

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

THE EUROPEAN SUZUKI ASSOCIATION LIMITED

1. The name of the Company (hereinafter called the Association) is
“THE EUROPEAN SUZUKI ASSOCIATION LIMITED”
2. The registered office of the Association will be situate in England.
3. The objects for which the Association is established are: -

To further the undertakings and practice of Dr Suzuki’s approach to education in Europe and in connection therewith, to facilitate contact internationally and particularly between Europe, America and Japan.
4. In furtherance of the said objects, but not further or otherwise, the Association shall have power: -
 - (a) To promote and organise workshops, summer Schools, Teacher Training courses and graduation of teacher trainees and children.
 - (b) To hold regular meetings for the purpose of exchanging information and maintaining contacts between individual countries and members.
 - (c) To publish a Teachers’ Directory and Newsletter.
 - (d) To provide a source of information about books, cassettes, video tapes relating to Dr Suzuki’s Talent Education methods.
 - (e) To grant pensions and retirement benefits to or for employees or former employees and to the widows, children and other dependants of deceased employees (who are in necessitous circumstances) and to pay or subscribe to funds or schemes for the provision of pensions and retirement benefits for employees and former employees their widows, children and other dependants.
 - (f) To undertake and execute any trusts which may lawfully be undertaken by the Association and which will further the objects of the Association.
 - (g) To subscribe to, become a member of, or amalgamate or co-operate with any other organisation, institution, society or body not formed or established for the purposes of profit (whether incorporated or not or whether in Great Britain and Northern Ireland or elsewhere) whose objects are wholly or in part similar to those of the Association and which by its Constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Association under or by virtue of clause 5 hereof.

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and as amended by Special Resolution on 21 September 2002
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- (h) To purchase and otherwise acquire and undertake all such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Association of any one or more of the charitable organisations, institutions, societies or bodies with which this Association is authorised to amalgamate.
- (i) To do all or any of the things hereinbefore authorised either alone or in conjunction with any other organisation, institution, society or body with which this Association is authorised to amalgamate.
- (j) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary for the promotion of its objects and to construct, maintain and alter any buildings or erections which the Association may think necessary for the promotion of its objects.
- (k) To conduct appeals for money or other gifts or for any other assistance for any of the purposes of the Association, and to solicit and accept subscriptions and donations (whether of real or personal property) and devise and bequests for any of the purposes of the Association.
- (l) To print and publish, or procure to be printed and published, and to circulate, or procure to be circulated (whether gratuitously or not) any newspapers, periodicals, magazines, books, pamphlets, leaflets, or other documents on subjects which are within the objects of the Association.
- (m) Subject to Clause 5 hereof to employ and pay any person.
- (n) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as may be thought expedient with a view to the promotion of its objects.
- (o) To borrow and raise money for the purposes of the Association in such manner and on such security as the Association may think fit.
- (p) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (q) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Association.
- (r) To establish and support or aid in establishment and support of any associations or institutions and to subscribe or guarantee money for charitable philanthropic or beneficial purposes in any way connected with or calculated to further any of the objects of the Association.
- (s) To do all such other lawful things as are necessary for the attainment of the above objects or any of them.

5. The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Association.

Provided that nothing herein shall prevent any payment in good faith by the Association

- (a) of reasonable and proper remuneration to any member, officer or servant of the Association for any services rendered to the Association;
 - (b) of interest on money lent by any member of the Association or its Council of Management or Governing Body at a reasonable and proper rate;
 - (c) of reasonable and proper rent for premises demised or let by any member of the Association or of its Council of Management or Governing Body;
 - (d) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Council of Management or Governing Body may be a member holding not more than 1/100th part of the capital of that company; and
 - (e) to any member of its Council of Management or Governing Body of out-of-pocket expenses.
6. The liability of the members is limited
7. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound.
8. If upon the winding-up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property to an extent as least as great as is imposed on the Association under or by virtue of Clause 5 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object.

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ARTICLES OF ASSOCIATION OF THE EUROPEAN SUZUKI ASSOCIATION LIMITED

INTERPRETATION

1. In these Articles: -

“**the Act**” means the Companies Act 1985 as amended by the Companies Act 1989 or any re-enactment or statutory modification of those Acts.

“**the seal**” means the common seal of the Association.

“**secretary**” means any person appointed to perform the duties of the secretary of the Association.

“**the United Kingdom**” means Great Britain and Northern Ireland.

“**address**” means in relation to electronic communications any number or address used for the purpose of such communications.

“**electronic communication**” means the same as in the Electronic Communications Act 2000.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in visible form.

Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these articles become binding on the Association.

MEMBERS

2. The subscribers to the Memorandum of Association and such other persons as the directors shall admit to membership shall be members of the Association.

GENERAL MEETINGS

3. The Association shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Association and of the next. Provided that so long as the Association holds its first Annual General Meeting within eighteen

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months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the directors shall appoint.

4. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
5. The directors may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by the Act. If at any time there are not within the United Kingdom sufficient directors capable of acting to form a quorum, any director or any two members of the Association may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the directors.

NOTICE OF GENERAL MEETINGS

6. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Association other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of the meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in general meeting, to such persons as are, under the Articles of the Association, entitled to receive such notices from the Association:

Provided that a meeting of the Association shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed-

- (a) in the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the members.
7. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

8. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the directors and auditors, the election of directors in the place of those retiring and the appointment of, and the fixing of the remuneration of the auditors.

9. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, three members present in person shall be a quorum.
10. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the directors may determine, and if at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting the members present shall be a quorum.
11. The chairman, if any, of the board of directors shall preside as chairman at every General Meeting of the Association, or if there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the directors present shall elect one of their number to be chairman of the meeting.
12. If at any meeting no director is willing to act as chairman or if not director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman at the meeting.
13. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
14. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded –
 - (a) by the chairman; or
 - (b) by at least three members present in person or by proxy; or
 - (c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceeding of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

15. Except as provided in Article 17, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

- 16 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
- 17 A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
- 18 Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Association duly convened and held.

VOTES OF MEMBERS

- 19 Every member shall have one vote. The Directors may make such arrangements for postal voting as they deem fit.
- 20 A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis or other person in the nature of a committee, receiver or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may, on a poll, vote by proxy.
- 21 No member shall be entitled to vote at any General Meeting unless all moneys presently payable by him to the Association have been paid.
- 22 On a poll votes may be given either personally or by proxy.
- 23 The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Association.
- 24 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Association or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or the adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
25. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

“
Limited.

I/We of in the County of of
being a member/members of the above named Association, hereby appoint
of or failing him of as my/our

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proxy to vote for me/us on my/our behalf at the (Annual or Extraordinary, as the case may be) General Meeting of the Association to be held on the _____ day of 20____, and at any adjournment thereof.

Signed this _____ day of _____ 20 ____ “

26. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

“ _____ Limited.

I/We _____ of _____ in the County _____ of _____ being a member/members of the above named Association, hereby appoint _____ of _____ or failing him _____ of _____ as my/our proxy to vote for me/us on my/our behalf at the (Annual or Extraordinary, as the case may be) General Meeting of the Association to be held on the _____ day of 20____, and at any adjournment thereof.

Signed this _____ day of _____ 20 ____ “

This form is to be used *in favour of _____ against _____ the resolution.

Unless otherwise instructed, the proxy will vote as he sees fit.

*Strike out whichever is not desired”

27. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
28. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Association at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

29. Any corporation which is a member of the association may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Association, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Association.

DIRECTORS

30. The number of the directors shall be determined by the Association in General Meeting. In the event of the minimum number of directors fixed by or pursuant to these articles being one, a sole director shall have the authority to exercise all the powers and discretions by these Articles expressed to be vested in the directors generally.

31. The remuneration of the directors shall from time to time be determined by the Association in general meeting. Such remuneration shall be deemed to accrue from day to day. The Directors shall also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of directors or General Meetings of the Association or in connection with the business of the Association.

BORROWING POWERS

32. The Directors may exercise all the powers of the Association to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Association or any third party.

POWERS AND DUTIES OF DIRECTORS

33. The business of the Association shall be managed by the directors, who may pay all expenses incurred in promoting and registering the Association, and may exercise all such powers of the Association as are not, by the Act or by these Articles, required to be exercised by the Association in General Meeting, subject nevertheless to the provision of the Act and these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Association in General Meeting; but no regulation made by the association in General Meeting shall invalidate any prior act of the directors which would have been valid if that regulation had not been made.
34. The directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the directors, to be the attorney or attorneys of the Association for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under the Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
35. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Association, shall be signed drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the directors shall from time to time by resolution determine.
36. The directors shall cause minutes to be made in books provided for the purpose—
- (a) of all appointments of officers made by the directors;
 - (b) of the names of the directors present at each meeting of the directors and of any committee of the directors;
 - (c) of all resolutions and proceedings at all meetings of the Association, and of the directors, and of committees of directors;
- and every director present at any meeting of directors or committee of directors shall sign his name in a book to be kept for that purpose.

DISQUALIFICATION OF DIRECTORS

37. The office of director shall be vacated if the director:-
- (a) without the consent of the Association in General Meeting holds any other office of profit under the Association; or
 - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) becomes prohibited from being a director by reason of any order made under the Act; or
 - (d) becomes of unsound mind; or
 - (e) resigns his office by notice in writing to the Association; or
 - (f) is directly or indirectly interested in any contract with the Association and fails to declare the nature of his interest in manner required by the Act; or
 - (g) ceases for any reason to be a member of the Association; or
 - (h) is removed from office by a three-quarters majority vote of the rest of the Directors at a special meeting called for that purpose, when in the opinion of the Directors, it appears that the member in question is acting in a manner detrimental or prejudicial to the well being of the Association.

A director shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

ROTATION OF DIRECTORS

38. At the first Annual General Meeting of the Association all the directors shall retire from office, and at the Annual General Meeting in every subsequent year one-third of the directors for the time being or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.
39. The directors to retire in every year shall be those who have been longest in office since their last election; but as between persons who became directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
40. A retiring director shall be eligible for re-election.
41. The Association may from time to time by ordinary resolution increase or reduce the number of directors, and may also determine in what rotation the increased or reduced number is to go out of office.
42. The directors shall have power at any time, and from time to time, to appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing directors, but so that the total number of directors shall not at any time exceed the number fixed in accordance with these Articles. Any director so appointed shall hold office only until the next following Annual General Meeting, and shall then be

eligible for re-election, but shall not be taken into account in determining the directors who are to retire by rotation at such meeting.

43. The Association may by ordinary resolution appoint another person in place of a director removed from office under article 37. Without prejudice to the powers of the directors under article 42 the Association in General Meeting may appoint any person to be a director either to fill a casual vacancy or as an additional director. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a director on the day of which the director in whose place he is appointed was last elected a director.

PROCEEDINGS OF DIRECTORS

44. The directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote. A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors. It shall not be necessary to give notice of a meeting of directors to any director for the time being absent from the United Kingdom.
45. The quorum necessary for the transaction of the business of the directors may be fixed by the directors, and unless so fixed shall be two.
46. The continuing directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Association as the necessary quorum of directors, the continuing directors or director may act for the purpose of increasing the number of directors to that number, or of summoning a General Meeting of the Association, but for no other purpose.
47. The directors may elect a chairman of their meetings and determine the period for which he is to hold office; but, if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.
48. The Directors may delegate any of their powers to sub-committees consisting of such Directors, members and others as they think fit; any sub-committees so formed shall conform to any regulations that may be imposed on it by the Directors and shall report all acts and proceedings to the Directors fully and promptly.
49. The Directors shall appoint (and may remove) any person to act as Company Secretary in accordance with the Act.
50. The Directors shall provide for the safe custody of a seal, if any, which shall only be used by the authority of the Directors and every instrument to which the seal shall be affixed shall be signed by a Directors member and shall be countersigned by the secretary or by a second Directors member or by some other person appointed by the Directors for the purpose.
51. Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

NOTICES

52. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Directors need not be in writing
53. The Company may give any notice to a member either personally, or by sending it by post to him or his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives the company an address within the United Kingdom at which notices may be given to him or her shall be entitled to have notices given to him at that address.
54. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:-
- (a) every member;
 - (b) the auditor for the time being of the Company; and
 - (c) each Director

No other person shall be entitled to receive notices of General Meetings.

55. A member present in person at any meeting of the Company shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
56. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

INDEMNITY

57. Subject to the provisions of the Act every Director or other officer or auditor of the Association shall be indemnified out of the assets of the Association against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association.

RULES OR BYE LAWS

58. The Directors may from time to time make such Rules or Bye Laws as it may deem necessary or convenient for the proper conduct and management of the Association provided, nevertheless, that no Rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Association.