

Constitution of the South African National Editors' Forum

1. PREAMBLE

1.1 South Africa's most senior print, magazine, broadcast and other electronic media editors and media educators, have formed an association to be known as the South African National Editors' Forum ("the Forum") and this association and the members thereof commit themselves to a programme of action to defend and promote media freedom and independence. This document comprises the constitution of the Forum.

1.2 The Forum is founded on the belief and understanding that:

1.2.1 Public and media scrutiny of the exercise of political and economic power is essential;

1.2.2 The law related to the operation of media should be consistent with South Africa's Bill of Rights in its protection of freedom of expression;

1.2.3 Journalists and media owners have a duty to work to the highest professional standards and ethics;

1.2.4 Journalists and media educators embrace a learning culture by committing themselves to ongoing education and training.

2. NAME OF THE FORUM

The Forum shall be known as the South African National Editors' Forum ("SANEF").

3. LEGAL PERSONALITY AND STATUS

The Forum 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. The Forum shall be a non-profit entity in that it is not being formed in order to personally enrich any of its members or office bearers, and the members or office bearers shall have no rights in the property or other assets of the organisation solely by virtue of their being members or office bearers. The organisation's income and property are not distributable to its members or office bearers, except as reasonable compensation for services rendered.

4. OBJECTIVES OF THE FORUM

4.1 The sole object of the Forum will be to carry on in a non-profit manner and with an altruistic or philanthropic intent one or more public benefit activities as contemplated in Part 1 of the Ninth Schedule to the Income Tax Act, (Act 58 of 1962), and in particular –

4.1.1 The promotion of access to and dissemination of information in the media and a free, independent and pluralistic press;

4.1.2 The promotion or advocacy of human rights and democracy.

4.2 The ancillary objectives of the Forum and the means whereby it will seek to achieve its objectives will be –

4.2.1 To serve as a forum to promote the common interests of its members (as contemplated in clause 6.1) in respect of its sole object;

4.2.2 To nurture and deepen media freedom as a democratic value in all our communities and at all levels of our society;

4.2.3 To foster solidarity among journalists and to promote cooperation in all matters of common concern among the print and electronic media;

4.2.4 To address and redress racial and gender imbalances prevalent in journalism and news organisations in South Africa and to encourage the equitable spread of media ownership;

4.2.5 To promote media diversity in the interests of fostering maximum expression of opinion;

4.2.6 To help aspirant and practising journalists to acquire or develop new skills and enhance professionalism through media education programmes;

4.2.7 To promote rules and regulations guaranteeing professional freedom and independence in broadcast media and all media funded by public authorities;

4.2.8 To encourage government to ensure transparency and openness in administration and to pass laws ensuring maximum freedom of information;

4.2.9 To defend media freedom through all available institutions, including the Constitutional Court.

4.3 The objectives of the Forum may be promoted by any means authorised in this constitution but will specifically exclude–

4.3.1 Any trading or other profit making activities save to the extent permitted by section 30(3)(b)(iv) of the Income Tax Act, as set out in clause 8.2 below;

4.3.2 The provision to any of its members of financial assistance or of any premises or continuous services or facilities for the purpose of carrying on any private business, profession or occupation.

5. POWERS OF THE FORUM

With a view to achieving the aforementioned objects as set out in clause 4 above, the Forum shall be empowered to:

5.1 Encourage programmes for corrective action and a transformation of culture within news organisations as a whole;

5.2 Compile and circulate regular progress reports and establish a database;

5.3 Investigate and recommend industry guidelines and targets;

5.4 Conduct media education and training programmes;

5.5 Make education and training integral to corrective action;

5.6 Encourage liaison between industry and teaching institutions and promote industry commitment to these institutions;

5.7 Research and report on media education and training needs and teaching activities in regard to quality and relevance of trainers, materials, infrastructure and students;

5.8 Monitor the process of accreditation of journalism programmes;

5.9 Hold periodic conferences, meetings and seminars on issues relating to the objects set out in clause 4 above;

5.10 Publish media of various kinds in the furtherance of the objectives;

5.11 Engage in research into various issues affecting the media;

5.12 Monitor legislative and judicial activities and to take steps to intervene or to attempt to bring about changes where it is deemed by the Forum to be in the interests of furthering the objectives of the Forum. In this regard the Forum shall be empowered to provide practical assistance in litigation on matters affecting the objectives as set out above;

5.13 Co-operate with national and international organizations who have objectives similar to those set out in clause 4 above, or with any organization with whom co-operation could further the objectives of the Forum;

5.14 Do all things incidental to the above-mentioned powers that are desirable and necessary in order to achieve the objectives of the Forum.

6. MEMBERSHIP

[Click here to download the membership form](#)

6.1 Membership shall be open to any person in South Africa who is a senior editorial executive in the print and electronic media, including newspapers, magazines, regional publications, radio and television, on-line news media, community media and to people of similar status in media education. A "senior editorial executive" shall be defined as a journalist with executive or managerial responsibilities. Besides Editors, nominations can be drawn from Deputy Editors, Assistant Editors, Sports Editors, News Editors and other executives at this level.

6.2 Membership shall be at the discretion of the Editors' Council, and shall be considered by the Editors' Council after consultation with the Regional Convenor and the Management Committee.

6.3 The Editors' Council referred to above shall be constituted in accordance with paragraph 7 of this Constitution and shall have the discretion to:

6.3.1 Determine the procedure for applications for admission of new members, subject to the following: prospective members shall be proposed and seconded by a Forum member in good standing;

6.3.2 Admit on such terms as it may determine, any associate, affiliate or ordinary member;

6.3.3 Expel any member subject to the right of any such expelled party to appeal the decision. Such appeal shall be decided by a majority of the members of the Editors' Council.

6.3.4 Delegates who attended the founding meeting in October 1996 are automatically members on payment of the annual subscription fee and completion of the membership application form.

6.4 Membership shall be voluntary and members shall belong to the Forum in their individual capacities.

6.5 The members will pay annual membership fees. The amount to be paid, and when it will be paid, will be determined by the Editors' Council from time to time.

6.6 If any member shall fail to pay the appropriate subscription for a period of six months after it has fallen due, the membership shall automatically lapse without prejudice to the members' right to apply for re-admission on payment of the subscription fee.

6.7 Any member may resign at any time in writing.

6.8 The liability of any member for the obligations of the Forum shall be limited to the amount of any subscription that may be due and owing at the time that the obligation of the Forum arose, and the members shall not become liable for any of the obligations or liabilities of the Forum solely by virtue of their status as members of the organisation.

6.9 Membership of a member shall terminate if a member ceases to be a senior editorial executive within the scope of 6.1 above, but subject to the provisions of 6.3. Council may allow membership to continue on the strength of the value the member brings into the Forum.

7. STRUCTURE

The primary and most senior decision-making body shall be the members of the Forum at the annual general meeting. The structures of the Forum as set out below shall implement the policy made at any annual general meeting, in accordance with the powers set out below.

The Editors' Council

7.1 The overall management of the Forum shall be vested in the Editor's Council which shall consist of twenty members of whom at least three shall be persons who are not connected persons, as defined in section 1 of the Income Tax Act, in relation to each other.

7.2 The Editors' Council will be elected from the general membership at an annual general meeting of the Forum. The members elected to the Editors' Council shall hold office for one year, and shall be eligible for re-election.

7.3 In electing members of the Editors' Council it is a requirement that they reflect the constituent elements of the Forum as defined in 6.1. However notwithstanding this requirement in the event that it is impossible to reflect each of the constituent elements, the membership of the Editors' Council shall reflect the constituent elements set out in 6.1 as closely as is possible in the circumstances.

7.4 The Editors' Council shall meet not less than four times per year. The quorum for any meeting of the Editors' Council shall be one half of the Editors' Council members.

7.5 Meetings of the Editors' Council shall be summoned by the Chairperson, who shall convene additional Editors' Council meetings if any five members of the Editors' Council request such a meeting in writing.

7.6 The Editor's Council shall elect from among its members a Management Committee consisting of a Chairperson, a Deputy Chairperson, a Secretary General and a Treasurer, none of whom shall be connected persons in relation to each other, as contemplated in clause 7.1 above.

7.7 The Editors' Council shall be empowered to appoint individuals or an advisory committee which may include non-members of the Forum to advise it on various matters. Such parties may be invited to attend and participate in Editors' Council meetings, but shall not have the right to vote.

7.8 The Editors' Council shall have the power to appoint an Executive Director who shall manage the day-to-day running and fundraising activities of the Forum and who will ex officio be a member of the Management Committee and of the Editors' Council.

7.9 The Editors' Council shall, subject to the foregoing, retain the right to delegate any of its powers to such persons or bodies as it may decide.

7.10 The Editors' Council shall not distribute any of the Forum's profits or gains other than in order to achieve the objects for which it has been established.

7.11 The Editors' Council shall ensure that the activities of the Forum are wholly or mainly directed to the furtherance of its principal objects.

7.12 The Editors' Council shall have the power to dismiss or discipline any employees of the Forum, and may delegate this power to the Executive Director.

7.13 The Editors' Council shall and is hereby given the right to open a bank account in the name of the Forum. All of the Forum's financial transactions shall be conducted through the said banking account. The Editors' Council is empowered to appoint signatories to the banking account, not necessarily limited to the members of the Editors' Council.

7.14 The Editors' Council shall cause proper accounting records to be kept as are necessary fairly to present the state of affairs and business of the Forum and to explain the transactions and the financial position of the business of the Forum. The accounting records shall be kept at the main place of business of the Forum or at such other place or places as the Editors' Council thinks fit.

Management Committee

7.15 The Management Committee will be responsible for the implementation of policy and for the administration of the Forum as referred by the Editors' Council.

7.16 The Management Committee shall report on the activities and financial and other affairs of the Forum at the annual general meeting of the Forum. The roles of the office bearers shall be:

7.16.1 The Chairperson leads the forum and has overall oversight responsibility for the affairs of the forum as determined by the Editors' Council. The chairperson is the official spokesperson, chairs Forum meetings, has a casting vote in the case of a voting deadlock and represents Sanef at regional and continental general meetings of Editors' Forums.

7.16.2 The Deputy Chairperson shall deputise for the chairperson.

7.16.3 The Secretary General oversees the ordinary business of the Forum and the work of its employees, including in particular issues of membership and record-keeping.

7.16.4 The Treasurer oversees the financial administration of the Forum, its annual budget and audit, presents financial statements and directs fundraising activities.

Project Leaders

7.17 The Editors' Council is entitled to appoint Project Leaders from among its members to drive and report on projects either individually or by convening sub-committees.

7.18 These projects should include: education and training, monitoring and defence of media freedom, diversity and ethics.

Regional Convenors

7.19 The Editors' Council is entitled to appoint Regional Convenors from among its members to act as liaison between the region and the Management Committee.

7.20 The Regional Convenors will establish a support network of members in each media house and journalism training institution in the region to carry out Sanef activities.

7.21 The Editors' Council has established the following standing regions: Western Cape , Eastern Cape , KwaZulu-Natal , Central and Gauteng.

8 INCOME TAX ACT RE PUBLIC BENEFIT ORGANISATIONS

For the purposes of compliance with subsection (3)(b) of section 30 of the Income Tax Act and for so long as the Forum shall be approved as a public benefit organisation the following requirements of that section shall apply (including any amendments to the Act unless they are varied by subsequent amendments to this Constitution):

8.1 Any funds of the Forum not required for immediate use for its objectives may be invested, provided they are invested: -

8.1.1 With a financial institution as defined in section 1 of the Financial Services Board Act, 1990;

8.1.2 In any listed financial instrument of a company contemplated in paragraph (a) of the definition of "listed company" in section 1 of the Income Tax Act;

8.1.3 In such other prudent investments in financial instruments and assets as the Commissioner for the South African Revenue Service may determine.

8.2 The Forum may not carry on any business undertaking or trading activity, otherwise than to the extent that –

8.2.1 the undertaking or activity is –

(a) Integral and directly related to the sole object of the Forum; and

(b) Carried out or conducted on a basis substantially the whole of which is directed towards the recovery of cost and which would not result in unfair competition in relation to any taxable entities; or

8.2.2 The gross income derived from all such business undertakings or trading activities does not exceed the greater of –

(a) 15 per cent of the gross receipts of the Forum; or

(b) R25,000; or

8.2.3 The undertaking or activity, if not integral and directly related to the sole object of the Forum as contemplated in 8.2.1, is of an occasional nature and undertaken substantially with assistance on a voluntary basis without compensation; or

8.2.4 The undertaking or activity is approved by the Minister of Finance by notice in the Gazette.

8.3 The Forum may not accept any donation that is revocable at the instance of the donor for reasons other than a material failure to conform to the designated purposes and conditions of such donation. No donation may be accepted that is subject to conditions that are designed to enable the donor, or any connected person in relation to the donor, (other than an approved public benefit organisation), to derive any direct or indirect benefit from the application of the donation.

8.4 A copy of any amendment to this constitution shall be submitted to the Commissioner for the South African Revenue Service.

9. MEETINGS

9.1 The general meeting of the Forum shall be held annually at a date and place determined by the Editors' Council and shall be open only to members in good standing.

9.2 Members shall be given at least three weeks' notice of an annual general meeting.

9.3 The business of the annual general meeting shall be as follows:

9.3.1 To receive the annual report of the Management Committee;

9.3.2 To approve and adopt the financial statements;

9.3.3 To appoint auditors;

9.3.4 To elect the members' representatives to the Editors' Council for the following year;

9.3.5 To deal with any other relevant business.

9.4 Special general meetings shall be convened in the event that the Chairperson of the Editors' Council is requested by not less than 20% of the members of the Forum to convene such a meeting. In this event the Chairperson shall direct the Secretary to convene a special general meeting by giving members not less than three weeks' notice in writing of the meeting, and the business to be dealt with thereat. The Editors' Council shall have the power to convene a special general meeting at any time on the same notice as set out in this clause.

9.5 The quorum for an annual general meeting or a special general meeting shall be 10% of the membership present. If no quorum is available at such a meeting, the Chairperson may re-convene the meeting upon another date, and the re-convened meeting, if it so decides, may proceed to transact business even if the requisite quorum is not present, subject to there being at least one representative from each constituent element which occurs as a result of 7.3.

9.6 Members shall endeavour to reach decisions by consensus but if this is not possible decisions shall be taken to the vote.

9.7 All paid up members of the Forum shall be entitled to vote.

9.8 Voting shall take place by show of hands, unless a member who is entitled to vote, requests a secret ballot in which case the Chairperson shall order a poll by secret ballot. The reasonableness of such a request shall have to be established by the Chairperson.

9.9 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.

9.10 A notice shall be deemed to have been sufficiently dispatched and forwarded in writing 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 members ten days after the date of posting.

9.11 The Secretary will open a minute, and every annual general meeting, special general meeting, meeting of the Editors' Council or Management Committee will be minuted and recorded in the minute book.

10. AMENDMENTS TO 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 general meeting provided that at least three weeks' notice of the meeting, specifying the proposed constitutional changes, is given to members. In addition, the Editors' Council shall be entitled to effect such amendments to the Constitution as may be required in order to enable the Constitution to comply with any laws, or to enable effect to be given by the Editors' Council to the intentions of this Constitution. In the event that an amendment is effected by the Editors' Council, such amendment shall be deemed to have been ratified as required in terms of this Constitution unless such amendment is opposed by a two thirds majority of voting members within ten days of notification to such members of the change in question.

11. FINANCIAL YEAR END

The Forum's financial year end shall be the last day of February of each year.

12. DISSOLUTION

12.1 The Forum may be dissolved by a resolution of two thirds of voting members present at an annual general meeting or special meeting of the Forum provided that the notice of the proposed resolution is given to 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.

12.2 If a resolution is duly passed for the dissolution of the Forum, or if for any reason the Forum ceases to exist, its assets remaining after the payment of its debts shall be transferred to one or more similar public benefit organisations, approved in terms of section 30 of the Income Tax Act, as may be decided by the Editor's Council.