

**CONSTITUTION OF THE
MEDIA INSTITUTE OF SOUTHERN AFRICA (MISA)**
(As amended on September 10, 1998 at the Annual General Meeting of MISA)

PREAMBLE

In the spirit of the Windhoek Declaration, we media workers from Southern Africa, meeting in Windhoek, Namibia, from 14-17 August 1992, reaffirm that "the establishment, maintenance and fostering an independent, pluralistic and free press, is vital to the maintenance of democracy in a nation, and for economic development", and resolve to form a media institute the primary objectives of which are hereunder defined.

1. NAME

1. The name of the organisation shall be the **Media Institute of Southern Africa** (hereinafter '**MISA**'). MISA is non-profit making, non-governmental organisation.

2. OBJECTIVES

The objectives of MISA shall be:

- 2.1 to promote and defend press freedom, to take appropriate steps where such freedoms are violated and to seek to remove obstacles and impediments to the free flow of information,
- 2.2 to collect information and monitor developments and problems facing the media in the region,
- 2.3 to establish links with similar organisations within and outside the region, including human rights and related groups, for the purpose of cooperation and/or solidarity,
- 2.4 to bring together media practitioners in the southern African region to share ideas and deal with problems facing the media,
- 2.5 to seek financial and other assistance for MISA and its members,
- 2.6 to advise members, on request, on project development with the aim of sustainability, and to provide research and evaluation services for the general membership and other organisations,
- 2.7 to compile directories on various aspects of the media within Southern Africa, including training and general interest information on the media.
- 2.8 to coordinate training needs identified by national chapters,

- 2.9 to publish training and resource manuals for media practitioners in Southern Africa,
- 2.10 to facilitate training of media workers through attachments and mutual exchange programmes,
- 2.11 to broaden the knowledge of media workers, encourage ideas on media-related issues, have meetings, workshops and seminars,
- 2.12 to conduct research on economic, technical, training, legal and other impediments to the free flow of information and the development of a vibrant independent media in Southern Africa,
- 2.13 to conduct such other activities as may be deemed necessary in promoting the foregoing objectives.

3 **MEMBERSHIP**

- 3.1 Membership of MISA shall be open to National Chapters established in the region in terms of the rules, regulations and chapter guidelines laid down by the Governing Council established in terms of this Constitution.
- 3.2 Associate membership shall be open to all other independent electronic and print media practitioners, resident or institutions operative in the region, provided that such practitioners are not Southern Africans, or in the case of institutions, their work is regional, continental or international in scope.
- 3.3 Membership may be terminated as deemed necessary by the Governing Council, in such circumstances as:
 - 3.3.1 if membership subscription lapses six months after it is due,
 - 3.3.2 professional misconduct, as determined by the Governing Council, with the right of appeal to the Trusts Funds Board established by the Deed constituting the MISA Board of Trustees.
 - 3.3.2 failure to adhere to any of the rules and regulations of MISA.

4 **THE ANNUAL GENERAL MEETING**

- 4.1 *The Annual General Meeting shall be the highest authority of MISA and the Governing Council shall be the body responsible for implementing the decisions of the AGM.*
- 4.2 The powers of the AGM shall be:

4.2.1 to formulate and direct the policy of MISA;

4.2.2 to alter or amend the MISA Constitution; and

4.2.3 to deal with any other business relating to the Rules of Procedure of the MISA Trust Deed.

4.3 Each MISA National Chapter is entitled to send a delegation to attend the AGM. Each national chapter, which is a member in good standing 30 days before the AGM, shall be entitled to a vote in the proceedings of the AGM which vote shall be case by the head of the delegation.

4.4 Decisions shall be made by a two-thirds majority of the Delegates present and entitled to vote.

4.5 The Secretariat established in terms of this Constitution shall give at least two months' notice of the AGM.

4.6 Notice of proposed amendments to the Constitution shall be given at least three weeks prior to the holding of the AGM.

4.7 The MISA Chairperson may convene an Extraordinary General Meeting of National Chapters when the occasion warrants such action or upon a request in writing supported by a two-thirds majority of National Chapters.

4.8 The AGM can agree to discuss any other matter provided that a two thirds majority of the delegates present and entitled to vote agree to such a matter being included on the AGM agenda.

5 **THE GOVERNING COUNCIL**

5.1 The management of MISA shall be vested in a Governing Council ("the Council") whose members ("the Governors") shall be elected by the National Chapters.

5.2 Each Chapter shall be entitled to elect one Governor to the Regional Governing Council. An outgoing Governor may be re-elected for a further term of office.

5.3 The term of office of the Council shall be a period of two years; provided that the Council shall continue in office until a new Council assumes office in terms of this Constitution.

5.4 The Governors elected in terms of Clause 5.2 of this Constitution, shall elect from among themselves:

5.4.1 The Chairperson who shall be the Chairperson of MISA and all MISA organs; and

- 5.4.2 The Deputy Chairperson of MISA who shall be Deputy Chairperson of all MISA organs; and
- 5.4.3 Two Governors who shall sit with the Chairperson and Deputy Chairperson as the Executive Committee of MISA.
- 5.4.4 The Governors shall endeavour to rotate the countries represented on the Executive Committee.
- 5.5 The office of the Governor shall be vacated if a Governor resigns by notice in writing addressed to the Chairperson, or if a Governor becomes unfit to hold office for a reason deemed by the Executive Committee to be incompatible with such office including failure to observe the provisions of this Constitution or the Rules made thereunder. If any vacancy created thereby relates to an elected Governor, his/her Chapter may elect a new Governor to fill the vacancy subject to the provisions of sub-clause 5.3.
- 5.6 There shall at all times be no fewer than six or more than twelve Governors. The Executive Committee shall appoint Acting Governors subject to the provisions of sub-clause 5.5 provided that their number shall not exceed two.
- 5.6.1 The tenure of office of the Chairperson and the Deputy Chairperson shall be a period of two years; provided that the Chairperson and the Deputy Chairperson shall continue in office until a new Chairperson and Deputy Chairperson assumes office in terms of this Constitution. A chairperson and, or Deputy Chairperson may be re-elected for a further term of office.
- 5.6.2 The Chairperson of the Council shall stand down from being Chairperson of his/her own National Chapter and the National Chapter shall elect a new Chairperson who will represent the Chapter on the Council.
- 5.7 The Chairperson shall preside over all meetings and proceedings of the Council or the Executive Committee, failing which the Deputy Chairperson or a Governor elected by those attending the meeting may preside as Acting Chairperson and the term "Chairperson" shall include an Acting Chairperson.

6 FUNCTIONS AND POWERS OF THE GOVERNING COUNCIL

- 6.1 The Council shall have the function and power of formulating policy relating to the administration and disbursement of the Trust Fund established by the MISA Education and Production Trust Agreement ("the Trust Deed"), reviewing the same

from time to time and supervising the work of the Executive Committee.

6.2 The Council may delegate any of its powers to the Executive Committee.

6.3 A Governor shall not be personally liable for any deficiency of MISA funds, or destruction or loss of MISA assets or property or dereliction of duty by any employee or agent of MISA unless the same is proved to the Trust Funds Board to be attributable to the fraud, connivance or culpable neglect of the Governor.

7 **FUNCTIONS AND POWERS OF THE EXECUTIVE COMMITTEE**

7.1 The Executive Committee shall be empowered to:

7.1.1 administer the funds and assets allocated to MISA in terms of the Trust Deed and, subject to the provisions of the Trust Deed, to acquire by purchase, lease or otherwise any movable or immovable property and to sell, mortgage, let or otherwise deal with or dispose of any such property;

7.1.2 establish a MISA Head Office/Secretariat in such centre in Southern Africa as the Executive Committee may nominate and to employ a Chief Executive Officer/Director ("the CEO") on such terms and conditions as may be negotiated between the parties to be the head of the Head Office/Secretariat with such powers as the Executive Committee may confer on the CEO;

7.1.3 employ and dismiss any other MISA employees;

7.1.4 consult and enter into agreements on behalf of MISA with any institutions or persons in pursuance of the objectives of MISA;

7.1.5 conduct or carry on any other activities as may be deemed to be beneficial to the interest of MISA; and

7.1.6 establish such organisational departments and structures as may contribute to the efficient running of the MISA Head Office/Secretariat.

8 **MEETINGS AND PROCEDURE OF COUNCIL AND EXECUTIVE COMMITTEE**

8.1 The Council shall meet at least once in every year at such venue and on such date as the Chairperson may fix. The Executive Committee shall meet at least twice in every year at such venues and on such dates as the Chairperson may fix.

- 8.2 Notices of meetings shall be given in such manner as the Chairperson may deem to be most expedient. The quorum shall be half the number of Governors on the Council while that of the Executive Committee shall half the number of Governors on the Executive Committee. Decisions of the Council and the Executive Committee shall be by a simple majority of those present at the meeting. The minutes shall be reduced to writing and form part of the record of MISA affairs.
- 8.3 The Chairperson may convene Extraordinary Meetings when the occasion warrants such action or upon a request made in writing by a Governor and supported by a second Governor.

9 DISSOLUTION

MISA may be dissolved at an AGM or an Extraordinary Meeting called by a majority of delegates and the assets of MISA, which may remain after the settlement of all its liabilities, be given or transferred to some other media institution(s) furthering objectives similar to MISA's.