

VMCZ Constitution

1. Name and Status

1.1 A Media Council is hereby voluntarily established and its name will be the Voluntary Media Council of Zimbabwe.

1.2 The Council will have the legal status of a universities with a legal personality separate from its members, with perpetual succession, and with the capacity to do all things of which a universitas is capable which are compatible with and subject to this Constitution.

2. Definition of terms

In this Constitution,

“Chairperson” means the person elected in accordance with Article 9.5 and includes the Vice-Chairperson acting for the time being as Chairperson;

“Board” means the body provided for in Article 9;

“Complaints Committee” means the Media Complaints Committee established in terms of Article 15;

“Code of Conduct” means the Code of Ethics, Conduct and Practice agreed to by members of the Council;

“Constitution” means this entire document, including the Preamble;

“Council” means the Voluntary Media Council of Zimbabwe;

“Executive Director” means the person appointed in accordance with Article 19.1;

‘General Meeting’ means an Annual General Meeting or a special General Meeting of the Council;

“media-related work” means work in any of the following sectors:

(i) print media;

(ii) radio broadcasting;

(iii) television broadcasting;

and media institutions engaged in the production, collection and/or dissemination of news and/or information;

“media representative” means a member of the Board from the media provided for in Article 9.5(a)(ii);

“member” means a member of the Council, whether a full member or an associate member, as provided in Article 4;

“public representative” means a member of the Board drawn from civic society as provided for in Article 9.5 (iii).

3. Objectives

The aims and objectives of the Council are:

3.1 to safeguard the independence of the media and maintain its integrity by way of effective and professional self-regulation”.

3.2 to promote the highest ethical and professional journalistic standards;

3.3 to serve as a conduit between government, other authorities and political parties on the one side, and the media on the other;

3.4 to monitor media trends, and course content and ethics in media training institutions, and to consult and offer advice and support to such institutions in furtherance of the aims and objectives;

3.5 to uphold and preserve the established constitutional freedom of expression and of the media;

3.6 to uphold the right of the public to be accurately and fairly informed on matters of public and general interest;

3.7 to establish, promote and enforce the Code of Conduct for media practitioners, media institutions and similar bodies;

3.8 to provide an independent and effective channel through which to consider, investigate and resolve complaints about the conduct of the print and broadcasting media and so ensure adherence with the spirit and letter of the Code of Conduct.

4. Membership

4.1 The Council is a membership organization consisting of full members and associate members, provided that only full members will be entitled to vote in the election of the members of the Board.

4.2 Full membership of the Council is open to individuals and Institutions involved in media-related work or “media advocacy”, who support and subscribe to the aims and objectives of the Council, including the following:-

- (a) media houses and outlets;
- (b) journalist training institutions;
- (c) journalist trade unions;
- (d) professional journalists associations;
- (e) Press clubs”.

4.3 Associate membership of the Council is open to individuals and institutions that support and subscribe to the aims and objectives of the Council and are engaged in any of the following business areas:

- (a) Publishing articles for the media;
- (b) Advertising in the media;
- (c) Making films for television broadcasting”.

4.4 All applications for membership will be submitted to the Board, which will have complete discretion whether to accept an application or not. The decision of the Board will be final.

5. Membership Fees

5.1 There will be an annual membership fee, which may differ for full members which are institutions, full members who are individuals and associate members.

5.2 The membership fee shall be payable on admission as a member and thereafter on or before 31 January of each subsequent year.

5.3 The membership fee will be determined by the Board. Any member who fails to pay the membership fee by 31st January each year will automatically cease to be a member and will only have her/his membership restored on payment of the prescribed annual fee and any arrears.

6. Annual General Meeting

6.1 There will be an Annual General Meeting “of the Council” once every year at which members will:

- (a) formulate broad policy guidelines;
- (b) consider and approve the report of the Board and the Financial Report;

(c) elect Board members following the guidelines which are issued by Council from time to time;

(d) consider any other business properly brought before the meeting.

6.2 The Annual General Meeting must be held no later than 30 September each year.

7. Extra-ordinary General Meetings

7.1 An Extra-ordinary General Meeting of the Council may be convened, either at the request of a simple majority of the Board or at a request, in writing of a member which is supported by not less than 30 other members.

8. Provisions Relating to General Meetings

8.1 The Executive Director will be responsible for organising the holding of a General Meeting and must give every member not less than 21 days written notice of the date, time and venue of the meeting and of the business to be conducted thereat.

8.2 The quorum for the General Meeting is-

(i) in the same case of an Annual General Meeting, one quarter;

(ii) in the case of an Extraordinary General Meeting; one third; of the membership of the Council;

Provided that if at any general meeting or quorum is not present within half an hour of the time fixed for the start of the meeting; the meeting shall be adjourned for seven days to commence at the same time and at the same venue and the members present at the adjourned meeting shall constitute a quorum.

8.3 The Chairperson shall preside at a General Meeting but in the absence of both the Chairperson and Vice Chairperson the members shall elect a member of the Board to act as Chairperson of the meeting.

8.4 At the General Meeting:

(i) an institutional member will be entitled to 3 (three) votes;

(ii) an individual member will be entitled to 1(one) vote;

(iii) no proxy votes will be allowed;

8.5 Subject to Article 6.1(c), voting will be by show of hands unless the Chairperson directs that it will be by secret ballot.

8.6 At an Annual General Meeting; voting for members of the Board will be by secret ballot.

8.7 If at an Annual General Meeting a member proposes a motion which is not on the agenda, the Chairperson shall ask the members present if they wish to discuss the motion and, if a majority of the members present vote in favour of discussing the motion, then the Chairperson shall allow the member who proposed the motion to move it and to address the meeting in relation to the motion.”;

8.8 The Chairperson may, in his/her complete discretion, allow a motion to be proposed at an Annual General Meeting where no notice thereof has been given and it was not placed as the agenda.

8.9 The Executive director shall ensure that minutes of the business conducted at the General Meeting are recorded and kept in a safe place.

9.0 Establishment and composition of Board

9.1 There is thereby board which will govern the affairs of the Council.

9.2 The members of the Board will, subject to article 9.5 and 10.2 be elected at an Annual General Meeting.

9.3 The Board will consist of eighteen (18) members, and there must be a gender balance on the Board.

9.4 All members of the Board must be persons who subscribe to the aims and objectives of the Council, are of high integrity and standing in Zimbabwean society and have evidenced commitment to the promotion and protection of freedom of expression and the freedom of the media.

9.5 The board shall consist of the following:

A chairperson, who must be a person of high standing in society with no financial or pecuniary interest, whether as a director, shareholder or otherwise in any media or related organisation.

Ten media representatives as follows:

- a. One person elected by the Zimbabwe National Editors’ Forum.
- b. One person elected by the Zimbabwe Association of Editors.
- c. One person appointed by the Chairperson of the Board of Directors of Zimbabwe Newspapers (1980) Limited;
- d. one person appointed by the Chairperson of the Board of Directors of Zimbabwe Broadcasting Holdings;
- e. One person elected by the community broadcasting stations.
- f. Five (5) media practitioners who are not publishers or editors.

(iv) Eight (8) public representatives who must be members of the public who are not media practitioners and who do not have any direct or indirect financial interest

or involvement in any media institution and at least one of whom must be a legal practitioner. These representatives must reflect a wide cross-section of Zimbabwean society and must take due cognizance of the need to ensure a broad reflection of Zimbabwe's multicultural population.

9.6 The term of office of a Board member will be three (3) years and will expire immediately after annual general meeting three (3) years after the date of her/his election or appointment.

Provided that in the case of the members of the Board who were elected or appointed in 2007, their term of office will expire:

(a) In the case of the four (4) members chosen by the lot, immediately after the annual general meeting in 2009.

(b) In the case of four (4) members chosen by the lot, immediately after the annual general meeting in 2010.

(c) In the case of the other members, immediately after the annual general meeting in 2011.

9.7 Upon expiration of his/her office, a Board member will be eligible for re-election for one additional term only.

9.8 The Executive Director will be an ex-officio member of the Board and will be its Secretary.

9.9 No member of the Board may be an office bearer in a political party.

9.10 Before an annual general meeting the Board will appoint an electoral college, which will consist of three (3) suitable persons, the functions of which will be:

(a) to call for nominations to fill any vacancy caused by the expiration of the term of office of a member

(b) to scrutinize all nominations in order to ensure that the persons nominated are qualified in terms of this article and to reject any nominations if it considers that the nominee is not suitably qualified;

(c) to conduct the election of Board members at the Annual General Meeting and to announce the names of the persons duly elected.

9.11 In the election of public representatives the Electoral College must endeavour to achieve representatives of both genders and that can only be done by declaring a nominated member of the opposite gender has received more votes.

9.12 If at an election of Board members two or more candidates receive the same number of votes and no candidate receives a majority, the successful candidate will be selected by the drawing lots.

10. Vacation of office

A board member shall vacate his/her office if he/she:

- a) Violates any provision of this constitution or
- b) Resigns or
- c) Absents her/himself from three consecutive meetings of the Board without prior authorisation or leave of the Chairperson.
- (d) Is declared insolvent or is convicted of any criminal offence involving fraud /or dishonesty; or
- (e) becomes mentally or physically incapable of effectively performing her/his functions as a member; or
- (f) Brings the Council and or the Board into disrepute.

10.2 As soon as possible after the vacation of office by a Board member the members of the Board will elect a replacement for such member who will serve for the remainder of the term of office of the person who he/she is replacing. Such member will have all the rights and duties of an elected member.

11. Powers and Functions of Board

11.1 The Board is empowered to do such things and to take such actions for the furtherance and attainment of the aims and objectives of the Council, including supervision of the Secretariat, so as to foster the long-term aspirations of the Council.

11.2 The Board must strive actively to build, retain and expand public confidence in the Council, its aims and objectives, its activities, its Board and its

Committees, their mandate and their work.

11.3 The Board will be paid and publicize the findings of the Complaints Committee and must support its independence and integrity.

11.4 Board members will receive such allowances as are determined by the Council from time to time.

11A Code of Conduct

11 A.1 The Board must draw up a Code of Ethics, Conduct and Good Practice which may amend from time to time.

11 A.2 The Board will submit the Code drawn up in terms of Article 11A.1 to the Council at its Annual General Meeting for the consideration and, if the Council resolves that any amendment should be made to the Code, the Board must implement that resolution.

11 A.3 The Board must publicise the Code to all members, the media community in general and the general public.

12. Meetings and Minutes of the Board

12.1 The Board must meet not less frequently than once every four months.

12.2 The Chairperson or, in her/his absence, the Vice-Chairperson, will preside at a meeting of The Board. In the absence of both, no meeting may take place.

12.3 A special meeting of the Board must be convened by the Executive Director on the request, in writing, made by not less than one-third of the total membership of the Board.

12.4 The Board must cause minutes of all proceedings of, and decisions taken at, a meeting of The Board to be kept and entered in a book kept for that purpose.

12.5 Any such minutes which purport to be signed by the person presiding at the meeting to which the minutes relate or by the person presiding at the next following meeting of the Board, will be accepted for all purposes as prima facie evidence of the proceedings and decisions taken at the meeting concerned.

13. Procedures of Board

13.1 Subject to Article 12.1 the Board may meet for the purpose of its business, adjourn and otherwise regulate its meetings as it thinks fit.

13.2 Matters arising at any meeting of the Board will be decided by a simple majority of members present and voting.

13.3 A member will be entitled to one vote save that, in the case of deadlock, the Chairperson will have a second or casting vote.

13.4 The quorum for a Board meeting will be six members.

14. Committees

14.1 The Board may set up such committees as it considers to be necessary to ensure that it executes its mandate efficiently and effectively.

14.2 Save as otherwise provided in this Constitution, the composition of a sub-committee will be determined by the Board save that each committee must include in its composition at least one Board member and the Board may appoint persons who are not Board members.

14.3 A committee other than the Complaints Committee must provide reports to the Board on a regular basis and, unless specifically empowered otherwise, must act after making recommendations to and receiving approval from.

15. Media Complaints Committee

15.1 The Board must establish a Media Complaints Committee which will receive and deal with complaints from persons or institutions affected by possible breach of the Code of Conduct.

15.2 The Complaints Committee will consist of three members, appointed by the Board from among its members as follows:

- (a) a Chairperson who is a legal practitioner;
- (b) one public representative;
- (c) One journalist or other media representative.

15.3 The Complaints Committee, with the approval of the chairperson, must appoint, for each city in which a newspaper is published.

15.3.1 a panel of legal practitioners; and

15.3.2 a panel of members of the public of high integrity and good quality in the journals community;

15.3.3 a panel of journalists and other media representatives;

Who are qualified and acceptable for the purpose of considering complaints on behalf of the Complaints Committee.

15.4 A complaint by an aggrieved party must be brought to the attention of the Executive Director in writing, who will refer the complaint to the chairperson of the

Complaints Committee.

15.5 The Chairperson must scrutinize the complaint and reject it where:

- (a) The conduct does not appear to breach any provision of the Code of Conduct; or
- (b) the complaint has failed to take reasonable steps to resolve the matter amicably; or
- (c) the complaint is considered to be frivolous or vexatious; or
- (d) the complaint has instituted legal action, unless the complaint agrees to pursue such action; or

(e) the complaint refuses to give a written undertaking that he will not institute legal proceedings in respect of the complaint if his complaint is handed in terms of this article.

15.6 Where the chairperson of the complaints committee has not rejected a complaint she/he must forthwith convene a meeting of the Complaints Committee to consider the complaint which consists of three (3) persons selected from members of the Board or a panel appointed in terms of Article 15.3, one of whom is a legal practitioner, who will be the chairperson, and forward the complaint to the chairperson.

15.7 The complaint must be considered and adjudicated on as soon as possible and in the case within one month.

15.8 The committee which is to consider a complaint may co-opt a representative of an association or union of journalists to assist it in the performance of its functions, including its deliberations, but such representative will have no voting power.

15.9 The committee may issue a reprimand /or order the publication of a prompt and prominent retraction and an apology where adjudication is made against a member of the media profession or a media institution.

15.10 The decision of the Committee will be final.

15.11 The Executive Director will appoint a person to be the secretary of the committee hearing the complaint.

15.12 The Complaints Committee may issue Regulations for the proper and efficient discharge of its duties, which must be approved by the Board.

16. Management Committee

16.1 The Board must establish a Management Committee; 16.2 The Management Committee must:

(i) consider other charges or levies for members as necessary for the maintenance of the Council's financial viability and effectiveness;

(ii) establish and review administrative and human resource policies of the Board, including the remuneration of the Secretariat;

(iii) ensure compliance with established policies, procedures, internal controls and corporate governance practices,

(iv) safeguard the assets of the Council and ensure economical and efficient use of resources;

(v) consider any disciplinary matters relating to the Secretariat; and make appropriate recommendations to the Board.

17. Financial Matters

17.1 The financial year of the Council will run from 1 January to 31 December of each year.

17.2 The Council is a non-profit making organization. Its income and assets must be applied solely towards carrying out the objectives stated in this Constitution, and at no time may there be a distribution, whether in money, property or otherwise, from its income or assets towards members as such or to any relative, trustee or representative of or for a member: Provided that this article will not prevent the payment to a member of a reasonable salary and expenses or expenses only as approved by the Board, after considering recommendations from the Management Committee, in respect of specific services rendered to the Council.

17.3 The Board may receive voluntary subscriptions and donations and may canvass prospective donors for financial assistance.

17.4 The Board must make every effort to encourage the media industry to fund the Council in order to allow it to become self-reliant and sustainable in the long term.

18. Reports of Board

18.1 As soon as is reasonably practicable after the end of each financial year, the Board must prepare a report on all its activities during that financial year

18.2 The annual report prepared in terms of Article 18.1 shall be presented at the Annual General Meeting.

19. Secretariat

19.1 The Board must appoint an Executive Director and such other staff as it may determine from time to time, on such terms and conditions as it considers appropriate, after consultation with the Management Committee.

19.2 The primary responsibility of the Secretariat, as led by the Executive Director, will be the day-to-day management of the business and activities of the Council and the implementation of the Council's strategic plan.

19.3 The Secretariat will be answerable to the Board, through the Executive Director.

20. Audit

20.1 A statement of assets and liabilities and of receipts and expenditure must be prepared annually by the Board, which must be audited by a qualified auditor appointed by the Council.

20.2 A copy of the audited financial statements must be presented at the Annual General Meeting, and must be made available to members at the Annual General Meeting, or upon request.

21. Execution of Contracts and Instruments by Board

Agreements, contracts or instruments approved by the Board may be entered into or executed on behalf of the Council by any person generally or specifically authorized by the Board for that purpose.

22. Indemnity

A member of the Board will be entitled to be indemnified out of the funds of the Council against any loss or liability suffered or incurred by the member in the course of, and by reason of the discharge of his/her duties as a member, save where the loss or liability has arisen as a result of his/her intentional misconduct or gross negligence.

23. Validation of Proceedings

23.1 All acts done in pursuance of a resolution of a meeting of the Board or of a committee of the Board, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any member of the Board or committee, or that such member was disqualified, will be as valid as if every such member had been duly appointed and was qualified to be a member of the Board or committee, unless it is proved that such action was taken intentionally.

24. Discipline

24.1 Where a member conducts her/himself in a manner which is contrary to the aims and objectives of this Constitution, or which brings the Council into disrepute, a complaint may be made to the Board.

24.2 The Board must attempt to resolve the matter amicably, failing which the matter must be referred for arbitration.

24.3 The Board may initiate such a complaint against a member of its own accord and any complaint shall be considered by the Complaints Committee or by arbitration.

25. Arbitration

25.1 Any dispute between a member or members and the Council, or between members inter se, involving issues other than disciplinary conduct and which cannot be amicably resolved, must be resolved by arbitration.

25.2 The arbitrator must be a legal practitioner of high integrity who is qualified to be appointed a judge of the High Court of Zimbabwe and is appointed by the Board.

25.3 The arbitrator's decision will be final and not subject to review.

26. Amendment of the Constitution

26.1 The Council may at any time amend this Constitution by complying with the provisions of this article.

26.2 The proposed amendment shall be prepared by the Board at its discretion or if so requested, in writing by 30 members.

26.3 The proposed amendment shall be placed on the agenda for a General Meeting and notice of the amendment shall be given to every member.

26.5 The proposed amendment must be carried by a two-thirds majority of the members present and voting

27. Dissolution

27.1 The Council may at any time terminate its existence if it appears to the members that its continued existence is inappropriate or inexpedient.

27.2 A resolution to dissolve the Council must be passed by a three-quarters majority of members present and voting at a General Meeting called specially for that purpose.

27.3 In the event of the dissolution of the Council, its net assets, after payment of its debts and expenses, will be distributed to such charitable or educational institutions and/or purposes as the Council may determine.

28. Transitional Provisions.

The following persons who were elected as members of the Board when the constitution of the Council was adopted shall be deemed to have been duly elected and their respective terms of office will be shown;-

28.1 Chairperson Mr M Masunda- (three years)

28.2 Media Practitioners: Mr C Chinaka (two years)

28.3 public representatives; Fr O Wermter (two years), Bishop Bakare (two years), Justice L.G Smith (Retd) (one year).