



CONSTITUTION OF VUT FM

1. NAME

The name of the radio station shall be known as VUT FM Community Radio. (Vaal University of Technology FM)

2. STATUS

VUT FM acknowledges its status as a non-profit organisation, as determined by Board of governors, the Constitution and Council of the Vaal University of

Technology subject to the rules and regulations of ICASA (Independent Communication Authority of South Africa)

3. VISION

We seek to be a financially viable Community Radio Station that positively and proactively markets the Vaal University, educate, inform, entertain and capacitate those within our broadcast footprint whilst being compliant with the ICASA, VUT Mandate and truly engaging with all stakeholders.

4. AIMS AND OBJECTIVES:

- To provide detailed, objective and accurate information on all issues that are of interest to the community;
- To be accessible to the community;
- To serve the interests of the community by providing accurate and balanced information, education and entertainment programming;
- To serve as a link between the community and structures at all levels with similar developmental objectives. i.e. government and non-governmental;
- To provide adequate access and opportunities to media training;
- To produce and broadcast educational programmes which serve a cross-section of age groups in the community;
- To be a broadcaster that does not in the allocation of time for transmitting party political broadcast give an unfair preference to any political party

- To use the broadcast medium to prioritize issues of local and national importance, such as health, education, disability and environmental awareness;
- To entrench the diversity of cultures as a fundamental development component; and
- To develop and manage the station in order to achieve self-sufficiency and sustainability.

5. MOTTO

The Rhythm of the River

6. ORGANIZATIONAL STRUCTURE

VUT FM shall be governed by the Board of Governors and operated by the management consisting of:

- The station manager
- Administration Clerk
- Programs Coordinator
- Sales and Marketing Coordinator
- Music Compiler
- Production Coordinator
- News Editor
- Content Coordinator

7. THE BOARD OF GOVERNORS

The composition of the Board of Governors:

- The first governors shall initially be co-opted within the university management structure.
- Members shall not be affiliated to any political party.
- The governors' shall serve for a period of 24 months thereafter.
- The vacancies will be advertised bi-annually, at least 2 months before the AGM.

Nominations, signed by the Proposer, the Nominee and a witness, must then be presented to the office of the station manager.

- The number of governors shall not be less than seven (7) and not more than Twelve (12).
- The Station Manager shall be a member of the Board ex officio, but shall not have any voting rights.
- The Executive Director: Advancement shall be a member of the Board as ex-officio, but shall not have any voting rights
- The Director: Marketing and PR shall be a member of the Board as ex-officio, but shall not have any voting rights
- The first Chair of the Board shall be elected by the Board at their first meeting and shall hold office for two (2) years. Such Chair shall be eligible for re-election for further periods of office.
- Should a Board member wish to resign from their position before the end of their term of office has ended, the member in question shall give one month's written notice of such resignation, to be tabled for discussion at the following meeting of

the Board of Governors. In the event of a written notice being accepted by the Board, the vacancy should be advertised internally within one (1) month of acceptance and an appointment made within 2 months from date of acceptance of resignation.

7.1. DISQUALIFICATION OF GOVERNORS.

- The office of a Board member shall be vacated if any of the following events occur:
- His/her estate is sequestrated or he/she publishes notice of his/her intention to surrender his/her estate or makes application for an administration order.
- He/she commits an act of insolvency as defined in the Insolvency Act.
- He/she is, under the Station Laws of South Africa disqualified from acting as a director of a station.
- He/she is certified as not being of sound mind and no longer has contractual capacity.
- He/she is convicted of any crime involving dishonesty.
- He/she has failed to attend three consecutive meetings of the Board during any financial year.
- He/She is no longer employed by VUT, such member should hand in his/her resignation.
- He/She is working for VUTFM, that member should recuse him/herself from the Board unless he/she is occupying a position that can allow him/her to serve as ex-officio.

7.2. MEETING PROCEDURE OF THE BOARD OF GOVERNORS

- The quorum at any meeting of the Board for which due notice has been given shall be five (5) if the Board consists of seven to nine (7 - 9) Governors and seven (7) if the Board consists of 10 or more Governors. The member of the Board forming a quorum should be present in person.
- Decisions at meetings shall be taken by majority voting (excluding Station Manager, Executive Director: Advancement and Director: Marketing and PR). In the event of a deadlock, the Chairperson shall have a second or casting vote.
- All resolutions passed by the Board shall be notarised in detail in the minutes of the meeting.
- The Board shall meet at least quarterly, at such times and places as may be agreed upon for the purpose of considering and receiving reports on the management and administration of the radio station.
- Any two Board members may at any time require the Chair to summon a meeting of the Board by giving to the Chair at least 3(three) days written working days' notice stating the objectives for the meeting. Upon receipt of such request, the Chair shall convene a meeting of the Board by giving at least ten (10) days' notice of the meeting to be held, which notice shall state the objectives for which the meeting is to be called.
- A member who is outside from the Republic of South Africa shall not be entitled to notice of a meeting of the Board.
- Notwithstanding the provisions of clause 6.2 bullet VI, in the event of any Board member ceasing to hold office for whatever reason, the remaining members shall

be entitled and empowered to act until the appointment of a replacement member.
In such a case, a quorum becomes a simple majority.

7.4. RIGHTS AND RESPONSIBILITIES OF THE BOARD

- Financial responsibilities.
- Notwithstanding anything to the contrary elsewhere in this Constitution, the Board of Governors shall —
 - a. be required to monitor the utilization of the funds allocated to the radio station by the Council of the University and any funds raised by VUTFM in accordance with the provisions of the Constitution and solely for the purpose of achieving the objectives for which the radio station has been established:
 - b. To ensure that the budget of VUTFM is administered in such a manner as to preclude any donor to the station deriving any monetary advantage from monies paid to the station or monies paid out of the budget of VUTFM.

7.4.1. FINANCIAL POWERS

- In order to achieve the above duties, the Board of Governors shall be vested with the following financial responsibilities:
 - a. VUT FM Station Manager, may on behalf of the VUT FM collect, receive and accept monies, funds, contributions, subscriptions, promissory notes, donations, bequests, assets and rights of any description;

- b. To make payments of and apply monies, assets and funds in conformity with the objectives of the radio station; to ensure that the budget allocated to VUTFM by the University is utilised in a professional and accountable manner in the furtherance of the objectives of the radio station.

7.4.2. LEGAL POWERS

- The Board shall be vested with the power to institute or defend legal proceedings or submit any claims, matter or dispute to arbitration, and generally to do whatever shall be considered necessary for the purpose of protecting the interest of the VUT FM station.

7.4.3. ADMINISTRATIVE DUTIES

- The Board shall approve and submit an annual financial report to the Vaal University of Technology Council and ICASA, to which it shall attach financial statements for the year in question and in which it shall account to the University for the administration of the radio station and the use of its premises, assets, equipment and funds during the year.
- To employ any professional or other assistant from time to time considered necessary in connection with the administration of the funds of VUT FM, fundraising activities on behalf of the radio station and pay all expenses incurred in connection therewith provided that if the fundraiser is employed for the collection of

contributions, the expenses (remuneration and/or commission included) may not exceed 20% of the total proceeds of the collection. The said fundraiser must be registered as a fundraiser and must enter into a written contract with the Board;

- To appoint a station manager. The Station Manager will appoint the other staff of the radio station with the approval by the B.O.G.
- To enter into any other contract, agreement, arrangement or undertaking, incur and pay any other expenses and do whatsoever else shall be considered requisite or expedient in connection with the administration of VUT FM or conducive to the promotion of the objectives of the radio station provided that no Board member shall have an interest in or benefit from any contract which VUTFM may conclude with any third party;
- The Board shall keep proper books of account to be kept and audited each year. A statement of assets and liabilities, if any, in which its assets and funds are dealt with, shall be caused to be prepared by VUT FM management at the end of each financial year.
- Any decisions in respect of the day-to-day running of the radio station taken by the Station Manager and Programs Manager must be reported to the Board at their next meeting. In respect of material decisions concerning Programming Schedules and other aspects of VUT FM policy, the Board must first pass a resolution before implementation may resume.
- Any expenditure of more than R10 000 must be approved by the station manager adhering and following the internal procurement policy.
- Supervising, retaining, and evaluating the VUT FM station management.

- The board shall have strategic function in providing the vision, mission and goals of the organization.
- Establish a policy based governance system.
- The board shall develop policies to guide its own actions and the actions of the VUT FM station manager. The policies should be broad and not rigidly defined as to allow the board and management leeway in achieving the goals of the business.
- To develop a governance system involving how the board interacts with the Station Management.
- Periodically the board interacts with the Station Manager during meetings of the board of governors.
- The Board will exercise its fiduciary duties to protect the VUT FM's assets and University's investment.
- The board has a fiduciary responsibility to represent and protect the University's interest in the station. So the board has to make sure the assets of the station are kept in good order. This includes the station's plant, equipment and facilities, including the human capital (people who work for the station.)
- Monitor and control function. The board of directors has a monitoring and control function. The board is in charge of the auditing process and may hire the auditor to ensure that the audit is done in a proper and timely manner each year.

GOVERNANCE

The VUT FM board of governors shall adopt a Proactive Governance Model.

The model talks to a proactive board that speaks as one voice. It speaks as one voice for the board and often has a proactive management that also speaks with one combined voice for the organization. This is a good model because the station management and the board are on the same page and speak with a single voice.

8. THE ANNUAL GENERAL MEETING (AGM)

- Members constitute VUT management staff of the Vaal University of Technology.
- The annual general meeting shall be called by the chairperson of the board.
- The AGM should take place no later than the end of October of each year.
- To hold an Annual General Meeting (AGM), at least 21 days' notice should be given to members by means of written letters; emails; WhatsApp and sms.
- At the AGM, the chairperson shall act as Chair for the entire meeting.
- The agenda for the AGM shall consist of the following:
 - i. Welcome address by the chairperson of the board.
 - ii. Annual reports and detailed financial statements will be presented by the station manager. These reports will be presented for adoption by the members as a true reflection of VUT FM activities during the past year.
 - iii. Following this, any constitutional changes will be discussed and ratified by the members.
 - iv. Financial statements will then have to be presented and adopted as a true reflection of VUT FM's financial position.
 - v. After the annual reports shall have been adopted and any constitutional changes approved, the Board of Governors for the following year will be announced to the members.

- vi. Any other business and adjournment of the meeting.

9. ADDITIONAL DOCUMENTATION

- The Station Manager shall draw the following documentation for approval by the Board of Governors and yearly revision by the Board of Governors:
 - i. New appointments
 - ii. Job descriptions of all relevant staff and the management mentioned in clause 6. These job descriptions must encompass aspect such as accountability, overall purpose of p position and key areas of responsibility;
 - iii. Code of conduct for VUT FM members and staff. (drafted code of conduct is in place)
 - iv. Policy on HIV infection and Aids. (its included in our VUT FM Policy draft)
 - v. Covid-19 protocols,
 - vi. VUT FM Protocol.

10. NON PROFIT STATUS

VUT FM defines itself as a community radio station. As such, the station is driven by the needs and demands of the community it serves. This is reflected within the station's organizational structure, which is designed to allow broad participation from a large body of active volunteers, drawn from the Vaal University of Technology community. The station's membership structure allow for a high degree of ownership and control by the community. The station manager is directly involved in decisions about programming and management.

11. CONCLUSION

- This Constitution may at any time be amended by the adoption of the amendment by the members at an annual general meeting or at a special meeting of members convened for the purpose of adopting the amendment to the Constitution. At least 21 days' written notice must be given to the members of a special meeting to be held and the purpose of the special meeting must be stated in the notice of the special meeting.