

CONSTITUTION

OF THE

GHANA

INDEPENDENT BROADCASTERS

ASSOCIATION

2017 (Revised)

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PREAMBLE

Whereas, as stakeholders, being authorized and operational non-state owned private and independent broadcasting organizations, and having formed a body to promote members' common interests;

AND

Whereas, this body is formed to proactively support and promote the independence, legal and economic interests of its members through the provision of top quality research, advisory, consultancy, advocacy and commercial services in a changing business and regulatory environment;

NOW DO WE HEREBY ADOPT, ENACT, AND GIVE UNTO OURSELVES THIS CONSTITUTION TO TAKE EFFECT THIS 6th DAY OF APRIL 2017

PART ONE

THE ASSOCIATION

ARTICLE 1: NAME

The association shall be known and called **THE GHANA INDEPENDENT BROADCASTERS ASSOCIATION** (hereinafter referred to as **GIBA**).

ARTICLE 2: HEADQUARTERS

The National Headquarters of GIBA shall be **Ghana Independent Broadcasters Association (GIBA) National Secretariat** in Accra.

ARTICLE 3: AIMS AND OBJECTIVES

The Aims and Objectives of GIBA shall be to:

- a. Provide advocacy for the orderly and dynamic development of the broadcasting sector.
- b. Advocate the interests and concerns of GIBA and the independent broadcasting sector.
- c. Maintain the independence of the broadcasting sector from all vested interests.
- d. Engage the government, stakeholders and regulatory bodies in dialogue to promote the interests of the Association.
- e. Encourage the continual upgrading of the performance of the broadcasting sector.
- f. Provide services (such as legal, educational, technical) to enhance the operational capacity of members.
- g. Develop and sustain a vibrant communication network among members.
- h. Establish and maintain broadcasting standards, criteria and ethics.
- i. Enhance the utilization of the resources of GIBA and its members to make a positive contribution to the Ghanaian society.
- j. Project and enhance the image of GIBA.
- k. Undertake any other activities that promote the interests of GIBA and its members.

PART TWO

MEMBERSHIP

ARTICLE 4: QUALIFICATIONS FOR MEMBERSHIP

- a) Membership of GIBA shall strictly be on an **institutional** basis:
- i. Membership of GIBA shall be open to all privately owned and independent broadcasting organizations that are operational and have received authorization from the regulator, including without limitation radio, television, webcasting, whether for profit or non-profit, and other forms of broadcasting.
 - ii. Membership shall be by application and registration upon payment of appropriate fees.
 - iii. Members shall be required to pay annual dues and subscription fees to be determined by members at Annual General Meetings.
 - iv. Membership, in all cases shall be ordinary, unless otherwise specified.

b) AFFILIATE MEMBERSHIP:

A foreign-based institution which intends to practice in Ghana for a period not exceeding one year may apply for affiliate membership.

c) HONORARY MEMBERSHIP:

- i. The Executive Council may make recommendations to the Annual General Meeting for the conferment of Honorary Membership on individuals who ordinarily would not qualify for membership under this Constitution, but who have contributed substantially to the achievement of any of the objectives of GIBA.
- ii. The Executive Council may make recommendations to the Annual General Meeting for the conferment of Honorary Membership on any corporate entity which contributes to the achievement of any of the objectives of GIBA.
- iii. Honorary Members, individual or corporate, shall not pay dues and shall not have any voting rights.

ARTICLE 5: REFUSAL OF APPLICATION

- a) Notwithstanding that an applicant meets the eligibility criteria for membership under this Constitution, GIBA reserves the right to refuse membership to an otherwise qualified applicant on stated grounds. The grounds may include, but will not be limited to criminal conduct especially relating to fraud, dishonesty, stealing, blackmail, extortion, and gross or willful engagement in conduct not consistent with GIBA's Constitution.

ARTICLE 6: REGISTRATION PROCEDURES FOR MEMBERSHIP

a) Application:

- i. Application for membership of GIBA shall be made directly to the Executive Secretary on the applicant's letterhead and shall be accompanied by requisite documents/materials as may be requested by the Executive Secretary.
- ii. The Executive Council may invite eligible bodies to apply to become members.

b) Registration Fees

- i. An application for membership shall be accompanied by a registration fee to be recommended by the Executive Council and ratified at a general meeting of members.
- ii. Registration fees shall be paid by all applicants.

ARTICLE 7: DUES, SUBSCRIPTION AND LEVIES

a) Annual Dues and Subscription

- i. All members, other than honorary members and affiliates, shall be required to pay annual dues and subscription which shall be valid from January to December of each year.
- ii. Membership dues shall be paid by the last business day of March each year.
- iii. Changes to annual dues and subscription shall be by recommendation of the Executive Council and ratified by ordinary resolution of the general membership at an Annual General Meeting.

b) Levies

- i. The Executive Council may impose appropriate levies on all members in addition to annual dues.

ARTICLE 8: RIGHTS OF MEMBERS

- a) All members shall be entitled to attend Annual and Extraordinary General Meetings of GIBA, but only members in good standing, shall be eligible to vote.
- b) A member in good standing is a dues-paying member whose dues payment is up to date and whose membership has not been suspended or revoked.
- c) All members are entitled to participate in the activities of GIBA at their respective National and Regional levels.
- d) All members have the right to enjoy the facilities of GIBA subject to the payment of rates to be determined by the National Office.

ARTICLE 9: DUTIES OF MEMBERS

It shall be the duty of each member to:

- a) Abide by the provisions of this Constitution, the GIBA Regulations, and any other guiding principles adopted by GIBA.
- b) Discharge its obligations to GIBA.
- c) Pay dues, subscriptions and levies promptly.
- d) Support GIBA, the Standing Committees, and other organs where appropriate in the fulfillment of GIBA's objectives.
- e) Protect and defend the reputation and interests of GIBA and its members.
- f) Exhaust internal dispute resolution mechanisms before resorting to the courts.

ARTICLE 10: CESSATION OF MEMBERSHIP

Membership of GIBA may cease in the event of the following:

a) RESIGNATION

- i. A member may, by notice in writing addressed to the Executive Secretary, or respective Regional Executive resign from GIBA.

b) NON-PAYMENT OF ANNUAL DUES

- i. Membership dues for the previous year are due by February 28 of the current year. Any member who does not pay membership dues by the date indicated without just cause, and fails to pay after 30 days' notice by the Executive Secretary will have his/her membership rights suspended.

c) SANCTIONS

The Executive Council may on the advice of the Legal, Regulatory and Ethics Standing Committee expel a member upon:

- i. Consistently violating professional standards, and/or persistently acting contrary to the principles set out in the GIBA Constitution, and other regulations/guiding principles of GIBA, or
- ii. Conviction of a felony involving dishonesty.
- iii. Proof of use of fraudulent means to become a member.

ARTICLE 11: RE-ADMISSION

- a) An institution that loses membership may re-apply to rejoin GIBA, and if application is successful, shall be required to pay arrears of dues/levies accruing and a re-admission fee as prescribed by the Executive Council.

PART THREE

GOVERNING STRUCTURES OF GIBA

ARTICLE 12: THE EXECUTIVE COUNCIL

The activities of GIBA shall be managed by an Executive Council elected from among the general membership.

a) COMPOSITION OF THE EXECUTIVE COUNCIL

There shall be an Executive Council of GIBA which shall comprise:

- i. The President
 - ii. The Vice President
 - iii. Five (5) other members
 - iv. Two (2) other members may be nominated by the Executive Council upon assumption of office but who do not have voting rights of elected members.
- b)** The composition of the Executive Council shall be representative of the sub-sectors of GIBA. The subsectors may include free-to-air (FTA) and pay television stations, commercial and community/campus radio stations.
- c)** The representation shall be in the form as prescribed hereunder in this Constitution:
- i. 2 positions representing radio
 - ii. 1 position representing free-to-air television
 - iii. 1 position representing pay television
 - iv. 1 position representing internet/webcasting
- d)** Notwithstanding the immediately preceding provision, where in a particular election, there is a vacancy in a representing subsector, the general assembly may announce for the filling up of such sector before elections are opened.
- e)** Only representatives of members in good standing shall be eligible for nomination and election to the positions on the Executive Council.
- f)** Notice of application for positions on the Executive Council shall be given at least twenty-one (21) days to the AGM. The list of qualified applicants shall be published by the Executive Council at least seven (7) days to the AGM.
- g)** The composition of the Executive Council will be maintained at all times and any casual vacancy in the number of the Executive Council shall be filled by an ordinary resolution of members in a general meeting called for that purpose.
- ##### **h) ELECTION TO THE EXECUTIVE COUNCIL**
- Election to the Executive Council shall be by secret ballot which shall be conducted in the following manner:

- i. Nominations for election unto the Executive Council shall be opened alongside the notice for the AGM for which elections form part of the agenda.
- ii. Any member wishing to nominate a candidate for election to the Executive Council shall notify the Electoral Commission when nominations are opened, accompanied by the nominee's consent.
- iii. Candidates for election to the Executive Council shall be senior managers or directors.
- iv. Only candidates from member stations of GIBA who are in good standing and have voting rights shall be eligible for Executive positions.

i) FUNCTIONS AND POWERS OF THE EXECUTIVE COUNCIL

The Executive Council shall discharge the following functions:

- i. Approve rules and regulations for the smooth working of GIBA on the recommendations of the Executive Secretary.
- ii. Provide leadership and be responsible for the general administration of GIBA.
- iii. Organize such activities and programmes as are necessary for the attainment of the objectives of GIBA or as may be decided by General Meetings.
- iv. Be responsible for the collection of all dues, subscription fees, or levies imposed by GIBA.
- v. Lead advocacy in matters affecting the interests of the independent broadcasting sector, GIBA and its members.
- vi. Keep proper books of accounts and submit audited annual accounts to General Meetings on all financial matters of GIBA.
- vii. Convene General Meetings of all members.
- viii. Perform such other functions as provided in this Constitution.

j) SUCCESSION TO THE EXECUTIVE COUNCIL

The Executive Council shall be succeeded as follows:

- i. All members of the Executive Council shall remain in office until a new Executive Council is elected at an Annual General Meeting where elections form part of the agenda,
- ii. Executive Council Members seeking re-election need to be nominated.
- iii. An ordinary member or Executive Council Member wishing to be elected to the Executive Council shall offer him/herself for election at the Annual General Meeting where elections form part of the agenda.

k) TENURE OF OFFICE

- i. Members of the Executive Council shall hold office for a term of three (3) years and shall be eligible for re-election for no more than two (2) terms irrespective of the position held.

ARTICLE 13: COUNCIL OF ELDERS

a) COMPOSITION OF THE COUNCIL OF ELDERS

- i. This shall be made up of past Presidents of GIBA, who shall be consulted by the Executive Council as and when necessary.
- ii. The Council of Elders shall have a Chairman and a Vice who shall be chosen from among themselves.
- iii. The Chairman and his/her Vice shall serve a term of four (4) years which may be rotational.

b) FUNCTIONS OF THE COUNCIL OF ELDERS

- i. There shall be active engagement and consultations held with the Council of Elders on major decisions which may affect Members' interests.
- ii. The Council of Elders shall be actively engaged on major conflicts and dispute resolutions with regulators and also among executives where needed.
- iii. The Council of Elders shall provide counsel on strategic development plans and long term visions of GIBA.
- iv. The Council of Elders shall provide services in the form of representation, public relations, stakeholder engagements and lobbying activities.

ARTICLE 14: FUNCTIONS AND POWERS OF NATIONAL OFFICERS

a) THE PRESIDENT

The President shall:

- i. Be the Chief Executive Officer of GIBA and shall preside at all General and Executive Council meetings of GIBA
- ii. Chair the Executive Council.
- iii. Be a signatory to all accounts of GIBA.
- iv. Officially hand over to the Vice-President in his/her absence from the country for more than one week, in case of ill health, or for any other reason for which he/she is unable to perform his/her duties.
- v. Have a casting vote in case of a tie in voting at all meetings.

b) THE VICE PRESIDENT

The Vice-President shall:

- i. Assist in the discharge of the President's duties and also act in the President's absence.
- ii. Perform any duties assigned him/her by the President that is not inconsistent with the aims and objectives of this constitution.

c) THE EXECUTIVE COUNCIL MEMBERS

The Executive Council Members shall:

- i. Assist with the leadership and general administration of GIBA.
- ii. Undertake any other function(s) as the Executive Council may direct.

ARTICLE 15: THE EXECUTIVE SECRETARY

The Executive Secretary shall be an employee of GIBA and shall:

- a) Be responsible for the day-to-day administration of the Secretariat
- b) Convene all meetings on the instructions of the President or in his absence, the Vice President
- c) Record, keep minutes of all meetings, and handle the correspondence of GIBA.
- d) Be responsible for the proper management of the general financial affairs of the Association while making payments for all expenditure of a routine nature.
- e) Keep proper books of account and submit quarterly accounts to the Executive Council
- f) Operate a bank account on behalf of GIBA and shall be a signatory to all accounts of GIBA. Other signatories to the cheques shall be either the President or the Vice President.
- g) Collect dues and other contributions from members to be lodged in GIBA's bank accounts and disburse same as directed by the Executive Council or General Meetings of GIBA.
- h) Liaise with the Regional and other organs of GIBA, as well as external agencies and organizations.
- i) Regularly communicate the decisions of the Executive Council to the Regional and other organs of GIBA.
- j) Ensure that the decisions of the Executive Council are implemented.
- k) Issue receipts for monies received from members and other sources and obtain receipts for all disbursements made on behalf of GIBA.
- l) Undertake any other function(s) as the Executive Council may direct.

PART FOUR

REGIONAL BRANCHES

ARTICLE 16: REGIONAL BRANCHES OF GIBA

a) There shall be a regional branch of GIBA for every administrative region of Ghana to be headed by a Regional Coordinator.

b) REGIONAL COORDINATORS

- i. A Regional Coordinator of GIBA shall be elected by representatives of members based in that region.
- ii. The Regional Coordinator shall have a deputy to assist him/her.
- iii. The Regional Coordinator and his/her Deputy shall be responsible for implementing and coordinating the activities of GIBA in the region.

c) TENURE OF OFFICE

- i. The Regional Coordinator shall hold office for a term of three (3) years subject to re-election.
- ii. Notwithstanding the immediately preceding provision, where in a particular region, strict adherence to this provision is impracticable, a written authorization shall be sought by the Regional Coordinator from the Executive Council for a variation in the tenure of office.
- iii. An office shall become vacant when the Regional Coordinator is incapacitated, resigns or is otherwise removed from office as provided in this Constitution.

d) FUNCTIONS OF THE REGIONAL COORDINATOR

The functions and powers of the Regional Coordinators shall be to:

- i. Assist the Executive Council of GIBA.
- ii. Articulate the interests of their respective regional members.
- iii. Monitor the activities of their regional members and document same.
- iv. Draw the attention of the Executive Council, or the Legal, Regulatory and Ethics Standing Committee to ethical breaches or issues concerning the members which demand prompt action.
- v. Formulate regional policies and programmes that shall conform to the general aims and objectives of GIBA.
- vi. Submit quarterly reports and statements of accounts to the Executive Council.
- vii. Submit Annual Reports and Statement of Accounts to the Regional General Meeting.
- viii. Co-ordinate their activities with those of the Executive Council.
- ix. Co-opt members or resource persons to its meetings where required, but such co-opted members shall have no power to vote.
- x. Undertake any other function(s) as the Executive Council may direct.

PART FIVE

REMOVAL OF NATIONAL OFFICERS FROM OFFICE

ARTICLE 17: GROUNDS FOR THE REMOVAL OF NATIONAL OFFICERS

- a) No Executive Council Member of GIBA or Regional Coordinator/Deputy shall be removed from office prior to the end of his/her elected tenure of office, except as otherwise provided hereunder in this Constitution.
- b) An Executive Council Member or Regional Coordinator/Deputy shall be removed from office if he/she:
 - i. Brings his/her office into disrepute, ridicule or contempt as determined by the Legal, Regulatory & Ethics Standing Committee.
 - ii. Holds any position in a political party.
 - iii. Conducts any business which is, or is likely to be detrimental or prejudicial to the aims and objectives of GIBA.
 - iv. Is incapable of performing the functions of his/her office by reason of a certified infirmity of body or mind, or gross incompetence.
 - v. Uses fraudulent means to attain any position in GIBA
 - vi. Is found by the Executive Council to be consistently in breach of this Constitution and/or other such regulations of GIBA.
 - vii. Abuses his/her office for personal gain.
 - viii. Ceases to be an employee of any Member of GIBA.

ARTICLE 18: PROCEDURE FOR THE REMOVAL OF A NATIONAL OFFICER FROM OFFICE

- a) A Member of GIBA in good standing may submit a written petition to the Executive Council stating reasons why a specific Officer should be removed from office.
- b) The Executive Council on receipt of the petition shall write to the officer concerned and request his/her written response within fourteen (14) days from the date of receipt of the copy of the petition.
- c) If the complaint is based on infirmity of body or mind, the Executive Council after receiving the response of the affected officer, or after the expiry of the stipulated time for response, shall refer the matter to a reputable public hospital.
- d) The certified report from the hospital shall explicitly state the fitness, or otherwise of the officer concerned to continue in office. Details of the medical report shall however not be made public.
- e) The Executive Council shall act accordingly based on the recommendations.
- f) Where the officer fails to appear before a medical board, he shall be deemed to have resigned from his position.
- g) All other complaints that are not health-related shall be investigated by the Legal, Regulatory and Ethics Standing Committee of the Executive Council.
- h) An affected officer shall be given the opportunity to appear before the Legal, Regulatory and Ethics Standing Committee with or without legal counsel.
- i) The recommendations of the Legal, Regulatory and Ethics Standing Committee shall be explicit on whether the affected officer shall continue in office or not.

- j) The recommendations of the Legal, Regulatory and Ethics Standing Committee shall be submitted to the Executive Council for adoption and implementation.
- k) Where the Executive Council disagrees with the recommendations of the Legal, Regulatory and Ethics Standing Committee, the matter shall be referred to the Annual or Extraordinary General Meeting, as the case may be for a final determination.
- l) Where the complaint is against a Member of the Executive Council, the Member concerned shall not take part in the proceedings of the Executive Council.
- m) Only a Regional Office of GIBA may petition for the removal from office of all members of the Executive Council on the basis of or any of the reasons stipulated in Article 17 (b).
- n) The Legal, Regulatory and Ethics Standing Committee after due investigations shall submit a report to the Executive Council stating whether or not there is sufficient basis for the removal from office of all the Executive Council Members, or any specified member.
- o) Where the Legal, Regulatory and Ethics Standing Committee is of the view that sufficient basis exists for the removal from office of any, or all, the Executive Council shall within fourteen (14) days upon receipt, submit the report to the AGM or EGM as the case may be for adoption or otherwise.
- p) The Legal, Regulatory and Ethics Standing Committee shall provide the Region that petitioned the Executive Council with a copy of its report.
- q) The decision of the AGM/EGM shall be final.

PART SIX

THE NATIONAL SECRETARIAT

ARTICLE 19: THE NATIONAL SECRETARIAT

GIBA shall operate an office to be known as the **National Secretariat (NS)**.

ARTICLE 20: ADMINISTRATION OF NS

a) THE EXECUTIVE SECRETARY

- i. The National Secretariat (NS) shall have a Head of Administration in the person of the Executive Secretary who shall be appointed by the Executive Council.
- ii. The Executive Council shall determine the qualifications and conditions of service of the Executive Secretary.
- iii. The Executive Secretary shall be responsible for the implementation of the policies of GIBA.
- iv. He/She shall report to the Executive Council.

b) GENERAL AND FINANCIAL ADMINISTRATION

- i. GIBA cheques shall be signed by the President and countersigned by the Executive Secretary.
- ii. In the absence of the President, the Vice President shall sign the cheques of GIBA.
- iii. The Executive Secretary shall present quarterly reports to the Executive Council.
- iv. The Executive Secretary shall present Annual Reports and Audited Accounts of GIBA to the Executive Council.

c) HUMAN RESOURCE STRUCTURE

The NS shall have the following staff:

- i. The Executive Secretary
- ii. Any other officer/staff that may be deemed appropriate by the Executive Council.

PART SEVEN

COMMITTEES OF GIBA

ARTICLE 21: ESTABLISHMENT OF COMMITTEES

- a) The Executive Council shall set up the following standing committees to assist in the attainment of the objectives of GIBA.
 - i. Legal, Regulatory and Ethics
 - ii. Finance and Audit
 - iii. Public Relations and Marketing
 - iv. Technology and Research
 - v. Training and Professional Development
 - vi. Other committees as the Executive Council may deem necessary
- b) Each Committee shall be chaired by a member of the Executive Council, and shall appoint its own Secretary and adopt its own procedures.
- c) Each committee shall report to the Executive Council through its Chairman.
- d) As far as possible, the Executive Council shall ensure a fair and equitable representation of members from the radio (commercial and community), television (commercial and community), and online services for all the Committees of GIBA.

ARTICLE 22: COMPOSITION OF GIBA STANDING COMMITTEES

- a) The Executive Council may appoint Standing Committees from among members or from within itself or from a combination of both.
- b) The President or if he/she is unable or unwilling to act, the Vice President, shall be an ex-officio member of every Standing Committee.
- c) The terms of reference and duration of all Standing Committees shall be prescribed by the Executive Council and they shall be deemed to be standing committees of the Executive Council for the purposes of this Constitution.

ARTICLE 23: FUNCTIONS OF GIBA STANDING COMMITTEES

1. All decisions of the Standing Committees shall be conveyed to the Executive Council who may have the power to accept or vary them.
2. The Legal, Regulatory and Ethics Standing Committee shall not be subject to the direction of any person, or authority in the performance of its functions unless as provided for in this constitution.
3. Standing Committees:

a) LEGAL, REGULATORY AND ETHICS STANDING COMMITTEE

There shall be a Legal, Regulatory and Ethics Standing Committee of not less than three (3) experienced persons, one of whom shall be a practicing lawyer to:

- i. Facilitate in the development of a professional code for the independent broadcasting sector.
- ii. Ensure the promotion and maintenance of the highest standards of professional conduct in conformity with independent broadcasting ethics.
- iii. Act as a disciplinary body.
- iv. Receive complaints from members and arbitrate in disputes among members.
- v. Advise and represent GIBA in all legal issues with third parties.
- vi. Investigate all violations of the professional code and have power to deal with all acts that may be deemed detrimental to independent broadcasting.

b) FINANCE AND AUDIT STANDING COMMITTEE

There shall be a Finance and Audit Standing Committee of at least three (3) persons, two (2) of whom shall be from the Executive Council to:

- i. Be responsible for sourcing adequate finance for the successful running of the National Office.
- ii. Be responsible for vetting and approving the Annual Budget of GIBA as presented by the Executive Secretary.
- iii. Be responsible for the keeping of proper books of account and quarterly financial statements.
- iv. Be responsible for the vetting and appointment of the external auditor of GIBA.
- v. Be responsible for the submission of Annual Audited Accounts of GIBA to the Executive Council.
- vi. Consider financial and audit issues referred to it by the Executive Council.

c) PUBLIC RELATIONS AND MARKETING STANDING COMMITTEE

There shall be a Public Relations and Marketing Standing Committee of not more than two (2) persons, one of whom shall be a member of the Executive Council to:

- i. Publicize the activities of GIBA and help develop a more enlightened understanding of the contribution independent electronic broadcasting is making to the economy and governance of the country.
- ii. Be responsible for raising adequate finance for the successful running of the National Office.
- iii. Be responsible for issuing press releases, arranging press soirees and other encounters with GIBA's publics.
- iv. In conjunction with the Finance and Audit Standing Committee, be responsible for arranging logistics (through trade-ins – barter) for GIBA.

d) TECHNOLOGY AND RESEARCH STANDING COMMITTEE

There shall be a Technology and Research Standing Committee of not more than two (2) persons with the requisite technical knowledge and experience in electronic broadcasting technology to:

- i. Be responsible for the timely advising of the Executive Council on developments in electronic broadcasting technology.

e) TRAINING AND PROFESSIONAL DEVELOPMENT STANDING COMMITTEE

There shall be a Training and Professional Development Standing Committee of at least three (3) persons, two (2) of whom shall be from the Executive Council to:

- i. Liaise with media training institutions in the development of training programmes for members
- ii. Organize training/educational programmes such as lectures, seminars and symposia for members.

ARTICLE 24: TENURE OF OFFICE AND RULES OF PROCEDURE

a) TENURE OF OFFICE

The term of office of each Standing Committee shall be coterminous with the term of office of the Executive Council subject to re-appointment.

b) RULES OF PROCEDURE

Each Standing Committee shall furnish the GIBA National Office with its Rules of Procedure.

PART EIGHT

MEETINGS OF GIBA

ARTICLE 25: GENERAL MEETINGS OF GIBA

There shall be an Annual General Meeting (AGM) and Extraordinary General Meeting (EGM) of the GIBA.

ARTICLE 26: COMPOSITION, FUNCTIONS AND POWERS OF THE ANNUAL GENERAL MEETING (AGM)

a) COMPOSITION

The Annual General Meeting shall be attended by all Members of GIBA.

b) FUNCTIONS AND POWERS

- i. The AGM shall be the highest decision-making body of GIBA.
- ii. The Executive Council shall convene an AGM.
- iii. The AGM shall be preceded by meetings of all Regional Representatives.
- v. Members in good standing shall have the right to vote.

c) VOTING

- i. Executive Members shall be elected by a simple majority of all members in good standing present at the AGM, except in the case of a vote of no confidence in the Executive and amendments to this Constitution.
- ii. In the case of a vote of no confidence in the Executive, or an Executive Member thereof, the quorum for a decision shall be fifty percent plus one (50% + 1) of all members in good standing present at the AGM shall be required to carry the decision.

d) QUORUM FOR THE AGM

The quorum of the AGM shall be thirty percent (30%) of all members in good standing including the President or in his absence, the Vice President and at least three (3) Executive Council Members.

e) BUSINESS OF THE AGM

The AGM shall conduct the following business:

- i. Discuss the President's Annual Report.
- ii. Discuss the audited accounts of GIBA to be presented by the Auditor
- iii. Deliberate on the report and audited financial accounts of GIBA, which shall be presented by the President.
- iv. Discuss regional reports, if any.
- v. Elect new officers where applicable.

- vi. Any other matters which the Executive Council or a member may raise.

f) NOTICE OF AGM

- i. The Executive Secretary on the advice of the Executive Council shall circulate notice for the AGM not less than twenty-one (21) days before the meeting.

ARTICLE 27: EXTRAORDINARY GENERAL MEETING (EGM)

- a) An EGM of GIBA at the national level shall be convened upon:

- i. A decision by the Executive Council, or
- ii. A written request by any member of GIBA (in good standing) addressed to the Executive Secretary stating the nature of business and signed by not less than thirty per cent (30%) of all Members in good standing.
- iii. An EGM shall have the same powers as an AGM.

b) NOTICE OF EGM

- i. The Executive Secretary shall after receipt of the request, publish a notice for an EGM to members convening the meeting within twenty-one (21) days of the notice
- ii. The Executive Secretary shall publish a notice for EGM at the National level at least ten (10) working days before the date of the EGM.
- iii. The Notice of the meeting shall specify the place, date, time and the general nature of the business to be discussed.

c) PROCEDURES FOR LODGING REQUESTS

- i. At the national level, the resolution shall be deposited with the Executive Secretary,
- ii. In the absence of the Executive Secretary, receipt of the request/resolution shall be deemed effective on the day it was served on the National Office,
- iii. At the regional level, the request shall be lodged with the Regional Coordinator or in his absence, the Deputy Regional Coordinator,
- iv. The receiving officer shall register the date of receipt of such resolution/request and notify any (affected) parties/executive of the nature of the claim.

ARTICLE 28: EXECUTIVE COUNCIL MEETINGS (ECM)

- a) The Executive Council of GIBA shall meet at least once every three (3) months or as often as is required in a year.
- b) The quorum for meetings of the Executive Council shall be four (4) members, which must include the President, or Vice-President of GIBA.

ARTICLE 29: REGIONAL MEETINGS

Meetings at the regional level shall be convened by:

- a) The Regional Coordinator or his/her Deputy.
- b) A written resolution signed by not less than twenty per cent (20%) of members in good standing from the specific region.

ARTICLE 30: ABSENTEEISM

- a) A member of the Executive Council who absents him/herself from three (3) consecutive executive meetings without prior permission of the President, or without a tangible reason may cease to be a member of the Executive.

PART NINE

ELECTIONS AND ELECTORAL PROCESSES OF GIBA

ARTICLE 31: GENERAL ELECTION REQUIREMENTS

a) ORDINARY MEMBERSHIP

- i. Members of GIBA in good standing shall have the right to vote during the GIBA National and Regional elections.

b) CANDIDATES

- i. Companies or organizations operating more than one station shall be limited to a single candidature on the Executive Council. An entity or organization registered as a group of companies shall not be entitled to more than one candidate for a position on the Executive Council whether the members of the group are in a joint venture, partnership, associate or a subsidiary.
- ii. Candidates vying for positions on the Executive Council shall be employees of full members of GIBA for at least two (2) years.
- iii. Candidates vying for positions as Regional Coordinators shall be employees of full members of GIBA for at least two (2) years.
- iv. All members aspiring for positions on the Executive Council and as Regional Coordinators must be employees of members in good standing.
- v. A candidate aspiring for a position on the Executive Council or as a Regional Coordinator shall pick and fill a nomination form and deposit it with the Electoral Commission.
- vi. Nomination of a candidate to either the Executive Council or Regional Coordinator Positions shall be made by two members in good standing, both of whom shall not come from the same media organization. One of the endorsees shall be the Chief Executive Officer, Managing Director or General Manager of the representing member whose employee wishes to be a candidate for elections.
- vii. No candidate from a member station with a criminal record involving fraud, stealing or dishonesty, shall be eligible for elected office within GIBA.

ARTICLE 32: ELECTION OF CANDIDATES

- a) Candidates for the positions of President, Vice President or an executive Council Member shall state their interest of representation on the Executive Council on their nomination form.
- b) Where two, or more candidates are nominated for a particular position, the candidate who receives the highest number of valid votes during the elections, shall be declared elected by the Electoral Commissioner.

ARTICLE 33: ELECTION MALPRACTICES

- a) No member shall simultaneously apply for, and/or hold National and Regional executive positions.
- b) If found guilty, the candidate shall be barred from standing for any GIBA elections for the next two (2) subsequent general elections.

PART TEN

FINANCES

ARTICLE 34: FINANCES

a) FUNDS

- i. The funds of GIBA shall consist of fees, dues, levies, donations and proceeds from activities and the use of NORC facilities.
- ii. Each member shall pay non-refundable fees, levies and charges to be recommended by the Executive Council and endorsed at General Meetings.
- iii. General Meetings may impose levies for purposes as members may decide by vote of simple majority.
- iv. GIBA shall keep one (1) current account and any other account for and on behalf of the Association.
- v. The Executive Council may recommend such banks with which to keep accounts and cannot move the accounts to any other bank or banks without the approval of the General Meeting on simple majority vote.
- vi. The funds shall be withdrawn by Cheque signed by the President or in his absence the Vice President and countersigned by the Executive Secretary.
- vii. The Executive Secretary shall keep such Imprest Account as shall be determined by the Executive Council on an intermittent basis.
- viii. The funds of GIBA shall be used in furthering its broad objective.

b) FINANCIAL RECORD KEEPING

The Executive Secretary shall ensure that the financial records of GIBA are kept in accordance with standard accounting practices and procedures or as instructed by the Executive Council.

c) AUDITING OF THE ACCOUNTS

The funds of GIBA shall be audited once a year by professional auditors recommended by the Executive Council and approved by the AGM.

d) FINANCIAL YEAR

The financial year of GIBA shall be 1st January to 31st December of each year. The final audited accounts of GIBA shall be prepared by at least three (3) months after the end of the year.

PART ELEVEN

AMENDMENTS TO THE CONSTITUTION

ARTICLE 35: PROPOSALS FOR AMENDMENT

- a) The Executive Council or any member of the Association in good standing may submit proposals for amendments to the constitution.
- b) The GIBA Constitution may be amended by at least two-thirds (2/3) majority of members of the AGM/EGM, provided the proposed amendment is included in the Agenda for the AGM/EGM.
- c) Proposals for amendment from a member must reach the Executive Secretary not later than six (6) weeks to the AGM.
- d) Proposals for amendment shall be served on all members not later than four (4) weeks before the AGM.
- e) The GIBA Constitution may be amended after a period of five (5) years of its existence.

ARTICLE 36: INTERPRETATION OF CONSTITUTION

Unless otherwise explicitly provided, the AGM or EGM shall have the final say on the interpretation of this Constitution.

ARTICLE 37: ADOPTION OF THE CONSTITUTION

THIS CONSTITUTION WAS ADOPTED AT THE GIBA EXTRAORDINARY GENERAL MEETING HELD IN ACCRA ON THE 6th DAY OF APRIL, 2017.