



Constitution

South African National Editors' Forum

Amended

22 August 2020

CONSTITUTION OF THE SOUTH AFRICAN NATIONAL EDITORS' FORUM – APPROVED
AUGUST 2020

1. PREAMBLE

1.1 South Africa's senior print, magazine, broadcast and online media journalists responsible for editorial decisions as well as 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 Laws relating 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 ("THE FORUM").

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; and

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 practicing 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 its 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; and

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 There are three categories of membership of the Forum:

6.1.1 Ordinary Membership is open to any natural person who resides in South Africa or who is a South African citizen, and who is a senior journalist with editorial decision-making responsibilities in the print and electronic media; including newspapers, magazines, regional publications, radio and television, online news and current affairs media, including community media and to people of similar status in media education who consider themselves to be bound by the Codes of Conduct developed by the Press Council of South Africa and the Interactive Advertising Bureau of South Africa, and the Broadcasting Complaints Commission of South Africa and Independent Communications Authority of South Africa;

6.1.2 Founding Membership is open to delegates who attended the founding meetings of the Forum in October 1996 and in January 1998 and who are listed in the annexure to this Constitution (which annexure can be updated to include founding members not captured therein at an AGM provided this is confirmed by two existing founding members) and Founding members are automatically deemed to be ordinary members on payment of the annual membership fee.

6.1.3 Associate Membership is open to any journalist, media student or person with media expertise who supports the principles expressed in the Codes of Conduct developed by the Press Council of South Africa and the Interactive Advertising Bureau of South Africa, the Broadcasting Complaints Commission of South Africa and the Independent Communications Authority of South Africa. With the exception of the Management Committee constituted in accordance with clause 7 of this Constitution (Mancom), an Associate Member is eligible to attend and participate in (although not vote at) any meeting of a structure of the Forum. An Associate Member also cannot be elected to a position on the SANEF Council constituted in accordance with clause 7 of this Constitution (the Council).

6.2 The Council has the sole discretion to determine the procedure for applications for admission of new

members, provided that all prospective Ordinary members (excluding Founding members) and Associate members shall be proposed and seconded by a Forum member in good standing.

6.3 Ordinary Membership shall be at the discretion of the Mancom after consultation with the relevant Regional Convener.

6.4 A termination of membership in any category of membership shall be a decision at the discretion of the Council based on misconduct that:

6.4.1 constitutes a serious violation of one of the Codes referred to clause 6.1; and/or

6.4.2 brings the Forum or the practice of journalism into disrepute.

6.5 A member whose membership has been terminated in terms of clause 6.4 has the right to appeal the decision to a Special General Meeting of the Forum, constituted for that purpose.

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

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

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

6.9 Any member may resign at any time in writing.

6.10 The liability of any member for the obligations of the Forum shall be limited to the amount of any membership fee 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.

6.11 Membership of an Ordinary member who is not a Founding member shall terminate if such Ordinary member ceases to be a media educator or senior journalist with editorial responsibilities within the scope of 6.1.1 above

7. STRUCTURE

7.1 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 Council

7.2 The overall management of the Forum shall be vested in the Council which shall consist of a minimum of fifteen and a maximum of twenty-five Ordinary and/or Founding members of whom at least three shall be persons who are not connected persons, as defined in section 1 of the Income Tax Act, 1962, in relation to each other.

7.3 The Council will be elected from the Ordinary and Founding membership at an annual general meeting of the Forum. The members elected to the Council shall hold office for two years, and shall be eligible for re-election.

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

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

7.6 The Council shall elect from among its members a Management Committee (Mancom) consisting of a Chairperson, a Deputy Chairperson, a Secretary General, a Treasurer and any other person to fulfil a role as determined by the Editor's Council, none of whom shall be connected persons in relation to each other, as contemplated in clause 7.2 above. The members of Mancom are appointed for terms of two years and may serve in the same position for a maximum of two consecutive terms. However, a member of Mancom may serve in different positions to a maximum of five consecutive terms.

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

7.8 The Council shall have the power to appoint an Executive Director.

7.9 The Council shall, subject to the foregoing, retain the right to delegate any of its powers to such persons or bodies as it may decide, including, without limitation, the right to represent the Forum on any structure or at any meeting of a media self-regulatory body.

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

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

7.14 The 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 Council thinks fit.

Management Committee

7.15 The Management Committee will be responsible for the implementation of policy, determined by the Forum, and for the administration of the Forum, including, the decision to institute and/or defend legal proceedings and the decision as to who is to be the signatory in respect of such proceedings. In performing its administrative and implementation functions, the Management Committee may co-opt additional members, including ordinary and associate members, to perform other tasks as required by the Management Committee. These co-options are subject to ratification by the Council and are subject to the provisions regarding terms limits on roles as are provided for in clause 7.6 above.

7.16 The Management Committee shall report on the activities and financial and other affairs of the

Forum at Council meetings and 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 Council. The chairperson is the official spokesperson, chairs Forum meetings, has a casting vote in the case of a voting deadlock and represents the Forum 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.

7.17 The Management Committee is responsible for managing the employment relationship of the Executive Director.

Project Leaders

7.18 The Council is entitled to appoint Project Leaders from among its ordinary members to drive and report on projects either individually or by convening sub-committees. These projects should include: education and training, monitoring and defence of media freedom, diversity and ethics amongst others.

Regional Conveners

7.19 The Council is entitled to appoint Regional Conveners from among its ordinary members to act as liaison between the regions and the Management Committee.

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

Executive Director

7.21 The Executive Director is a paid position. The Executive Director manages the day-to-day running and fundraising activities of the Forum and is an *ex officio* member of the Management Committee and of the Council. In particular, day to day operational power is vested in the Executive Director after consultation with the Management Committee.

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; and/or

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

(c) the gross income derived from all such business undertakings or trading activities does not exceed the greater of -

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

(ii) R25 000.00;

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 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 to:

9.3.1 receive the annual report of the Management Committee;

9.3.2 approve and adopt the financial statements;

9.3.3 appoint or confirm auditors for the following financial year;

9.3.4 elect the ordinary members' representatives to the Council for the following term, as contemplated in clause 7.3; and

9.3.5 deal with any other relevant business.

9.4 Special general meetings shall be convened in the event that the Chairperson of the 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 General 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 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 ordinary membership. 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.

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 ordinary members of the Forum shall be entitled to vote.

9.8 Voting shall take place by show of hands, unless an ordinary 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 be determined by the Chairperson.

9.9 Each ordinary paid-up 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 General 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 General will open a minute, and every annual general meeting, special general meeting, meeting of the Council or Management Committee will be minuted and recorded in the minute book.

9.12 In any meeting of the Forum, whether an Annual or Special General Meeting, a meeting of the Council, the Management Committee or any subordinate committee, no member may participate in a decision if they have a conflict of interest in that decision. In such a case, the member must recuse themselves and the rest of the voting members at such meeting must make the necessary decision(s) without such member's participation.

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 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 Council to the intentions of this Constitution. In the event that an amendment is effected by the 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

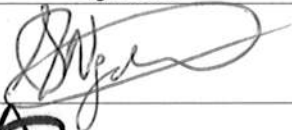



The Forum's financial year end shall be the last day of February of each year.

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.

Signed By The SANEF Management Committee Elected 22 August 2020

| Name & Surname | Designation | Signature |
|------------------|-------------------|---|
| Sibusiso Ngalwa | Chair |  |
| Adriaan Basson | Deputy Chair |  |
| Mahlatse Mahlase | Secretary General |  |
| Nwabisa Makunga | Treasurer |  |

Annexure A: Founding Members:

1. Tyrone August
2. John Battersby
3. Arrie de Beer
4. Guy Berger
5. Sunil Bramdaw (*deceased*)
6. Nigel Bruce
7. Sarah Crowe
8. Dennis Cruywagen
9. Ebbe Dommissie
10. Tim du Plessis
11. Ryland Fisher
12. Derek Forbes
13. Amina Frense-Kasrils
14. Anthea Garman
15. Pippa Green
16. Anton Harber
17. Shaun Johnson (*deceased*)
18. Jim Jones
19. Ida Jooste
20. Mike Loewe
21. Raymond Louw (*deceased*)
22. Aggrey Klaaste
23. Simphiwe Magoda
24. Robert Magwaza
25. Arthur Maimane (*deceased*)
26. Len Maseko
27. Thami Mazwai
28. Mike Mills
29. Molefi Mika
30. Izak Minnaar
31. Latiefa Mobarra
32. Phil Molefe
33. Wendy Morgenrood
34. Sbu Mngadi
35. Lebona Mosia
36. Mtolephi Mthimkhulu (*deceased*)
37. Tim Noakes
38. Sipho Ngcobo
39. Debora Patta
40. Mary Papayya
41. Don Pinnock
42. Brian Pottinger

43. Ramesh Ramlal
44. Judy Sandison
45. Jane Raphaely
46. Jimmy Seepe (*deceased*)
47. Mike Siluma
48. Gavin Stewart (*deceased*)
49. Peter Sullivan
50. Joe Thloloe
51. Mike Tissong
52. Xolani Tiyalana
53. Mathatha Tsedu
54. Jeffrey Mzukisi Twala
55. Yves van der Haegen
56. Mark van der Velden
57. David Wightman
58. Moegsien Williams
59. Ric Wilson
60. Muriel Hau Yoon

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