

# CONSTITUTION

## OF THE

### EDITORS' FORUM OF NAMIBIA

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#### 1. PREAMBLE

- 1.1 Namibia's senior print and electronic media editors and media educators have formed an association to be known as the Editors' Forum of Namibia ("EFN") and this association and the members thereof commit themselves to a program of action to defend and promote media freedom, diversity and independence.
- 1.2 This document comprises the constitution of EFN. EFN is an affiliate of the Southern Africa Editors' Forum (SAEF).
- 1.3 EFN is founded on the belief and understanding that:
  - 1.3.1 Public and media scrutiny of the exercise of political and economic power is essential for the promotion of the values of democracy, development and human rights.
  - 1.3.2 Namibian laws relating to the operation of media should be consistent with the Constitution of the Republic of Namibia, the relevant provisions of Universal Declaration of Human Rights, the media principles contained in the Declaration of Windhoek (1991) and all other regional and international instruments, in their protection of freedom of expression and media freedom.
  - 1.3.3 Media practitioners and media owners have a duty to work to the highest professional standards and ethics.
  - 1.3.4 Journalists and media educators have a duty to embrace a learning culture by committing themselves to ongoing education and training.

## **2. ESTABLISHMENT**

The EFN shall be a non-profit, non-governmental and voluntary organisation.

## **3. LEGAL PERSONALITY AND STATUS**

- 3.1 NEF shall be a juristic person with perpetual succession notwithstanding changes in the composition of its membership or office bearers and capable of acquiring and disposing of rights (including the right to moveable and immovable property), of incurring obligations, of entering into legal transactions and of suing and being sued in its own name, and for all purposes to have an identity and existence distinct from its members or office bearers.
- 3.2 The members or office bearers of EFN shall have no rights in the property or other assets of the organisation solely by virtue of their being members or office bearers, and the organisation's income and property shall not be distributable to its members or office bearers, except as reasonable compensation for services rendered.

## **4. THE OBJECTIVES OF THE EFN**

- 4.1 The principal objectives of EFN shall be:
- 4.1.1 To promote the common interests of its members, which shall include, but shall not be limited to, the beliefs described in the Preamble to this Constitution and in the ancillary objectives listed in Article 4.2 of this Constitution.
- 4.1.2 The principal objectives of EFN shall be promoted by any means authorised by the Constitution, but will specifically exclude:
- 4.1.2.1 any trading or other profit making activities;
  - 4.1.2.2 the provision to any of its members of financial assistance or any premises or continuance services or facilities required by its members for the purpose of carrying on any business, profession or occupation.
- 4.2 The ancillary objectives of the EFN shall be to:
- 4.2.1 nurture and deepen media freedom as a democratic value at all levels of the Namibian society;

- 4.2.2 **encourage members to adhere to the Code of Ethics as set out in Schedule I of the Constitution;**
  - 4.2.3 **establish a self-regulatory process in respect of grievances and complaints by members of the public against members of media.**
  - 4.2.4 foster solidarity among journalists and to promote cooperation in all matters of common concern between the print and other media;
  - 4.2.5 address and redress imbalances prevalent in media organisations in Namibia, including those based on race, colour, sex, gender, language, religion, political or other opinion, nationality, ethnic or social origin, disability, property, birth or other status and to encourage the equitable spread of media ownership;
  - 4.2.6 promote media diversity in the interests of fostering maximum expression of opinion;
  - 4.2.7 help aspiring and practicing journalists to acquire or develop new skills and professional depths through media education programmes;
  - 4.2.8 promote and uphold principles, rules and regulations guaranteeing professional freedom and independence in broadcast media and all media funded by public authorities;
  - 4.2.9 encourage government to ensure transparency and openness in administration and to demand and promote laws ensuring maximum freedom of information;
  - 4.2.10 encourage both public and private media enterprises to ensure transparency of ownership and funding and to respond to public criticism and complaints;
  - 4.2.11 defend media freedom and related rights through all possible means, utilising every available media and other institution;
- 4.3 EFN shall endeavour to apply for exemption of payment of income tax and to remove any taxes that could impinge on the right to receive and impart information as provided for in the Namibian Constitution.

## **5. POWERS OF THE EFN**

- 5.1 With a view to achieving the aforementioned objectives as set out in clause 4 above, EFN shall be empowered to:
- 5.1.1 encourage programmes for corrective action and a transformation of culture within news organizations;
  - 5.1.2 compile and circulate regular progress reports and establish a database;
  - 5.1.3 investigate and recommend industry guidelines and targets;
  - 5.1.4 conduct media education and training programs;
  - 5.1.5 make education and training integral to corrective action;
  - 5.1.6 encourage liaison between industry and teaching institutions and promote industry commitment to these institutions;
  - 5.1.7 research and report on media education and training needs and teaching activities in the region in regard to quality and relevance of trainers, materials, infrastructure and students;
  - 5.1.8 monitor the process of accreditation of journalists and journalism programmes in line with the rights, charter and constitutional principles of the Republic of Namibia and work with other public and private institutions set up for this purpose;
  - 5.1.9 hold conferences, meetings and seminars as the need may arise on issues relating to the objectives set out in Clause 4 above;
  - 5.1.10 publish media of various kinds in the furtherance of the objectives;
  - 5.1.11 engage in research into various issues affecting the media, in partnership with organisations with similar objectives and interests;
  - 5.1.12 monitor legislative and judicial activities, and take steps to intervene or to attempt to bring about changes where it is deemed by EFN to be in the interests of furthering its objectives. In this regard EFN shall be empowered to provide practical assistance in litigation on matters affecting the objectives as set out above;

- 5.1.13 co-operate with national, regional and international organisations who have objectives similar to those set out in Clause 4 above, or with any organisation with whom co-operation could further the objectives of EFN; and
- 5.1.14 do all things incidental to the above-mentioned powers that are desirable and necessary in order to achieve the objectives of EFN.

## **6. MEMBERSHIP**

### **6.1 ACQUISITION OF MEMBERSHIP**

- 6.1.1 Membership of EFN shall be open to any person in Namibia who is a senior editorial executive in the print or other media, including newspapers, magazines, other publications, radio and television, on-line news media, community media and to people of similar status in tertiary media education.
- 6.1.2 For the purposes of this Constitution, "senior editorial executive" shall be defined as a person with executive or managerial responsibilities over the editorial content of a media product.
- 6.1.3 Membership shall be conferred by the Executive Committee of the EFN in accordance with criteria established, and only after recommendation by the EFN sub-Committee on Membership, Discipline and Corrective Action, subject to the following: prospective members shall be proposed and seconded by fully paid up member of the EFN;
- 6.1.4 Membership shall be voluntary and members shall belong to EFN in their individual capacity.
- 6.1.5 The members will pay annual membership fees. The amount to be paid will be determined by the Executive Committee of EFN from time to time.
- 6.1.6 The liability of any member for the obligations of EFN shall be limited to the amount of any subscription that may be due and owing at the time that the obligation of the EFN arose, and the members shall not become liable for any of the obligations or liabilities of the EFN solely by virtue of their status as members of the organisation.

## **6.2 SUSPENSION AND TERMINATION OF MEMBERSHIP**

- 6.2.1 The EFN sub-Committee on Membership, Discipline and Corrective action may suspend any member pending an investigation into an alleged breach of the aims and objectives of the EFN.
  - 6.2.2 A suspended member shall have the right of a fair hearing within a reasonable time before further action is instituted.
  - 6.2.3 The EFN sub-Committee on Membership, Discipline and Corrective action may expel any member after an impartial investigation has found, on a balance of probabilities, that the member has breached the aims and objectives of the EFN.
  - 6.2.4 Any such expelled party shall have the right to appeal the decision. Such appeal shall be decided by a majority of the members of the Executive Committee of the EFN and the outcome shall be final.
  - 6.2.5 If any member shall fail to pay the appropriate subscription for a period of six months after it has fallen due, his or her membership shall automatically lapse without prejudice to the members' right to apply for re-admission on payment of the subscription fee.
- 6.9 Any member may resign at any time in writing.

## **7. STRUCTURES**

### **7.1 ANNUAL GENERAL MEETING**

- 7.1.1 The supreme policy-making authority of EFN shall be the Annual General Meeting that shall consist of all paid-up members.
- 7.1.2 The EFN shall hold an annual general meeting of all its members at least once in every year at a place that shall be determined by the Executive Committee.
- 7.1.3 All members shall be given at least three weeks notice of every Annual General Meeting.
- 7.1.4 The business of the annual general meeting shall be as follows:
  - 7.1.4.1 to receive annual reports from the Executive Committee;
  - 7.1.4.2 to approve and adopt the financial statements;
  - 7.1.4.3 to appoint auditors;
  - 7.1.4.4 bi-annually, to elect members to the Executive; and
  - 7.1.4.5 to transact any other relevant business.

- 7.1.5 The Chairperson of the Executive Committee may summon an extra-ordinary general meeting such meeting is requested by not less than 20% of the members of NEF; provided that members of NEF shall be furnished with not less than three weeks notice in writing of the meeting, and the business to be dealt with thereat.
- 7.1.6 The quorum for an Annual General Meeting or extra-ordinary general meeting shall be 50% of the total number of paid-up members.
- 7.1.7 Members shall endeavour to reach decisions by consensus but if this is not possible decisions shall be taken to the vote.
- 7.1.8 Voting shall take place by show of hands, unless 20% of the members present who is entitled to vote requests a secret ballot in which case the Chairperson shall order a poll by secret ballot.
- 7.1.9 Each member shall have one vote and decisions, other than as otherwise provided for in this Constitution, shall be taken by way of simple majority. In the case where there is a deadlock in votes, the Chairperson shall have the final and casting vote.
- 7.1.10 A notice shall be deemed to have been sufficiently dispatched and forwarded in writing, including email, to a member at the number or last address as provided by such member to the Secretary and in the case of a posted notice shall be deemed to have reached such Forum member ten days after the date of posting.

## **7.2 THE EXECUTIVE COMMITTEE**

- 7.2.1 The overall management of EFN shall be vested in the Executive Committee of EFN (hereinafter called "the Executive") which shall consist of a Chairperson, a Vice Chairperson, a General Secretary, a Treasurer, and two other members whose election must conform with the ideals of the SADC Protocol on Gender and must be as inclusive, as far as possible of all media disciplines.
- 7.2.2 Except for the first members of the Executive, all other members of the Executive Committee shall be elected at an Annual General Meeting of EFN and shall hold office for a maximum of two consecutive terms of office of 2 years.
- 7.2.3 The Executive shall meet at least once per quarter and the quorum for any meeting of the Executive shall be one half of its members.

- 7.2.4 Meetings of the Executive shall be summoned by the Chairperson at his or her own instance or if at least three members of the Executive request such a meeting in writing.
- 7.2.5 The Executive may appoint individuals or committees to advise it and the EFN. Such individuals or committees may be invited to attend meetings of the EFN or the Executive but shall not have the right to vote at such meetings.
- 7.2.6 The Executive shall appoint an Executive Director (hereinafter called "the Director"), on such terms and conditions which the Executive may determine from time to time, who shall have responsibility for the day to day running of the EFN and who shall be an *ex officio* member of the Executive.
- 7.2.7 The Executive and Director shall not distribute any of EFN's assets or income other than in order to achieve the objectives for which it has been established.
- 7.2.8 The Executive shall have the power to dismiss or discipline any employees of the EFN, and may delegate this power to the Director.
- 7.2.9 The Executive shall open and operate a bank account in the name of EFN and all financial transactions shall be conducted through the said banking account. Signatories for the account shall be the Director and/or the Chairperson together with either the Treasurer and/or the General Secretary.
- 7.2.10 The Executive shall cause proper accounting records to be kept as are necessary fairly to present the state of affairs and business of EFN and to explain the transactions and the financial position of the business of EFN. The accounting records shall be kept at the main place of business of EFN or at such other place or places as the Executive thinks fit to allow examination by members and co-operating partners. The accounting records shall annually be audited by an external firm of auditors appointed by the Annual General Meeting.
- 7.2.11 The Secretary General shall open a minute book in which minutes of the annual general meetings, extra-ordinary meetings and meetings of the Executive shall be minutes and recorded.

### **7.3 THE DIRECTOR**

- 7.3.1 The Director shall be responsible for the implementation of policy and the administration of the EFN as directed by the Executive.
- 7.3.2 The Director shall report on the activities and financial and other affairs of the EFN at the annual general meeting.



## **7.4 SUB-COMMITTEES**

7.4.1 The Executive may act and decide on the following issues or establish the following standing sub-committees:

- 7.4.1.1 Membership, Discipline and Corrective Action;
- 7.4.1.2 Education, Training, Ethics and Professionalism; and
- 7.4.1.3 Media monitoring, Legal issues and Research.

7.4.2 The Annual General Meeting and the Executive may appoint such other sub-committees to perform specific tasks on their behalf as required.

## **7.5 MEDIA COMPLAINTS PROCESS**

7.5.1 **There shall be a Media Ombudsman, a Media Complaints Committee and a Media Appeals Chairperson established for the purposes of receiving and adjudicating on complaints by members of the public against media.**

7.5.2 **The appointment of the Ombudsman, members of the Media Complaints Committee and Media Appeals Chairperson, and the procedure of adjudicating the complaints are set out in Schedule II of this Constitution.**

## **8. AMENDMENT OF THE CONSTITUTION**

Any clause of the Constitution may be amended by a resolution passed by a two thirds majority of voting members present in person at an annual general meeting or special extra-ordinary meeting provided that at least three weeks notice of the meeting, specifying the proposed constitutional changes, is given to all members.

## **9. FINANCIAL YEAR END**

EFN's financial year shall be from 1 January to 31 December of each year.

## **10. DISSOLUTION**

10.1 The EFN may be dissolved by a resolution of two thirds of voting members present at an annual general meeting or extra-ordinary meeting of EFN provided that the notice of the proposed resolution is given to EFN members not less than

three weeks before the date of the meeting. The Chairperson shall forthwith upon receipt of the notice, advise all members of the proposed resolution.

- 10.2 If a resolution is duly passed for the dissolution of EFN, or if for any reason EFN ceases to exist, its assets, after payments of its debts, shall devolve upon such institution decided upon by the Executive, provided that the institution shall also be a not-for-profit organisation having similar objectives as the EFN.