members and shareholders of the ESA.

Section 6.1. NAME AGREEMENT SUB-LICENCE Provided that national Suzuki association members fulfil the requirement in Article 2 of these Bylaws, the ESA's Board of Directors may issue Name Agreement Sub-Licences to individual national Suzuki associations for a particular country as stipulated in the Name Agreement between the International Suzuki Association and the ESA.

Article 7 ACCOUNTING YEAR

Section 7.0. TERM The company shall operate for all purposes on an accounting year basis. Such year shall begin on the first day of January in each such year and end on the last day of December of the same year.

Article 8 AMENDMENT OF BYLAWS

Section 8.0. The power to institute, alter, amend or repeal Bylaws is vested in ESA's Board of Directors, though voting members of the ESA may propose motions at the AGM to institute, alter, amend or repeal any Bylaw. Until such resolution is passed the relevant Bylaw is fully effective and valid.



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Section 8.1. The power to alter, amend or repeal the Bylaws, or to adopt new Bylaws of the association in the case of all issues pertaining to SUZUKI™ Teacher Training, as expressed in Appendices A, B and C of these Bylaws (“Teacher Training Manual, Examinations Manual and Appointments & Accreditation Manual”) is delegated to the Board of Directors.

Article 9 INDEMNIFICATION

Section 9.0. The company shall indemnify any Director, Officer, agent or employee, or former Director, Officer, agent or employee of the company, or any person who may have served at its request as Director, Officer, or agent against expenses actually and necessarily incurred by him or her and any amount paid in satisfaction of judgements in connection with any action, suit or proceedings, either civil or criminal in nature, in which he or she is made a party by reason of being or having been such a Director, Officer, agent or employee at the time such costs or expenses are incurred by or imposed upon him or her, except in relation to matters as to which he shall be adjudged in such action, suit, or proceedings to be liable for negligence or misconduct in the performance of duty. The company may also reimburse to any Director, Officer, agent or employee the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of the Board of Directors not involved in the matter of controversy, whether or not a quorum, that it was to the interests of the company that such settlement be made and that such Director, Officer, agent or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such Director, Officer, agent or employee may be entitled by law or under any agreement, vote of members, or otherwise.

Article 10 DIVERSITY, INCLUSION AND AFFIRMATIVE ACTION

Section 10.0. The European Suzuki Association is an inclusive and affirmative action and equal opportunity institution. It encourages expression and appreciation of the diversity of its membership and does not discriminate on the basis of race, colour, religion, national origin, ancestry, sex, sexual orientation, gender expression, age, or disabled status in admission or access to, or treatment or employment in its programmes and activities. Unlawful acts of discrimination or harassment by members, Directors or staff of the ESA are prohibited. The Administrator shall promulgate practices and procedures to realise this policy.

Article 11 GENERAL PROVISIONS

Section 11.0. TERMS The use of the term “the company” or “ESA” in these Bylaws refers to the European Suzuki Association Ltd.



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- Section 11.1. DEPOSITS** All funds of the company not otherwise employed shall be deposited from time to time to the credit of the company in such depositories as the Board of Directors, by resolution may select.
- Section 11.2. BOOKS AND RECORDS** The company shall keep correct and complete books and records of its accounts and shall keep full minutes of the proceedings of the Members, the Board of Directors, and all committees, if any, and shall keep at its administrative office or principal place of business, or at the office of its transfer agent or registrar, a record of its Members, giving the names and addresses of all such Members.
- Section 11.3. ANNUAL STATEMENT** The Board of Directors shall present at each annual meeting of members a full and clear statement of the business and condition of the company including proposed projects, budgets and a reasonably detailed balance sheet, income statement and statement of accounts all in such form and manner as the Board of Directors may determine or as may be otherwise required.
- Section 11.4. RESIGNATION** Any Director, Officer or agent may resign by giving written notice to the Administrator or the Board of Directors. Such resignation shall take effect at the time specified therein, or immediately, if no time is specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- Section 11.5. INVALID PROVISIONS** If any parts of these Bylaws shall be held invalid or inoperative for any reason, then so far as possible and reasonable, the remaining part shall be valid and operative, and effect shall be given so far as possible to the intent manifested by the part held invalid or inoperative.
- Section 11.6. TABLE OF CONTENTS-HEADING** The Table of Contents and Heading used in these Bylaws have been inserted for administrative convenience and do not constitute matter to be construed in interpretation and construction.