



Media Council of Tanzania

Constitution 1995

*Incorporating all amendments by the National
General Convention up to August 2016*

MCT Constitution 1995

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CONTENTS

1.	Interpretation	1
2.	Seat of the Council	4
3.	The Objectives of the Council shall be to -	5
4.	“Right to Sue and be Sued”	8
5.	The Right to Own Property.....	8
6.	Vesting of Assets and Liabilities.....	8
7.	Members of the Council	8
8.	Commencement and cessation of membership	9
9.	Rights of Members	14
10.	Duties of Members.....	15
11.	Organs of the Council.....	16
12.	Composition, Powers and Functions of the Convention	17
13.	Convening meeting of of the Convention ..	19
14.	The Governing Board	22
15.	Replacement and Devolution of Tenure of Board members	28
16.	The Secretariat	30
17.	The Ethics Committee	34
18.	Finance and Administration Committee.....	38
19.	Audit Committee	41
20.	Board of Trustees	43

MCT Constitution 1995

21. Minutes and Reports.....	44
22. Financial Provisions	45
23. Seals	47
24. Investigations of Special Issues	48
25. Cessation of membership to the Governing Board and Board of Trustees.....	50
26. Binding documents and enforcement	50
27. Special Resolution.....	51
28. Alteration of the Constitution	51
29. Dissolution of the Council	52
30. Disposal of Assets.....	52
31. Commencement of this Constitution	53



PREAMBLE

“WHEREAS we the TANZANIAN MEDIA PRACTITIONERS believe that we have a duty and responsibility to ensure, enhance and defend the freedom of the media;

AND WHEREAS in so doing we must be guided strictly by professional principles of accuracy, objectivity, honesty, fairness, decency and independence; and

AND WHEREAS we believe these noble objectives can only be achieved by the formation of an independent, voluntary and non-governmental media council;

NOW THEREFORE we do hereby form the Media Council of Tanzania and adopt this Constitution as setting out its objectives, organization and functions”;

1. Interpretation

In this Constitution, unless the context requires otherwise, “Board” means the Governing Board, which is one of the principal organs of the Media Council of Tanzania.

“Board of Trustees” means the registered Board of Trustees of the Media Council of Tanzania

MCT Constitution 1995

“Constitution” means this Constitution establishing the Media Council of Tanzania and any schedules thereto;

“Convention” means the National General Convention (NGC) established by Article 11(1) of this Constitution;

“Council” means the Media Council of Tanzania established by the country’s practitioners at a General Convention held in Dar es Salaam on June 28, 1995;

“Editors Forum” means any registered organisation of media editors whose main objective is to bring together media editors for the purpose of discussing pertinent issues, exchanging experiences and information and generally to enhance the freedom of the media and in particular, to defend the independence of editors;

“Executive Secretary” means the Executive Secretary of the Council provided for under Article 16 of this Constitution;

“**Media**” means the aggregate of organs whose

*Incorporating all amendments by the National
General Convention up to August 2016*

function is to investigate, collect, analyse, process, and impart information through print, electronic or any other similar means by which messages, sounds and vision are communicated to the public;

“Media house” means a single umbrella entity, registered or not, which directly or indirectly owns, controls, manages, or makes policies for two or more media outlets

“**Media outlet**” means and includes print, radio, television and online edition of the same, websites and blogs dealing with news and current affairs through which communication is made to the public or among the members of the public and is separately registered as such under the relevant law but does not include cinema or stage plays.

“**Media practitioner**” means any natural person involved as a journalist or in similar capacity in the practice of investigating, collecting, analyzing, processing, , and imparting information to the public through the media on a regular basis whether or not such person

MCT Constitution 1995

is employed by a media outlet and includes freelancers;

“Press club” means a registered forum of media practitioners whose main objectives are to discuss collectively issues pertaining to media practitioners and promote adherence to ethical and professional standards, and includes bodies and centres, which provide a forum for and facilitate dissemination of information, and includes federations and unions of press clubs;

“Secretariat” means the Secretariat of the Council established by Article 17 of the Constitution;

“Special resolution” means a resolution, which can only be passed by a two thirds majority of members attending the NGC;

“The Common Seal” means the seal of the Governing Board of the Council.

“The Trustees Seal” means the seal of the Board of Trustees of the Council.

2. Seat of the Council

“The seat of the Council shall be in Dar es

*Incorporating all amendments by the National
General Convention up to August 2016*

Salaam, or such other location as the Board may determine. The Council shall also establish sub-offices as the Board deems necessary in pursuit of Council objectives”,

3. The Objectives of the Council shall be to -

- (a) promote, assist, safeguard and defend freedom of the media and allied forms of public communication in the United Republic of Tanzania;
- (b) oversee that journalists, editors, broadcasters, producers, directors, proprietors and all those involved in the media industry in Tanzania adhere to the highest professional and ethical standards;
- (c) receive and conciliate, mediate and or arbitrate upon complaints from the public, governmental and other bodies and amongst the media inter se against alleged infringements of the Code of

MCT Constitution 1995

Ethics;

- (d) encourage development of the media profession in Tanzania by undertaking activities including, but not limited to, training of journalists, promoting press clubs development, conducting various media freedom campaigns, research, seminars, workshops and/or symposia;
- (e) maintain a register of developments likely to restrict the supply of information of public interest and importance, keep a review of the same, and investigate the conduct and attitude of persons, corporations and governmental bodies at all levels, towards the media, and make public reports on such investigations;
- (f) involve members of the public in the work of the Council and constantly and reasonably keep them informed about its operations, views and decisions;

*Incorporating all amendments by the National
General Convention up to August 2016*

- (g) promote and defend the interests of readers, viewers, and listeners;
- (h) promote gender sensitivity, equality, and equity in reportage and dissemination of information
- (i) promote quality and sensitivity in reporting issues of people with disabilities and other vulnerable groups;
- (j) Raise funds legally for the purposes of the Council on such terms as are compatible with the autonomy of the Council and within the spirit of its mission and vision;
- (k) conduct research, publish papers, journals, newsletters and other materials to achieve these objectives; and
- (l) do such other things as may be in the interest of the Council, the media and the public as may be necessary to achieve these objectives.

MCT Constitution 1995

4. “Right to Sue and be Sued”

All actions by and against the Council shall be brought in the name of the Board of Trustees.

5. The Right to Own Property

The Council through the Board of Trustees shall have the right to own movable and immovable property and other assets

6. Vesting of Assets and Liabilities

The assets and liabilities of the Council shall be vested in the Board of Trustees and managed by the Governing Board.

7. Members of the Council

Membership of the Council shall consist of the following:

- (a) Media outlets;
- (b) Media training and research institutions;
- (c) Professional associations of media practitioners;

*Incorporating all amendments by the National
General Convention up to August 2016*

- (d) Press clubs; and
- (e) Editors' fora

8. Commencement and cessation of membership

- (i) Every institution eligible to become a member of the Council will be deemed to be a member of the Council from the date on which it is registered as a media organisation by the relevant authority under the relevant law or from the date on which it is established by statute, as the case may be, unless such institution expressly and in writing, declines membership to the Council within 30 days of the date of its registration or establishment, as the case may be.

PROVIDED that this provision does not absolve any member from formally registering with the Council as a member in accordance with the provisions of this

MCT Constitution 1995

Constitution or rules and procedures made under it.

- (ii) A member shall cease to be a member of the Council under the following circumstances:
 - (a) Where a newly registered or established member has declined in writing to be a member under the provisions of Article 8(i) of this Constitution;
 - (b) Where a member voluntarily withdraws its membership of the Council in writing;
 - (c) Where the Governing Board is satisfied that a member has ceased operations or has ceased to operate as a media organization, whether or not it has been formally de-registered, and such cessation of operations has continued for a consecutive period of at least two

*Incorporating all amendments by the National
General Convention up to August 2016*

years;

d) Where a member has been declared bankrupt or has wound up for whatever reason.

(e) Where the membership is terminated by the Council under the provisions of this Constitution.

PROVIDED that, the Council shall accord an opportunity to a member to be heard before removing its name from the register of members.

(iii) The membership of a full member shall be terminated by the Council under following circumstances: -

(a) Where a member has lost the qualifications to be a member and there is no likelihood of it regaining the same within foreseeable future;

(b) Where a member has repeatedly

MCT Constitution 1995

and grossly violated the Code of Ethics as determined by the Ethics Committee provided the Ethics Committee may in its discretion recommend suspension of a member for a specified period instead of termination of membership or pending termination.

- (iv) The membership of a member may be suspended by the Council under following circumstances:
 - (a) Where a member has not paid fees and the fees have remained outstanding for a consecutive period of two years. The suspension shall remain in force until the outstanding fees have been paid or arrangements have been made to the satisfaction of the Council for the payment of fees.

*Incorporating all amendments by the National
General Convention up to August 2016*

- (b) Where a member has repeatedly and grossly violated the Code of Ethics as determined by the Ethics Committee and the Ethics Committee has recommended suspension for a specified period, provided that the suspension shall not exceed one year unless the Ethics Committee recommends otherwise for specified reasons and the Governing Board approves the recommendation by a majority vote:

PROVIDED that no member shall be suspended without first being given an opportunity to be heard and that the Council shall not lose its jurisdiction over the member during the period of suspension.

- (c) Where the Ethics Committee recommends suspension of a member, it shall also recommend

MCT Constitution 1995

the conditions and procedure for the reinstatement of the member on the expiry of the period of suspension.

- (d) For the avoidance of doubt, it is hereby affirmed that the Council, with the consent of all the parties involved, may use its good offices to receive, conciliate and mediate disputes even where the party or parties involved are not members of the Council.

9. Rights of Members

Members shall have the right to:

- (1) Enjoy all services rendered to members by the Council.
- (2) Elect and be elected in accordance with the provisions of this Constitution provided it is understood that a person elected to any office of the Council is

*Incorporating all amendments by the National
General Convention up to August 2016*

elected in his or her individual capacity
and not as a representative of a member.

- (3) Access information about the affairs of the Council.
- (4) Receive publications of the Council at concessional rate fixed by the Board.
- (5) Receive annual reports and other reports of the Council.
- (6) Participate fully and freely in the activities and affairs of the Council.
- (7) Be heard during disciplinary process.
- (8) Attend all National General Conventions of the Council:

Provided that, a suspended member shall not enjoy these rights.

10. Duties of Members

The duties and obligations of members are to:

MCT Constitution 1995

- (1) Adhere to the Constitution and rules of the Council.
- (2) Adhere to the Code of Ethics and the Code of Conduct of the Council.
- (3) Be proactive in promoting the image, status and work of the Council.
- (4) Pay fees and subscriptions in prescribed time:

Provided that a suspended member shall continue to be bound by these duties.

11. Organs of the Council

- (1) The Council shall have the following organs:-
 - (a) The Convention;
 - (b) The Board;
 - (c) The Board of Trustees
 - (d) The Secretariat

*Incorporating all amendments by the National
General Convention up to August 2016*

- (2) The Board shall have the following Statutory Committees:-
 - (a) Ethics Committee;
 - (b) Finance and Administration Committee;
 - (c) The Audit Committee
- (3) The Board and the Convention may establish ad hoc committees for specified purposes, as they may deem necessary

12. Composition, Powers and Functions of the Convention

- (1) The Convention shall consist of the delegates appointed by members of the Council and each member shall be represented by one delegate whose name shall be forwarded to the Secretariat by members on receipt of the Notice of the meeting.
- (2) The Convention shall be the highest

MCT Constitution 1995

decision-making body of the Council.

- (3) Subject to 13 (4), the President or in his absence the Vice President shall chair all meetings of the Convention, and in that capacity shall have a casting vote.
- (4) Where the matter before the Convention is the election of a Board Member, the Convention shall elect one of its members to be the chair of the meeting.
- (5) The Convention shall have following powers and functions:
 - (a) Lay down general policy;
 - (b) Elect members of the Governing Board;
 - (c) Appoint members of the Board of Trustees on recommendation of the Governing Board;
 - (d) Ratify termination of a member;
 - (e) Approve annual subscription fees

*Incorporating all amendments by the National
General Convention up to August 2016*

recommended by the Governing Board;

- (f) Approve the Code of Ethics and its amendment;
- (g) Appoint external auditors recommended by the Governing Board;
- (h) Amend the Constitution.

13. Convening meeting of of the Convention

- (1) The Board shall once, in every year, convene a meeting of Convention and shall convene such meeting for the purposes of elections in every third year. The meetings of the Convention shall be held at such time and place as the Board may appoint.
- (2) At least twenty-one days written notice shall be given of a meeting of the Convention and at least seven days written notice for an Extraordinary

MCT Constitution 1995

meeting of the Convention. The notice shall be exclusive of the day in which it is written and given, and shall specify the place, the date and the time of the meeting. The notice shall be sent by the Executive Secretary to all members eligible to vote. The Executive Secretary shall also publish such notice in a newspaper of wide circulation in Tanzania:

PROVIDED that no meeting or extraordinary meeting of the Concentration which is called by shorter notice than that specified in this Article shall be deemed to have been improperly called only because the notice was given for a shorter time than stipulated.

- (3) At every, ordinary or extraordinary meeting of the Convention which, every member shall be represented by one delegate having one vote, which shall be given either personally or by proxy.

*Incorporating all amendments by the National
General Convention up to August 2016*

- (4) Only paid up members shall have the power to vote, either personally or by proxy.
- (5) A member not present at the meeting of the Convention may, on any resolution before the Convention, vote by proxy in such manner and subject to such conditions as may be prescribed.

PROVIDED that:

- (a) The instrument appointing a proxy shall be in a written form prescribed by the Board or as near thereof as possible. A member shall appoint as its proxy a member who is entitled to vote at the meeting of the Convention;
- (b) The proxy shall be valid for use at one meeting only or for any adjournment of that meeting;
- (c) The instrument in proper

MCT Constitution 1995

form appointing a proxy must be deposited with the Executive Secretary before the commencement of the meeting at which it is intended to be used.

- (6) Except for any purpose of which a Special Resolution is expressly required by this Constitution, or by any regulation made under this Constitution, all resolutions and decisions of the Convention shall be made by a simple majority.
- (7) The manner of convening the meeting of the Convention and the procedure there at, shall be as herein before expressly provided, or as may from time to time be prescribed.
- (8) The quorum for the Convention shall be fifty per cent of paid up members present

14. The Governing Board

- (1) The Governing Board shall consist of

*Incorporating all amendments by the National
General Convention up to August 2016*

the President, the Vice-President, four media representatives and three public representatives, one of whom shall have expertise in finance management or accounting:

Provided that a minimum of three of the Board members shall be women.

- (2) The outgoing Board shall appoint from amongst members of the Board and from the public, a Search Committee composed of not less than 3 and not more than five members which shall recommend candidates from whom members of the Board may be elected:

Provided that no two candidates shall come from the same organization.

- (3) The Board after considering the recommendations of the Search Committee shall present before the Convention names of persons recommended for election to

MCT Constitution 1995

the Board as President, Vice President and other members of the board: Provided that candidates for the other members of the Board, seven shall be from the media and eight from the public, two of whom shall have expertise in finance management or accounting.

- (4) To guarantee continuity, a new Board shall always include at least three members from the outgoing Board.
- (5) The Board shall have the responsibility of convening the meetings of the Convention.
- (6) Members of the Board shall attend the meetings of the Convention and shall have the right to participate in its proceedings but shall not have a right to vote.
- (7) The Executive Secretary or his Representative shall be the secretary to the Board and statutory committees

*Incorporating all amendments by the National
General Convention up to August 2016*

and in that capacity shall have the right to attend all meetings and participate in deliberations but shall have no right to vote.

- (8) All members of the Board shall be elected by the Convention. The President shall be a non-media person while the Vice-President shall be a media person. The Board members shall be eminent citizens of impeccable integrity and proven intellectual ability. Subject to Article 16(3) the terms of office of the members of the Board shall be three years.
- (9) Media representatives shall be natural persons who at the time of election are experienced media persons in publishing or other media activities in an editorial or journalistic capacity.
- (10) Public representatives shall be persons who at the time of appointment are not and have not been engaged in publishing

MCT Constitution 1995

or other media activities in any capacity but subscribe to the ideals of freedom of expression.

- (11) The composition of the Governing Board shall be such that no one institution, organisation, or media house has more than one person belonging to it in any capacity as a member of the Governing Board.
- (12) The President shall be an eminent citizen of impeccable integrity and proven intellectual ability.
- (13) The President shall be the head of the Governing Board and shall chair all meetings of the Board. He or she shall have a casting vote in addition to a deliberative vote in case of a tie.
- (14) The Board may make regulations on the management, administration and financial affairs of the Council and

*Incorporating all amendments by the National
General Convention up to August 2016*

generally, for the better carrying out of the functions of the Council.

- (15) Except as otherwise expressly provided by this Constitution or by any regulation made under this Constitution, the Board may exercise all the powers of the Convention and no regulation made under this Constitution shall invalidate any prior act of the Board, which would have been valid, if such regulation had not been made. In a situation deemed to be urgent, the Board may take a decision which is otherwise within the exclusive mandate of the Convention provided such decision is subsequently ratified by the Convention.
- (16) The procedure of the Board, Statutory Committees and of ad hoc-committees shall be as may be prescribed by the Board in the Charter from time to time.
- (17) The Governing Board shall, among other

MCT Constitution 1995

functions given to it by this constitution, enforce the Codes of Ethics for Media Professionals and implement the Council's objectives.

- (18) The Board shall lay down professional standards and training of journalists.
- (19) The Board shall propose a Code of Ethics or any amendments thereto to the Convention for adoption.
- (20) The quorum of Board meetings shall be five, provided one of those present is the President or Vice-President.
- (21) The Board shall establish a Charter setting out the procedures for carrying out its mandate as elaborated under the Constitution.

15. Replacement and Devolution of Tenure of Board members

- (1) The Convention may delegate its powers

*Incorporating all amendments by the National
General Convention up to August 2016*

to the Board to elect an eligible candidate to fill in any vacancy in the Board resulting from death, resignation, or such other eventuality before the end of tenure of such Board member.

- (2) In exercising its powers under Sub Article (1) of this Article, the Board may elect any eligible member to fill in a vacant position provided that it may first consider a shortlist of those candidates who vied for Board membership during previous meetings of the Convention in accordance with their score of votes.
- (3) A Board member may serve for a maximum of two consecutive terms and he or she may be re-elected after a lapse of one or more terms. Provided that where a member is elected as President or Vice President, the term served as a member shall not disqualify the President or Vice President for re-election to that office;

MCT Constitution 1995

- (4) Service of Board members shall be guided by this Constitution as well as the Board Charter.

16. The Secretariat

- (1) The Secretariat shall be the executive organ of the Council, which shall comprise the Executive Secretary and such other officers, and staff as may be deemed necessary by the Board.
- (2) The Board shall appoint the Executive Secretary on contract for a renewable three-year term after advertising such vacancy in a newspaper of mass circulation in Tanzania.
- (3) The Executive Secretary shall be the principal executive officer of the Council and shall be:
 - (a) The head of the Secretariat and spokesperson of the Council;

*Incorporating all amendments by the National
General Convention up to August 2016*

- (b) The accounting officer of the Council;
 - (c) Secretary to the Convention and the Board;
 - (d) Secretary to the Board of Trustees;
 - (e) The ex officio member of the Ethics Committee and Finance and Administrative Committee of the Board; and
 - (f) Carrying out such other duties as conferred upon him or her by this Constitution or by the Board from time to time.
- (4) The Board shall determine the terms and conditions of service of the Executive Secretary:

Provided that the Executive Secretary shall not serve for more than 4 continuous terms without the approval of the Convention.

MCT Constitution 1995

- (5) Other staff of the Secretariat shall be appointed on contract and in accordance with staff rules and regulations and terms and conditions of service of the Council.
- (6) The Secretariat shall be responsible for:-
 - (a) the initiation and implementation of programmes in the most appropriate, expeditious and efficient ways of achieving the objectives of the Council;
 - (b) the management and running of day to day activities of the Council in accordance with this Constitution, the Charter and regulations;
 - (c) the strategic planning, management and monitoring of programmes for the development of the Council;
 - (d) liaising with stakeholders to make sure that stakeholders participate

*Incorporating all amendments by the National
General Convention up to August 2016*

- in activities of the Council;
- (e) the general promotion and dissemination of information on the Council to stakeholders, the general public and the international community;
 - f) facilitation of interaction between the Council and public, government, international organisations and other non-governmental bodies;
 - (g) the general administration and financial management of the Council;
 - (h) the implementation of the decisions of the Convention and the Board;
 - (i) the organisation and the keeping of records of the Convention and Board meetings and any other meetings of the organs of the

MCT Constitution 1995

Council;

- (j) The custody of the property of the Council; and
- (k) such other matter that may be provided for under this Constitution.

- (7) The Executive Secretary shall, where he or she is permitted by this Constitution, act on behalf of the Council with the approval of the Board.

17. The Ethics Committee

- (1) The Ethics Committee shall be constituted by the Governing Board from amongst its members and shall form an autonomous adjudication organ of the Council. Its members shall have no voting rights in the Governing Board in matters relating to cases adjudicated before it:

PROVIDED that its members shall have no voting rights in the Governing Board

*Incorporating all amendments by the National
General Convention up to August 2016*

in matters relating to cases adjudicated before it”.

- (2) Members of the Ethics Committee shall not be less than four:

provided that at least two of its members shall be media people. The chairperson of the committee shall be appointed by the members from among themselves.

- (3) All complaints of infringement of the Code of Ethics shall be referred to the Executive Secretary who shall process the same in writing in accordance with the Council’s Rules of Procedure.
- (4) The Executive Secretary may, in appropriate cases, which in his or her opinion do not merit the attention of the Ethics Committee, essay to resolve the same amicably and record the outcome accordingly for the information of the Ethics Committee.

MCT Constitution 1995

- (5) A hearing before the Ethics Committee shall be open to the public and all findings/ decisions must be made public.

PROVIDED that in cases involving minors and those concerning victims of violent or sexual crimes, hearings may be held in camera.

- (6) Legal representation shall not be allowed as the primary objective is amicable settlement and reconciliation, but the Committee may, on request and at its discretion, allow legal representation for concerned parties on matters which require legal clarity.
- (7) The Executive Secretary shall summarily reject unsigned or frivolous complaints.
- (8) The Ethics Committee shall, in keeping with the Rules of Procedure, hear complaints and make decisions that are binding on the parties.

*Incorporating all amendments by the National
General Convention up to August 2016*

- (9) The powers of the Ethics Committee provided for under Clause 8 herein above, shall include powers dismiss or reject a complaint, powers to settle matters amicably or reconcile the parties, order publication of an apology in the manner directed by the Committee, temporary suspension of membership and order for token payment of damages and costs.
- (10) Complaints sent to the Council shall be attended to immediately and the Ethics Committee shall strive to conclude every matter before it within three months.
- (11) Decisions of the Ethics Committee shall be made in writing, signed by the chairperson who shall preside over the Committee sessions and delivered in a public session of the Committee before the parties or their recognized agents.
- (12) The Ethics Committee, can on its own motion initiate investigation, hearing

MCT Constitution 1995

and disciplining of any media outlet for malpractice in accordance with the Council's Code of Ethics.

- (13) In conciliating a complaint or any other matter from any region of Tanzania, the Ethics Committee at its discretion may involve the Press Club of the area or region concerned.
- (14) The quorum of the Ethics Committee shall be three members.

18. Finance and Administration Committee

- (1) The Board shall appoint from amongst its members the Finance and Administration Committee.
- (2) Members of the Committee shall not be less than four.
- (3) The chairperson of the committee shall be appointed by members from amongst themselves, unless the Vice-President of

*Incorporating all amendments by the National
General Convention up to August 2016*

the Council is a member of the Committee, in which case the Vice-President shall preside over the Committee.

- (4) The functions of the Finance and Administration Committee shall be to:-
 - (a) oversee policy and planning issues pertaining to management and general administration, including finance, human resources, information services and physical facilities;
 - (b) review and recommend to the Board changes to membership fees;
 - (c) oversee hiring of Heads of Units of the Secretariat and consider disciplinary action on the same as recommended by the Executive Secretary;
 - (d) review and recommend to the Board the performance of the

MCT Constitution 1995

- Executive Secretary;
- (e) function as the investment committee of the Board;
 - (f) Review and recommend to the Board the acquisition of land or other real property;
 - (g) review and recommend to the Board Annual plans and budgets of the subsequent year;
 - (h) scrutinize annual procurement and implementation plans;
 - (i) review and recommend to the Board on the amendments of the Human Resource and Administration Policies and Regulations;
 - (j) guide Secretariat on fundraising activities; and
 - (k) review and recommend to the Board on staff remuneration and

*Incorporating all amendments by the National
General Convention up to August 2016*

scheme of services.

- (5) The quorum of the Finance and Administration Committee shall be three members.

19. Audit Committee

- (1) The Board shall from amongst its members appoint the Audit Committee.
- (2) Members of the Committee shall not be less than three.
- (3) The chairperson of the committee shall be appointed by members from amongst themselves.
- (4) The functions of the Audit Committee shall be to:-
 - (a) Review the financial statements and annual programme implementation report;
 - (b) Review the internal controls;

MCT Constitution 1995

- (c) Advice the Board on the appointment of external auditors;
- (d) Advice the Board on the implementation of auditor's recommendations;
- (e) Review the recommendations of the internal audit report on the internal controls;
- (g) Scrutinize the following reports before their submission to the Board:
 - (i) Internal audit analysis on the findings of the external audit;
 - (ii) Management response on the auditors recommendations;
 - (iii) Narrative and audited reports
- (f) Review MCT's organizational risk management framework and

*Incorporating all amendments by the National
General Convention up to August 2016*

internal control procedures and
advise the Board on same;

20. Board of Trustees

- (1) There shall be a Board of Trustees of the Council which shall consist of either three or five members appointed by the National General Convention on recommendation of the Governing Board.
- (2) The Chairperson of the Board of Trustees shall be elected from amongst the trustees by the Convention.
- (3) The Board of Trustees shall have the authority customary for such boards according to the laws and practices of the country.
- (4) All the property of the Council shall be vested in the Board of Trustees and the Board shall hold such properties in accordance with fiduciary principles.

MCT Constitution 1995

- (5) The Board of Trustees shall meet at least once a year or when called upon to do so by the Governing Board.
- (6) The Board of Trustees may transact business if at least two out of three, where the Board is constituted by three members, or three out of the five members, where it is constituted by five members, are present provided always that one of the members present is the Chairperson.
- (7) The term of office of a member of the Board of Trustees shall be ten years but a member shall be eligible for reappointment.
- (8) A member of the Board of Trustees shall be an eminent citizen with impeccable integrity and proven intellectual ability.

21. Minutes and Reports

- (1) The Board shall cause proper minutes of all Convention meetings, all meetings of the Board and of committees appointed

*Incorporating all amendments by the National
General Convention up to August 2016*

by the Board, to be taken and recorded; and shall make all such minutes available for inspection by any member of the Council at any reasonable time on demand.

- (2) At every Convention meeting, the Board shall present to the Council a full report of the activities of the Council.

22. Financial Provisions

- (1) The Council shall accept funds from any legitimate source whatsoever, provided the same is not contrary to the objectives and principles governing the Council.
- (2) The Council's sources of funds shall be, but not limited to, stakeholders fees and contributions; donations from legitimate local and foreign sources; sale of the Council's publications; management fees and consultancy.
- (3) The funds received or generated by the

MCT Constitution 1995

Council shall be applied solely to the activities of the Council.

- (4) The Executive Secretary shall prepare an appropriate annual budget for the approval of the Board, which budget shall make provision for all the estimated expenditure of the Council for the relevant financial year and for reserve funds for contingent liability.
- (5) The financial year of the Council shall begin on the 1st day of January and end on the 31st day of December every year.
- (6) The Governing Board shall cause proper accounts of all funds, property and assets of the Council to be kept and to be audited as on the 31st day of December in every year. The Board shall present the audited accounts to the National General Convention.
- (7) The Board shall develop and adopt

*Incorporating all amendments by the National
General Convention up to August 2016*

financial regulations to guide the use of the Council's funds.

23. Seals

- (1) There shall be the official seal of the Board of Trustees seal, which shall only be used by the authority of the Board of Trustees. It shall have the registered name of Board of Trustees and every instrument to which the seal shall be affixed shall be signed by, two members in a case where there are three trustees and by three members in a case where there are five trustees.
- (2) There shall be a seal of the Board. The Board shall provide for the safe custody of the seal, which shall only be used by the authority of the Board or of a committee of the Board authorized by the Board in that behalf, and every instrument to which the seal shall be affixed shall be signed by a member of the Board and shall be counter-signed by the Executive Secretary or by a

MCT Constitution 1995

second member of the Board or by some other person appointed by the Board for the purpose.

24. Investigations of Special Issues

- (1) On the recommendation of the Board, the President may constitute a Committee consisting of not less than three (3) members to undertake any investigation into any matter of public importance concerning the conduct of or any report on the media or a matter on which guidance in the view of the Board is required for the media in regard to interpretation or application of the principles of the Code of Ethics.
- (2) A committee appointed in terms of Article 24(1) shall be as broadly representative as possible, provided that at least one of the members of this committee shall be a jurist of high professional standing.

*Incorporating all amendments by the National
General Convention up to August 2016*

- (3) The President shall nominate the committee chairperson, unless the chairperson of the Board is a member of that committee, in which event the chairperson shall preside over the committee.
- (4) Where in the course of an investigation allegations arise against a specific person or organization, such a person or organization shall be fully informed of the allegations made and shall be entitled to make both written and oral representations to the Committee.
- (5) On completion of its investigations, the committee shall compile a written report for presentation to the Board. Where the Committee has not achieved unanimity in its findings, it shall be permissible for individual committee members to write separate dissenting reports.
- (6) The Board shall consider and vote on the report of the Committee and may adopt

MCT Constitution 1995

it in whole or in part and cause the same to be published for public information.

25. Cessation of membership to the Governing Board and Board of Trustees

- (1) A member of the Board or Board of Trustees shall cease to be a member upon death, resignation, incapacitation, criminal conviction or termination on disciplinary grounds or failure to attend the Board or Board of Trustees meetings at three consecutive sittings without a valid excuse.
- (2) A member of the Board or Board of Trustees may be terminated by the Convention for gross misconduct after the member concerned has been given a meaningful hearing.

26. Binding documents and enforcement

All media houses and outlets, journalists' training institutions, journalist associations and

*Incorporating all amendments by the National
General Convention up to August 2016*

press clubs are required to sign documents in a form prescribed by the Council with the view to ensuring their voluntary submission to the jurisdiction of the Council, and the binding effect and enforcement of orders and directions which may be made by the Council for or against them. Such documents shall include a provision for the acceptance of the obligation to cause compliance therewith as far as it is within the members' power to do so.

27. Special Resolution

A Special Resolution shall be required for termination of membership, review of membership fees or amendment of the Constitution

28. Alteration of the Constitution

- (1) Proposals for alteration of this Constitution shall be processed by the Executive Secretary and approved by the Board before presentation to the Convention.

MCT Constitution 1995

- (2) Alteration of this Constitution shall require the approval of two thirds of the paid-up members of the Council in a formally convened meeting of the Convention.

29. Dissolution of the Council

The Council may at any time terminate its existence if it appears to the members that the Council has outlived its usefulness. A resolution to dissolve the Council must be passed at an extraordinary meeting of the Convention called for that purpose, by a three quarter majority of all paid-up members of the Council.

30. Disposal of Assets

The Board of Trustees upon dissolution of the Council, shall be responsible for clearing all the liabilities of the Council. The remaining assets of the dissolved Council shall be disposed of as the Board of Trustees deems fit, preferably to non-profit institutions or organisations with similar objects as the Council:

PROVIDED that no assets of the Council shall

*Incorporating all amendments by the National
General Convention up to August 2016*

be disposed of or appropriated as dividends, gifts or entitlements to individual members for personal use or advantage.

31. Commencement of this Constitution

This Constitution shall commence the moment it is passed and adopted by the National Convention and any amendments to the Constitution of the Council and schedules thereto shall apply mutatis mutandis immediately after their adoption.