

CONSTITUTION OF THE CAMPAIGN FOR OPEN MEDIA

1. Legal Nature and Personality of the Association

- 1.1 The association shall be a body corporate with perpetual succession capable of entering into contractual and other relations and of suing and being sued in its own name. It shall hold property and assets.
- 1.2 The association is not formed for the purpose of carrying on any business or enterprise which has, for its object, the acquisition of gain by the members of the association.
- 1.3 The association alone is liable for its debts and commitments.

2. Objects of the CAMPAIGN FOR OPEN MEDIA

- 2.1 The principal objects of the COM shall be to fight the practice of censorship of the media in whatever form and to co-ordinate existing organisations and activities to this end. Its subsidiary objects shall be:
 - 2.1.1 the lifting of the State of Emergency in its entirety, since the

freedom of individuals cannot be divorced from freedom of expression;

✓ 2.1.2 the repeal of all censorship laws and all laws that impinge on the freedom of information and expression;

2.1.3 a moratorium on all prosecutions and the setting aside of all convictions of journalists and media workers for actions which can be reasonably considered to have been taken in the course of their duties;

2.1.4 the removal of government control of television and radio and its placing in the hands of the public; and

2.1.5 the opening up of official, commercial and political sources of information.

2.2 Any income or property of the association shall be applied solely towards the promotion of its main and subsidiary objects and no proportion of the income or property shall be paid or transferred, directly or indirectly, to any members of the association or any other person, provided that nothing herein contained shall prevent the payment in good faith of reasonable

remuneration to any officer or servant of the association or any member of it in return for any services actually rendered.

3. Executive Committee

3.1 The management of the association shall vest in an executive committee which shall comprise 12 people made up of:

- 3.1.1 a Chairperson;
- 3.1.2 a Treasurer;
- 3.1.3 a Secretary;
- 3.1.4 Seven members;
- 3.1.5 2 co-opted members.

3.2 The five founding organisations, ACAG (Anti-Censorship Action Group), SASJ (Southern African Society of Journalists), ADJ (Association of Democratic Journalists), MWASA (Media Workers Association of South Africa) and Conference of Alternative Editors, will be entitled to one representative each on the executive committee. The remaining five members will be elected at the annual general meeting. In the event that the membership of the founding members ceases for whatsoever reason, the

remaining position or positions so vacated shall be filled by person/s elected by the annual general meeting.

3.3 The executive committee shall serve in office until the next annual general meeting, provided that members of the executive committee shall be eligible for re-election.

3.4 The executive committee shall be entitled to co-opt two additional persons to the executive committee if it deems necessary for the good working of the organisation, or as a result of such person's specialised knowledge or experience or to fill any vacancies that occur.

3.5 Co-opted members shall serve in office until the next annual general meeting, but shall be made eligible for election or further co-option.

3.6 At its first meeting the executive committee shall elect its members to the portfolios set out in paragraph 3.1.

4. Powers and duties of the Executive Committee

4.1 The executive committee shall manage all the business and affairs of the

association and shall have the full power and authority to carry out all the objects of the association except when such powers are expressly reserved to a general meeting and, without derogating from the generality of the executive committee shall more particularly -

- 4.1.1 interpret, implement and promote the aims and objects of the association;
- 4.1.2 obtain support, financial or otherwise, for the association;
- 4.1.3 administer the financial affairs of the association;
- 4.1.4 seek, canvass or apply for any financial or other assistance calculated, in the opinion of the executive committee, to be in the interests of the association;
- 4.1.5 to determine the conditions upon which other associations or members thereof may become affiliated with the association or vice versa;
- 4.1.6 to invest the funds and assets of the association in securities nominated by it and to vary, realise and deal with such

investments in its discretion;

4.1.7 to decide what amount of the funds shall be invested and what amount should be retained for administrative and other expenses;

4.1.8 to deposit any funds with a bank selected by them in the name of the association or any other name suitable to such bank and to nominate the person or persons to sign any cheques;

4.1.9 to grant an honorarium to the secretary or treasurer or any other member of the association for services rendered;

4.1.10 to employ any person in the interests of the association and remunerate him or her accordingly;

4.1.11 to register the name and, if necessary, the constitution and rules of the association under any law;

4.1.12 to appoint an auditor to examine and report upon the accounts of the association and remunerate him accordingly;

- 4.1.13 to institute or defend any legal proceedings in the name of the association;
- 4.1.14 to appoint members to task committees.
- 4.2 A meeting of the executive committee shall be convened by the chairperson, or at the instance of any three executive committee members who advise the chairperson or the secretary of the purpose for which they desire such meeting to be convened, provided that the competency of the executive committee to make decisions at such meetings shall not be limited to the matter or matters for which it was convened.
- 4.3 All executive committee meetings shall be presided over by the chairperson or, in his or her absence, any other person nominated by the other members of the executive committee.
- 4.4 Five members of the executive committee shall constitute a quorum.
- 4.5 Any matter before the executive committee shall be resolved by a simple majority of those members present and voting, provided that the chairperson shall have a casting and deliberative vote.

4.6 The executive committee shall meet at least once a month and shall be obliged to keep minutes of its meetings.

5. Task Committees

5.1 Task committees shall undertake such tasks as are defined by the executive committee from time to time and conduct them according to rules laid down by the executive committee.

5.2 Decisions of the task committees shall be subject to ratification by the executive committee.

6. Members and Membership

There shall be three classes of members: ordinary members, founding members and associate members.

6.1 Ordinary members shall be organisations or individuals who have paid their subscriptions in terms of this constitution and who have been duly accepted as such and have been enrolled.

- ✓ 6.2 Founding members shall be the five founding organisations, referred to in paragraph 4.2 above.
- ✓ 6.3 Associate members shall be organisations or individuals who support the aims and objectives of the association.
- 6.4 An ordinary member shall be entitled to a single vote on each resolution at a general meeting.
- 6.5 Founding members shall be entitled to 10 votes on any resolution at a general meeting.
- 6.6 Associate members shall be entitled to attend all general meetings but shall not be entitled to vote.

7 Admission and Expulsion of Members

- 7.1 Members shall be admitted by making an application in writing to the executive committee, which shall have sole discretion as to whether to admit a member or not and to which category membership is allocated, provided

that an individual or organisation which has been refused membership may require the executive committee to put such application for membership to an annual general meeting for decision.

7.2 Annual subscription fees shall be as follows:

7.2.1 Founding members R25.00 per annum

7.2.2 Ordinary members R5.00 per annum

7.2.3 Associate members a minimum of R50.00 per annum

Provided that the executive committee has the power to amend or waive fees stipulated in 7.2.1, 7.2.2 and 7.2.3.

7.3 The executive committee shall be entitled to terminate the membership of any ordinary, founding or associate members from the association in the following circumstances:

7.3.1 When a member's membership fees have fallen three months in arrears, after due notice has been given in writing one

month before of such arrears;

7.3.2 When in the opinion of the executive committee such member has materially contravened any of the objects or resolutions of the Association.

8 Limited Liability

The liability of the members of the association of whatsoever class shall be limited to the amount of the applicable subscription as herein provided for or as determined by the executive committee from time to time.

9 Financial Year

The financial year of the association shall end on 31 December.

10 Annual General Meetings

10.1 The annual general meeting shall be held once in each calendar year within

a period of six months from the end of the each financial year which will run concurrently with the calendar year, at such venue, time and place as determined by the executive committee and upon not less than 21 days' prior written notice given to the members.

10.2 Proceedings

The annual general meeting shall -

- 10.2.1 receive and consider the executive committee's report and financial statements for the preceding year;
- 10.2.2 elect five members of the executive committee;
- 10.2.3 consider any notice of motion which has been submitted to the secretary in writing at least two weeks prior to the annual general meeting;
- 10.2.4 transact any other competent business.

10.3 Procedure

A quorum at any general meeting shall be 10% of the ordinary membership of the organisation, duly paid up as reflected in the association's books on the day prior to the annual general meeting. The chairperson shall preside and, in the absence of the chairperson, any other member of the executive committee elected by the members present shall preside as chairperson and exercise the powers of the chairperson. Save as in this constitution provided, any matter before any general meeting shall be resolved by a simple majority of votes provided that founding members shall have ten votes each and any ordinary member shall be entitled to one vote.

In the event of an equality of votes on any ballot, the chairperson shall exercise a deciding or casting vote.

Only members present shall be entitled to vote and there shall be no proxies.

11. Amendment of Constitution

11.1 This constitution may only be amended by way of resolution to amend such, taken at a general meeting at which 75% of the votes cast at such meeting

are in favour of the amendment.

11.2 The notice convening a general meeting at which a motion to amend this constitution is put forward shall set forth fully the amendment or amendments to be proposed at such meeting, provided that the provision of this clause may be waived by a resolution at such general meeting at which 75% of the votes cast are in support of such waiver.

11.3 Notice of such proposed amendment shall be given at least two weeks before the meeting.

12 Dissolution

12.1 The association may be dissolved by a resolution at a general meeting at which 75% of the votes cast are in support of such dissolution.

12.2 The notice convening such meeting shall state that a motion to dissolve the association is to be put at the meeting and notwithstanding any contrary provision of the constitution it shall not be competent for such meeting to waive the requirements of notice in terms of this clause.

12.3 The notice aforesaid shall be given not later than three weeks before the date of the meeting.

12.4 Upon the winding-up and dissolution of the association the assets of the association remaining after the satisfaction of its liabilities shall be given or transferred to such other company, association, society or institution or any combination of them which shall -

12.4.1 be connected to the media, educational or charitable;

12.4.2 be of a public character;

12.4.3 be in the Republic of South Africa;

12.4.4 be of such nature that donations tax is not payable in respect of the value of any property which is disposed of under a donation to it;

12.4.5 have objects similar to the association's main objects;

12.4.6 be determined by the members of the association at or before the time of the association's dissolution or, failing such

dissolution, by the Division of the Supreme Court of South Africa having jurisdiction.