

NATIONAL ASSOCIATION OF MEDIA ARTS

**NAMA**

***CONSTITUTION***

As Revised/Adopted on 26<sup>th</sup> January, 2015, Lusaka - Zambia

## **TITLE I**

### **AIMS, ORGANISATION and MISSIONS**

#### **Article 1**

In accordance with the requirements of the National Arts Council of Zambia (NAC), an association gathering electronic, print and social media content producers is hereby established.

#### **Article 2**

This Association is named the National Association of Media Arts (NAMA).

#### **Article 3**

The Association's life span is unlimited. It is a legal entity.

#### **Article 4**

Administratively, NAMA shall have the National Executive Committee (NEC), a Secretariat, Provincial Executive Committees (PECs) and District Executive Committees (DECs).

##### **Article 4 (a)**

- i) NEC/Secretariat shall be in the capital city.
- ii) PECs to be accommodated in provincial capitals.
- iii) DECs shall be established in all the districts in Zambia.

##### **Article 4 (b)**

- I. NEC must take full responsibility for supervising PECs and look into the administration needs of the secretariat.
- II. PECs shall undertake to create and supervise the DECs.
- III. DECs shall undertake to create and supervise various broadcasting houses, cinema houses, production companies, clubs and individual artists in their respective districts.

## **Article 5 (a)**

### **NAMA's Role:**

To promote and protect media arts in Zambia.

## **Article 5 (b)**

NAMA aims at:

- I. All Zambians involved in print, film, television and radio productions, irrespective of race, belief, gender, fostering their solidarity, feeling and protecting their moral and material interests.
- II. Promoting and encouraging the economic empowerment and the cultural value of the media arts practitioner.
- III. Favouring and encouraging the growth of new talents in the media arts industry.
- IV. Promoting and supporting the establishment of education and training structures for film and audiovisual professionals.
- V. Encouraging the establishment, improvement and development of audio-visual and cinema infrastructure.
- VI. Conducting negotiations to obtain a conducive and enabling environment to facilitate the practice of the media arts profession:
  - Facilitating agreements
  - Developing policies
  - Representing the interests of media artists
- VII. Promoting through lobbying and advocacy, the Zambian media arts industry with governments and decision makers.
- VIII. Supporting and contributing to the organization of electronic, print and social media creativity.
- IX. Promoting and encouraging the widest distribution, exhibition and broadcast of audio-visual works.
- X. Seeking for collaboration and partnerships in the development of filmmaking and the audiovisual industries in Zambia.
- XI. Dissemination of information among its members and its publics; and promoting the exchange of experiences and knowledge of Zambian media arts and its industry at all levels.
- XII. Fight piracy and collect mechanical rights on behalf of DVD producers.

## **Article 6**

Towards this end, NAMA:

- I. Establishes permanent offices and recruits the skilled staff to carry out administrative, financial and technical tasks.
- II. Raises funds
- III. Purchases immovable and movable properties.
- IV. Establishes committees and task forces to study specific issues.
- V. Establishes a documentation and records center.
- VI. Publishes and circulates news bulletins through any means of communication.

## **Article 7**

NAMA is made up of Full Members, Associate Members, Student Members, Honorary Members, Distinguished Life Members and Fellows.

## **Article 8**

Full Members may be:

- I. Any individual Zambian filmmaker and audiovisual professional.
- II. Any recognized grouping of filmmakers and professionals from the Zambian film, television and radio production and promotion industry.

## **Article 9**

- I. Registration as Full Member is made through an application to the NAMA Secretariat through DEC's which will examine the application. Its acceptance or rejection will be communicated to the applicant.
- II. Where objective circumstances inhibit registration through DEC's, applications could be made directly to the NAMA Secretariat.

## Article 10

Applications for membership shall meet the following prerequisites.

- 1) Full Members (Individuals):
  - I. Complete a membership form
  - II. Provide a curriculum vitae
  - III. Provide any document or material evidence (film, press release, etc...) certifying the advocated professional work.
  
- 2) Full Members (Club or Company - Production House, Broadcasting House, Cinema House, Distribution Company, etc)
  - I. Complete a membership form
  - II. Provide a copy of the Articles of Association as well as legal and administrative evidence of their existence.
  - III. Provide the list of their artists/members of staff together with their curriculum vitae and any document or material proof (film, press release, etc...) certifying the advocated professional work.
  
- 3) Associate Members:
  - I. Complete a membership form
  - II. Provide any document or material evidence (film, press release, etc...) certifying the advocated professional work.
  - III. Provide a copy of the Articles of Association as well as legal and administrative evidences of their existence.
  
- 4) Student Members:
  - I. Student membership is temporary, for the duration of study and training, to facilitate the inflow of new professionals into NAMA at the district level.
  - II. Student membership shall exist only at the district level.
  
- 5) Honorary Members:
  - I. Honorary Member shall be a person or corporate body known as having contributed to the development of the Zambian film, television and radio productions industry.
  - II. The honorary-member status is granted by the Annual General Meeting (AGM) upon a motivated proposal from any Full Member; the AGM examines the admission and makes its decision known to the applicant and to all NAMA Full Members.

- 6) Fellow
  - I. Must have been an Individual Member for at least ten years.
  - II. Shall be recommended by the NAMA Secretariat because of his/her outstanding accomplishment in the film, television and radio productions industry.
  - III. Shall be an Individual Member elected by the AGM.
  
- 7) Distinguished Life Members:
  - I. Shall be a person elected by the AGM because of distinguished service to/or cooperation with NAMA.

## **TITLE II**

### RIGHTS AND OBLIGATIONS

#### **Article 11**

A Full Member has:

- I. The right to freedom of opinion during all district, provincial and national meetings.
- II. The right to vote and be voted for.
- III. Any Full individual member or group of professionals may empower a Full Member to represent it, to be elected or to vote in its name.

#### **Article 12**

By adhering to these Articles of Association, any member acknowledges that NAMA has the authority to represent Zambian film-makers and audio-visual professionals before any Zambian and international authority.

A Full Member shall:

- I. Abide by the Constitution of NAMA.
- II. Abide by the Articles of Association, as well as the internal Rules of Governance and Code of Ethics of NAMA.
- III. Pay the annual subscription/fees as set by the AGM.
- IV. Attend NAMA statutory meetings.
- V. Attend at least one NAMA statutory meeting within a period of two years.

- B All other membership categories shall:
- I. Abide by the Constitution of NAMA.
  - II. Abide by the Articles of Association, as well as the internal Rules of Governance and Code of Ethics of NAMA.
  - III. Have no right to vote or be voted for.

### **Article 13**

#### TERMINATION AND EXPULSION

Membership shall be terminated for:

- I. Non-payment of annual subscription/fees after two consecutive years.
- II. Violating of constitution and statues, the Rules of Governance and Code of Ethics of NAMA.
- III. Serious misconduct which brings NAMA into disrepute.

### **Article 14**

- I. Consequent on the above, the status of NAMA membership shall be terminated subject to the Rules of Governance.
- II. Upon recommendation by the NAMA Secretariat to the AGM, a vote shall confirm the termination.

#### TITLE III

#### SECRETARIAT

- I. The Secretariat is NAMA's permanent home.
- II. The Secretariat is the custodian of the traditions and the political identity of NAMA.
- III. The Secretariat is headed by the Secretary General.
- IV. The principal mandate of the secretariat is:
  - a) To serve as an interlocutor of issues that impacts NAMA's history.
  - b) Manage all matters of NAMA on behalf of the NEC.
  - c) Keeps all historical archives of NAMA.
  - d) Keeps all masters/original documents of NAMA manifestos, declarations, charters and constitutions.
  - e) Keeps all data of NAMA membership.
  - f) Manage NAMA activities.

## TITLE IV

### THE ADVISORY COUNCIL

- I. The role of the Advisory Council shall be advisory.
- II. Members of the Advisory Council shall be professionals or key figures in the Zambian film, television and radio productions industry.
- III. Members of the Advisory Council are appointed by the NEC.
- IV. The Advisory Council (maximum eleven members) shall be appointed to serve for a renewable two year period.
- V. The Advisory Council shall be consulted from time to time by the NEC on NAMA matters.
- VI. The Advisory Council shall be headed by either the minister responsible for information and broadcasting services or the minister responsible for arts and culture as the Patron of the association.
- VII. NEC shall invite the Advisory Council for a meeting at least once every quarter.
- VIII. The Advisory Council shall:
  - a) Protect the vision of NAMA at all times.
  - b) Advice on the Strategy Plan of the association.
  - c) Assist in brokering relationships with political institutions such as governments and other state organs; and the private sector.
  - d) Use the influence of its members to assist NAMA in its efforts to fundraising.
  - e) Mediate relationships in the case of conflict or low morale.
  - f) Promote NAMA at public and private events relevant to NAMA.
- IX. Members of the Advisory Council are *de facto* honorary members of NAMA.

## **TITLE V**

### GOVERNANCE

#### **Article 15**

The management of NAMA at national level shall constitute the following:

- I. The Annual General Meeting (AGM)
- II. The National Executive Committee (NEC)
- III. The Secretariat

1a. THE AGM

- I. The AGM is the NAMA supreme authority.
- II. Decisions taken by the AGM shall be binding on all NAMA members and are immediately enforceable.
- III. An elective AGM shall be held every three years.
- IV. The Secretary General shall, however, convene a non elective AGM, for serious and urgent issues affecting NAMA, in consultation with the Advisory Council, PECs and DECs. This shall not exceed one meeting per term.
- V. Participants in the AGM shall be:
  - Full Members
  - Any Zambian audio and visual professionals, associate members, honorary members, Fellows, and Distinguished Life Members
  - The Media and Secretariat staff invited as observers if deemed fit.
- VI. A proxy cannot represent more than one vote in addition to his/her own.
- VII. The AGM agenda shall be drafted by the Secretary General.
- VIII. The agenda of the AGM session shall necessarily include:
  - Report(s) from the Secretary General.
  - Reports from the Treasurer General and Auditors.
  - Reports from PECs.
- IX. To take decisions, the AGM shall gather the simple majority of Full Members who are up to date with their statutory obligations.
- X. The invitations to attend the AGM shall be forwarded through certified means (registered letters, emails, cable, fax, or other social media) at least sixty (60) days before the date of the scheduled meeting.

1b. THE SPECIAL AGM

- I. There shall be a special AGM held at least a year after every election year.
- II. The Secretary General shall convene a special AGM for serious and urgent issues affecting NAMA, in consultation with the Advisory Council, PECs and DECs. This shall not exceed one meeting per term.
- III. All decisions taken at the special AGM shall be binding on all NAMA members and are immediately enforceable.
- IV. The agenda shall be drafted by the Secretary General.
- V. Participants in the special AGM shall be:

- Full Members
  - Any Zambian audio and visual professionals, associate members, honorary members, Fellows, and Distinguished Life Members
  - The Media and Secretariat staff invited as observers if deemed fit.
- VI. A proxy cannot represent more than one vote in addition to his/her own.
  - VII. The agenda of a special AGM shall be drafted only on the basis of issues justifying its convening.
  - VIII. If the special AGM results in part replacement of Elected Members, new members shall be elected only for the remaining period of the current term of office.
  - IX. If the special AGM results in a complete replacement of Elected Members, the new Elected Members shall be deemed to be elected for a new statutory term of three years.
  - X. To take valid decisions at a special AGM shall gather two third (2/3) of the Full Members who are up to date with their statutory obligations.
  - XI. In case the quorum is not reached, the issue that justifies the holding of the special AGM shall be put on the agenda of the next AGM.
  - XII. No AGM can be held within a period of less than six months of another AGM or special AGM.
  - XIII. The invitations to attend the special AGM shall be forwarded through certified means (registered letters, emails, cable, fax, or other social media) at least sixty (60) days before the date of the scheduled meeting.

## **2. THE NATIONAL EXECUTIVE COMMITTEE (NEC)**

### **2.1: COMPOSITION:**

The NEC shall consist of the President, the Vice President, the Secretary General, the Treasurer General, the Publicity Secretary and three Committee Members.

### **2.2: FUNCTIONS:**

- I. The NEC shall have powers to employ secretariat staff and members to sit on the sub-committees.
- II. When a vacancy occurs between one general meeting and another, the NEC shall have powers to appoint with full voting rights, a person of its choice to fill that vacant until the next AGM.

- III. All travelling, lodging and subsistence expenses of members of NEC incurred in the discharge of their duties shall be borne by the association.
- IV. The NEC shall meet as frequent as possible and at least every month.

**2.3: TERM OF OFFICE:**

- I. An elected NEC member shall be in office for a period of three (3) years and a member can be re-elected but after serving for two consecutive terms the members has to rest for one term to qualify for re-election.
- II. The President, the Secretary General and the Treasurer General of the outgoing NEC shall remain on the new NEC for a period of three months for purpose of handing over.

**2.4: THE PRESIDENT:**

- I. Shall be the overall overseer of the NEC.
- II. Shall preside/chair all NEC meetings as well as general meetings.
- III. Shall be the association's spokesperson.
- IV. Shall have a casting vote over all NEC decisions in the event of a stalemate.
- V. Shall sign and date all the minutes of the association's meetings at which he/she presides at the time these are being confirmed.
- VI. Shall present an overall report at the AGM.
- VII. Shall be a signatory to the association's account(s).
- VIII. Shall, in accordance with the provisions of the constitution, convene such meetings as the general meeting or extraordinary general meeting as shall be deemed necessary.
- IX. Shall be vested with the moral and legal powers of NAMA.
- X. Shall approve the formulation and implementation of the budget of the Secretariat.
- XI. Shall propose members of the Advisory Council and sub-committees.

## **2.2: THE VICE PRESIDENT:**

- I. Deputize the president.
- II. Shall head the Copyright and Legal Affairs Committee which shall be responsible for copyright protection and constitution/discipline related issues.

## **2.3 THE SECRETARY GENERAL:**

- I. Shall be vested with administrative powers of NAMA.
- II. Shall coordinate and supervise the operations of NAMA.
- III. Shall convene meetings of the Secretariat, the NEC and the AGM; and shall supervise its activities.
- IV. Shall be the depository of all texts adopted by the AGM.
- V. Shall see to the implementation of the decisions, recommendations, and orientations adopted by the AGM.
- VI. Shall delegate powers to members of the Secretariat for a specific missions or tasks.
- VII. Shall determine the attributes, aims, duration and modalities of the specific missions and tasks.
- VIII. In provinces and districts, the Secretary General shall act in collaboration with the PECs and DEC's respectively.
- IX. Shall entrust by written instructions, specific assignments to all Full Members of NAMA.
- X. Shall liaise and consult with the President on all matters of NAMA.
- XI. Shall write minutes and keep records thereof.
- XII. Handle all correspondence of the association, both internal and external.
- XIII. Shall head the Secretariat.

## **2.4 THE PUBLICITY SECRETARY:**

- I. Deputize the Secretary General
- II. Oversees the preparation of the NAMA newsletter/magazine.
- XIV. Shall be entrusted with media relations.
- XV. Shall be actively involved in developing public relations, advertising and marketing related budgets.
- III. Ensures that the association's image is upheld through accurate press statements and responses to press queries.
- IV. Shall request information and publicity records from each provincial executive for record purposes.
- V. The Publicity Secretary undertakes to uphold the values and moral authority of NAMA.
- VI. Shall head the Events and Publicity Committee.

## **2.5. THE TREASURER GENERAL:**

- VII. Ensures that NAMA's finance departments are using acceptable accounting systems and ethics.
- VIII. Oversees the preparation of a NAMA financial budget.
- XVI. Shall be entrusted with fund-raising required in the operation and implementation of projects and objectives.
- XVII. Shall approve all expenditure of the Secretariat's accounts.
- IX. Ensures accurate deposits of all funds, membership dues and fees.
- X. Oversees that records of receipts are in a journal and in check-book register with the following information:
  - (a) Date
  - (b) From whom it is received
  - (c) Items covered
  - (d) Amount
- XI. Ensures that deposits receipts are kept for record.
- XII. Shall request a budget and expenditure records from each provincial executive for record purposes.
- XIII. The Treasurer General must be at all times present to submit financial reports and audits to the AGM.
- XIV. The Treasurer General undertakes to uphold the values and moral authority of NAMA.
- XV. Shall head the Fundraising and Business Development Committee which shall be responsible for organizing fundraising ventures and the development of media arts as a business.

## **2.6. THE COMMITTEE MEMBERS (3):**

- I. Ensures that NEC's decisions are in line with the demands of the AGM.
- II. Carry any duties as may be assigned by the President.

## **2.6 THE NATIONAL SUB-COMMITTEES:**

- I. There shall be three (3) main sub-committees at national level and these are the Copyright and Legal Affairs Committee, the Fundraising and Business Development Committee and the Events and Publicity Committee.

- II. Members of these sub-committees shall be appointed by the President.

### 3. THE SECRETARIAT

- I. NAMA shall be run by a Secretariat.
- II. The secretariat shall consist of the Director and other staff members deemed fit by the NEC.
- III. The Secretariat shall be fully responsible for Research, Training, Quality Control, Royalty Collection and Product/Membership Certification among many other responsibilities.

### 4. PROVINCIAL AND DISTRICT ADMINISTRATION

#### 4.1. PROVINCIAL/DISTRICT EXECUTIVE COMMITTEES:

- I. Shall consist of the Chairperson, the Vice Chairperson, the Secretary, the Treasurer, the Publicity Secretary and three (3) Committee Members and shall be elected by NAMA members in a respective province/district for a three year term; and not exceeding two consecutive terms.
- II. Shall be vested with the moral and legal powers of NAMA in the respective provinces/districts.
- III. Shall coordinate and supervise the overall activities of NAMA in the respective provinces/districts.
- IV. Shall convene provincial/district meetings.
- V. Shall be the depository of all texts adopted by the association in the respective provinces/districts.
- VI. Shall see to the implementation of the decisions, recommendations, and orientations adopted by the association in the respective provinces/districts.
- VII. Shall be entrusted with fund-raising required in the operation and implementation of projects and objectives in the respective provinces/districts.
- VIII. Shall formulate and implement budget of the National Secretariat in the respective provinces/districts.
- IX. Shall approve all expenditure of the National Secretariat's accounts in the respective provinces/districts.
- X. Shall delegate powers to members of the Provincial/District Secretariat for a specific missions or tasks.

- XI. Shall determine the attributes, aims, duration and modalities of the specific missions and tasks in the respective provinces/districts.
- XII. In a province/district, the Provincial/District Coordinators shall act in collaboration with the National Secretariat.
- XIII. Shall entrust by written instructions, specific assignments to all Full Members of NAMA in the province/district.

#### 4.2. PROVINCIAL/DISTRICT SECRETARIATS

- I. Provincial/District Secretariats are mandated to assist, support and work in collaboration with structured organizations and institutions that advocate and lobby for the film and audio-visual industries in the affected provinces/districts.
- II. Provincial/District Secretariats shall encourage the promotion of sustainable growth and development within the film and audiovisual industries in the affected provinces/districts within the framework of NAMA programmes and policies.
- III. Shall have credible legally functional Provincial/District structures that are coherent with NAMA constitution and statutes.

#### 4.2. PROVINCIAL/DISTRICT COORDINATORS

- I. These shall be the links between the Secretariat and their respective provinces/districts.
- II.
- III. Such provincial/district representatives shall report to the Director on all matters of NAMA in the province/district.
- IV. Provincial/District Coordinators are the "chief administrative officers" of NAMA at provincial/district levels.
- V. Provincial/District Coordinators shall act in that capacity and perform "such other functions as are entrusted" to them by the NAMA Secretariat.
- VI. The Provincial/District Coordinators shall uphold the values and moral authority of NAMA.

**TITLE VI  
DISCIPLINE**

**Article 16**

- I. Disciplinary actions against a member shall be vested in the Legal Affairs Committee chaired by the Vice President.
- II. The NEC may appoint an special committee to examine a given disciplinary case and recommend appropriate action to be taken.
- III. Disciplinary actions shall start with warning (written or verbal) and then suspension (not more than six months) before removal from office/membership and the action shall be reported to the AGM for information and approval.
- IV. Disciplinary action against a member shall be applied in order to realize the aims and objectives of the association, correct defects and mistakes and maintain unity and purpose in the association by removing those who do not deserve membership to the association.
- V. A member on whom disciplinary action has been taken has the right to appeal within seven (7) days from the hearing of the disciplinary action and must be informed within a period of not more than twenty-one (21) days after lodging the appeal.
- VI. The decision of the review of the case by the Legal Affairs Committee or the NEC shall be final.
- VII. Any member of NAMA, whom a complaint has been made against, shall have the right to attend any meeting at which such a complaint or any appeal in connection therewith is to be considered, address the meeting to produce such evidence and to call witnesses in his/her defense as he/she consider necessary or desirable. This shall be done with prior notice to the NEC.

**TITLE VII  
RESOURCES**

**Article 17**

NAMA income is made up by:

- VIII. The subscriptions of its Full Members.
- IX. The contributions of the associate members and the honorable members.
- X. Gifts, grants, legacies and others assistance.
- XI. The incomes from events organized by NAMA.

XII. Commercialization of its publications/productions and other works.

**Article 19**

- I. The payment of subscription of the Full Members shall be made within the first quarter of the year.
- II. Subscriptions by Full Members are payable as follows:
  - Associations Promoting Media Arts - K 1, 000
  - Broadcasting/Cinema Houses - K 750
  - Production/Distribution Companies - K 500
  - Individual Membership - K 250
- III. The subscription from members and various contributions shall be paid into NAMA account.
- IV. Membership fees and subscriptions shall be paid into the national membership accounts of the National Secretariat which will allocate twenty percent (20%) to the PEC and ten percent (10%) to the DEC where the member concerned resides.

**Article 20**

The NAMA Financial year shall start on first January and end on thirty first December of the same year

**Article 21**

NAMA Budget and accounts shall be in Zambian Kwacha.

**TITLE VII  
DISSOLUTION**

**Article 22**

- I. The recommendations relating to the possible dissolution of NAMA shall be by the majority of two-thirds of the Full Membership who are up to date with their subscriptions.
- II. The recommendations shall be sent individually to the Secretary General through certified means (registered letters, emails, cable, fax or other social media).
- III. The recommendations of dissolution shall not be subject to a decision of the AGM during an extraordinary session convened toward this end.

- IV. To be legitimate, this extraordinary AGM shall gather a quorum of three-quarters of the Full Members who are up-to-date with their subscriptions.
- V. The dissolution can only be pronounced after a majority of 75% of votes cast.

#### LIQUIDATION

##### Article 23

- I. In case of dissolution, the AGM shall appoint a liquidator and the Advisory Council shall assist in the process.
- II. In case of a net asset balance, it shall be allocated to one or many Zambian institutions selected by the Advisory Council; such institution shall share similar aims and objectives as NAMA.

##### **Article 24**

These Articles of Association shall be revised, modified or amended only by the AGM on recommendation of the NEC.

##### **Article 25**

In case of dispute, the courts of law shall have jurisdiction.

END