

# South African Music Research Archive NPC (SAMuRA)

## Memorandum of Incorporation / NPC Constitution

### 1. Name of the Organisation

The name of the organisation is **South African Music Research Archive NPC**, hereafter referred to as **SAMuRA**.

### 2. Legal Status

SAMuRA is a **Non-Profit Company (NPC)** incorporated in terms of the Companies Act of South Africa. It has its own legal identity and may:

- Own property
- Enter into contracts
- Sue and be sued in its own name

No part of the organisation's income or property may be distributed to members, directors, or office bearers except as reasonable compensation for services rendered.

### 3. Main Objectives

SAMuRA exists for the public benefit and is established to:

- Collect, preserve, research, and archive South African musical works, histories, and cultural materials.
- Document and safeguard **oral storytelling**, oral histories, spoken-word traditions, and other forms of intangible cultural heritage.
- Provide public access to accurate, dignified, and academically credible information relating to South African music and cultural memory.
- Promote linguistic accessibility by providing translation, interpretation, and transcription services where needed.
- Maintain a national digital archive that is modern, accessible, and culturally representative.
- Collaborate with artists, labels, cultural institutions, regulatory bodies, and government departments.
- Secure funding from national language bodies (including PanSALB and the National Language Service) to support multilingual access, translation, interpretation, and oral heritage preservation.
- Support education, research, and community engagement relating to South African music and oral traditions.

### 4. Powers of the Organisation

SAMuRA has the authority to:

- Acquire, preserve, catalogue, and manage archival materials in physical and digital form.
- Record, archive, and publish oral storytelling, oral histories, interviews, and spoken cultural traditions.
- Appoint translators, interpreters, transcribers, and cultural liaisons for multilingual and oral heritage projects.
- Allocate organisational funds for translation, interpretation, and transcription honoraria.

- Apply for and receive grants, donations, sponsorships, and partnerships from public and private bodies.
- Enter into agreements with artists, record labels, rights organisations, and cultural institutions.
- Conduct research, publish educational materials, and host events or exhibitions.
- Employ staff, contractors, and consultants as required.
- Open and operate bank accounts and manage financial resources responsibly.

These powers must always be exercised in alignment with the organisation’s objectives and non-profit nature.

## 5. Governance Structure

### 5.1 Board of Directors

- The organisation shall have a **minimum of three directors**.
- Directors serve on a voluntary basis unless otherwise approved by the Board for specific services rendered.
- The Board is responsible for strategic oversight, compliance, and governance.

### 5.2 Meetings

- The Board must hold at least **one Annual General Meeting (AGM)**.
- Additional meetings may be convened as required.
- Decisions are made by **simple majority vote**.
- Minutes must be recorded and archived.

### 5.3 Duties of Directors

Directors must:

- Act in good faith and in the best interest of SAMuRA.
- Ensure compliance with the Companies Act and all relevant legislation.
- Oversee financial management and organisational integrity.
- Approve major policies, including the Official Language Policy and Communication Protocol.

## 6. Financial Management

### 6.1 Use of Funds

- All income must be used solely to advance SAMuRA’s objectives.
- No profits may be distributed to members or directors.
- Reasonable compensation for services rendered is permitted.

### 6.2 Budgeting for Translation and Oral Heritage

- Translation, interpretation, and transcription services may be included as **budgeted operational expenses**.
- SAMuRA may allocate honoraria for translators, interpreters, and cultural liaisons.
- Funds received from language commissions or cultural bodies must be used exclusively for multilingual access, translation, interpretation, transcription, or oral heritage preservation.

### 6.3 Financial Records

- Proper accounting records must be kept.
- Annual financial statements must be prepared and retained.
- All financial activities must comply with the Companies Act and relevant tax laws.

## 7. Membership

SAMuRA does not have members in the traditional sense. Governance is vested in the Board of Directors.

## **8. Amendments to the Constitution**

This Constitution may be amended by a **two-thirds majority vote** of the Board of Directors, provided that:

- The amendment aligns with the organisation's non-profit nature.
- The amendment does not permit distribution of assets to directors or individuals.

## **9. Dissolution Clause**

If SAMuRA is dissolved:

- All assets must be transferred to another NPC or public benefit organisation with similar objectives.
- No assets may be distributed to directors or individuals.

## **10. Adoption**

This Constitution is adopted by the founding directors of the South African Music Research Archive NPC on this day and remains binding until lawfully amended.