

**MEDIA INSTITUTE OF SOUTHERN AFRICA-MALAWI CHAPTER
(MISA MALAWI)**

CONSTITUTION

**TRUSTEES INCORPORATION ACT
(CAP. 5:03)**

Revised in September 2020

TABLE OF CONTENTS

Table of Contents	2
Preamble	3
ARTICLE I: NAME, POSTAL AND PHYSICAL ADDRESS	4
ARTICLE II: INTERPRETATION	4
ARTICLE III: OBJECTIVES AND POWERS	5
ARTICLE IV: MEMBERSHIP	5
(a) Membership Fees	5
(b) Associate and Honorary Members	6
(c) Cessation of Membership	6
ARTICLE V: ANNUAL GENERAL MEETING (AGM)	6
ARTICLE VI: THE NATIONAL GOVERNING COUNCIL	7
6.1 Elections	7
6.2 Powers of the NGC	7
6.3 Meetings of the NGC	8
ARTICLE VII: MANAGEMENT BOARD	8
7.2 Functions of the Management Board	8
7.2.1 Administration	8
7.2.2 Finances	8
7.3 Meetings of the Management Board	9
ARTICLE VIII: THE BOARD OF TRUSTEES	9
ARTICLE IX: THE MEDIA LEGAL AID FUND	10
ARTICLE X: VACANCIES IN THE NGC, MANAGEMENT BOARD, BOARD OF TRUSTEES AND MLAF	10
ARTICLE XI: INDEMNITY	10
ARTICLE XII: AMMENDMENTS AND INTERPRETATION	10
ARTICLE XIII: DISSOLUTION	11

PREAMBLE

Recognising the provisions of the Malawi Constitution under sections 35, 36, and 37 guaranteeing freedom of expression, publication of and access to information, we media workers from Malawi reaffirm that the, establishment, promotion and support of an independent, pluralistic and free press is an important cornerstone to the maintenance of democracy and economic development" hereby resolve to form the national chapter of the Media Institute of Southern Africa, whose primary objectives are hereunder defined.

ARTICLE 1: NAME, POSTAL AND PHYSICAL ADDRESS

1.1 Name

The name of the organization shall be the NATIONAL Media Institute of Southern Africa herein after referred to as NAMISA.

1.2 Postal Address

The registered postal address shall be NAMISA, Post Office Box No. 30463, Capital City, Lilongwe 3.

1.3 Physical Address

The registered physical address for NAMISA shall be Mtolankhani House, Off Lilongwe-Kasiya Road, Airwing, Lilongwe or any other place that NAMISA may relocate to from time to time.

ARTICLE II: INTERPRETATION

In this Constitution unless otherwise provided or else the context requires:

“Associate Member” means membership open to all other independent media practitioners, resident or institutions operative in Africa, provided that such practitioners or institutions are not from or based in Southern Africa, or in the case of institutions, if their work is regional, continental or international in scope.

“General Assembly” means all ordinary members of MISA Malawi.

“Honorary Member” means any individual, other than an ordinary member, working for or with the passion of the media.

“Management Board” means a committee comprising the Chairperson, Vice Chairperson and Treasurer of NAMISA

“Ordinary Member” means media institutions and practitioners who have fully paid membership fee.

“MISA” means Media Institute of Southern Africa.

“MLAF” means the Media Legal Aid Fund (created under this constitution) otherwise referred to as the Legal Defense Fund by the Regional Constitution.

“NGC” means National Governing Council

ARTICLE III: OBJECTIVES AND POWERS

A) OBJECTIVES

The objectives of NAMISA shall be to:

- (i) Promote and defend press freedom
- (ii) Take appropriate measures/ actions where such freedoms have been violated
- (iii) Facilitate access to and unimpeded free flow of information.
- (iv) Monitor developments and challenges facing the media in the country.
- (v) Bring together journalists and other media workers in the country to share ideas and deal with common challenges facing the media.
- (vi) Establish links with other organizations with similar objectives within and outside the country for purposes of fostering cooperation and solidarity.
- (vii) Identify and coordinate training of journalists and other media workers.
- (viii) Act as a resource institution for journalists and the media in general.
- (ix) Promote media self-regulation and professional ethics/standards.
- (x) Carry out any activities that are necessary and incidental to achieving its objectives.

B) POWERS

NAMISA shall have powers to:

- (i) Solicit funds and/ or material resources from well donors, the general public and other well wishers within and outside the country.
- (ii) Borrow funds and pledge mortgage or charge the property of the organization as security for repayment of the funds so borrowed.
- (iii) Administer funds provided or solicited for the purposes of advancement of the organization and attainment of its objectives.

ARTICLE IV: MEMBERSHIP

a) Membership fees

Membership fee shall be paid annually upon registration or renewal of membership as the case may be and the amount shall be determined by the NGC from time to time.

b) Associate and Honorary Members:

- (i) Associate and Honorary members shall not be required to pay any membership or subscription fees, but may make such grants and donations to the organization in any case as they deem fit.
- (ii) Associate and Honorary members shall have no voting rights at any General Assembly.

c) Cessation of Membership

The Chairperson shall declare cessation of membership of any member if that member has:

- (i) failed to pay annual membership/subscription fees
- (ii) voluntarily resigned.
- (iii) failed to uphold MISA Malawi objectives.
- (iv) joined active politics.
- (v) been declared insane
- (vi) died
- (vii) been convicted of any crime with punishment of custodial sentence
- (viii) conducted himself in a manner that would put the organization into disrepute.

Provided that any member may appeal to the NGC against the decision of the Chairperson if cessation has been made on grounds (iii), (iv) & (viii).

ARTICLE V: ANNUAL GENERAL MEETING

- a) There shall be an Annual General Meeting (herein referred to as 'AGM') of all ordinary members which shall be held at least once every year.
- b) The Chairperson may in consultation with the Treasurer call for an extra-ordinary general meeting to address urgent matters involving or affecting the organization.
- c) All notices of such meetings shall be issued by the Secretariat.
- d) Notices:
 - (i) A notice calling for an AGM shall be issued at least 21 days before the date of meeting. The notice period may be reduced if the NGC can prove that there are compelling reasons to reduce it, in which case such reasons will be set out in the document giving the notice, provided that the reduced notice period shall not be less than 14 days.
 - (ii) A notice calling for an extra ordinary general meeting shall be issued at least 14 days before the meeting.
- e) At such meetings, every delegate entitled to vote shall have one vote on any resolution and voting shall be by secret ballot.
- f) Unless otherwise provided,

- (i) The quorum for any of the above meetings and any other committee meetings shall be 50% of all ordinary members or of all members of respective committees, whichever case may be.
- (ii) A resolution for any of the above meetings shall be arrived at by a majority vote of the members present at the meeting.

ARTICLE VI: THE NATIONAL GOVERNING COUNCIL

6.1 There shall be a National Governing Council (NGC) which shall comprise the following:

- a) Chairperson
- b) Vice Chairperson
- c) Treasurer
- d) Two co-opted members, one with a legal and the other with an accounting or financial background who shall be so appointed by the Chairperson, Vice Chairperson, and the Treasurer
- e) The National Director or his representative shall act as Secretary to the NGC and any other committees created by this Constitution or by the NGC,

6.2 Members of the NGC i.e. the Chairperson, Vice Chairperson and the Treasurer shall be elected at an AGM and shall serve for a period of three years unless re-elected, provided that a person shall be eligible to serve in the NGC for a maximum period of two terms.

6.3 At any time the composition of the NGC shall have representation from the three regions of Malawi. In the event that no member from a region is elected the AGM shall reserve a position and entrust the newly elected NGC to co-opt a member and such a member shall represent a region.

6.4 To maintain gender balance, the NGC shall have at least **30%** women.

6.5 Elections

- (i) A person shall be eligible to contest for positions in the NGC if he/she has been an active member of MISA Malawi for at least last two consecutive years preceding the elections.
- (ii) A person shall only be eligible to vote in an election for a position in the NGC if he/she has been a paid up member of NAMISA for at least two consecutive years preceding the elections
- (iii) The notice for elections shall be issued at least 60 days before the date of elections
- (iv) Members aspiring for positions of Chairperson and Vice Chairperson shall be required to announce their aspirations and submit their manifestos to the Secretariat at least 21 days before the day of

elections. The Secretariat shall in turn send the said manifestos to all members at least 14 days before the date of elections.

6.6 Powers and Functions of the NGC

The NGC shall have powers to:

- a) Recruit staff of the organization.
- b) Take any administrative and disciplinary actions on staff.
- c) Manage affairs of the organisation, and liaise with other relevant authorities in order to achieve objectives and goals of the organization.
- d) Manage funds through the Secretariat
- e) Appoint members of various committees as provided for in this Constitution and draw their terms of reference.

6.7 Meetings of the NGC

- a) The NGC shall meet at least once every three months.
- b) The Chairperson shall in liaison with the Treasurer call for all NGC meetings.
- c) The Secretariat shall issue a notice in writing at least 14 days before the date of the meeting. The notice shall also specify the date, time and venue of the meeting.
- d) The quorum for all NGC meetings shall be three.
- e) The NGC may hold an extraordinary meeting to deal with urgent matters.
- f) All resolutions or decisions shall be made by a majority vote of the members of the NGC present at that meeting.

ARTICLE VII: MANAGEMENT BOARD

7.1 There shall be a committee called the Management Board mandated to make decisions on any administrative matters that may not necessitate the meeting of the NGC. The committee shall comprise:

- a) Chairperson of the NGC
- b) Vice Chairperson of the NGC
- c) Treasurer of the NGC
- d) The National Director or his representative shall serve as Secretary to the Management Board

7.2 Functions of the Management Board

7.2.1 Administration

- a) The Management Board shall be responsible for the day to day running of the organisation and shall operate through a Secretariat run by professional staff.

- b) The Management Board shall operate in accordance with the provisions of the rules and regulations of the organisation.

7.2.2 Finances

- (i) The Management Board shall be responsible for:
 - a) management and disbursement of MISA-Malawi funds
 - b) operating all bank accounts of the organisation.
 - c) borrowing funds on behalf of the organisation in order to discharge its obligations
 - d) Provided that if the amount in issue is more than the equivalent of US\$5,000, the Management Board shall seek approval of the NGC before effecting such transaction.
- (ii) All cheques drawn on NAMISA bank accounts shall be signed by the National Director countersigned by the Chairperson or the Treasurer.
- (iii) The financial year shall begin on the first day of January and end on the last day of December.
- (iv) The books of accounts of the organisation shall be audited annually by independent and certified public auditors.

7.3 Meetings of the Management Board

- a) Except as provided under this provision meetings of the Management Board shall depend on exigencies requiring its attention.
- b) Quorum for the Management Board shall be two.

ARTICLE VIII: THE BOARD OF TRUSTEES

- a) The NGC shall serve as the Board of Trustees for NAMISA.

ARTICLE IX: THE MEDIA LEGAL AID FUND (MLAF)

- a) There shall be a Media Legal Aid Fund Committee whose members shall be appointed by the NGC.
- b) The MLAF shall comprise three media workers and two lawyers
- c) Members of the MLAF shall hold that position for a period of two years unless re-elected.

- d) Rules and procedures for the MLAF shall be provided for in the "Norms and Guidelines to the conduct and running of the Media Legal Aid Fund."

ARTICLE X: VACANCIES IN THE NGC, MANAGEMENT BOARD, AND MLAF

- a) A vacancy may be created in the NGC, Management Board, or the MLAF if a member:
 - (i) Dies
 - (ii) Is declared bankrupt
 - (iii) Resigns
 - (iv) Conducts himself or herself in a manner that puts the organisation into disrepute
 - v) Develops unsoundness of mind rendering him or her incapable of conducting business of the organisation,

Provided that any member who is appointed to replace another shall only hold office for the remaining part of the term of office.

- b) The NGC shall have powers to appoint a replacement for any vacancy that may fall as provided for under (a) above, provided that any such vacancy shall be filled not later than three (3) months from the date of the occurrence of the vacancy.

ARTICLE XI: INDEMNITY

Every member of NAMISA, NGC, Management Board, or MLAF and every employee, agent or auditor acting with the full authority of the organization shall be indemnified by NAMISA out of its funds against any liability incurred by such member, employee, agent or auditor as the case may be arising from claims by third parties.

ARTICLE XII: AMENDMENTS AND INTERPRETATION

- 12.1 This Constitution may be amended at a General Assembly by two thirds majority of the members present.

Proposals for amendments shall be communicated in writing to all members by the Chairperson at least 21 days prior to the general meeting at which the amendments are to be considered.

- 12.2 Any question or dispute relating to the interpretation of this Constitution shall be determined by the NGC in accordance with its set procedures.

ARTICLE XIII: DISSOLUTION

- (i) MISA-Malawi may be dissolved by a decision of two thirds of all members at an Annual General Meeting or Extra Ordinary General Meeting called for that purpose;

Provided that a written notice of not less than 21 days shall be given to all members by the Chairperson of such intended dissolution.

- (iii) If, upon dissolution and after satisfaction of all its debts and liabilities, there remain any assets or property or money, the same shall be given or transferred to some other organization or association having objectives or activities similar to those of MISA-Malawi or any charitable organization to be determined by members at the meeting of dissolution.

Certified by



Teresa Ndanga

Chairperson

20th September
Thisday of 2020