



PAN AFRICA ILGA CONSULTATIVE MEETING REPORT 2013

13th November-15th November

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With Support From
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Background

On the 13th November 2013 the Pan Africa ILGA hosted a consultative meeting in which 30 activists, members of Pan Africa ILGA, from the different regions of Africa attended and actively participated to chart the way forward for Pan Africa ILGA. Pan Africa ILGA, PAI¹ is the African regional membership and governance arm of the International lesbian, gay, bisexual, Trans and intersex Association (ILGA, based in Brussels, Belgium).² The ILGA constitution may be found on the ILGA website.³ In 2007, Activists gathered at the first regional conference of ILGA in Africa (Johannesburg - May 2007) and made significant progress in establishing an African regional LGBTI federation. They created an 11-member, interim board to govern the newly formed Pan-African LGBTI federation. PAI currently consists of 84 organizations throughout the region working for human rights and equality for lesbian, gay, bisexual, transgender, and intersex people (see annex 1). There has, however, been attrition of board members and in December 2012 at the ILGA world conference in Stockholm, the African Caucus agreed to co-opt new representative members to help steer PAI to a consultative meeting and eventually a regional conference.. This group is known as the Interim Steering Committee and consists of Linda M. Baumann (Namibia), Yahia Zaidi (Algeria), Samuel Opio (Uganda), Zami K. Mrwata (South Africa) and Akinyi M. Ocholla (Kenya). Pan Africa ILGA has currently appointed Lame Charmaine Olebile as the communications officer who also acts as the coordinator.

Objectives of PAI Steering Committee (PAI SC)

Since the institutionalization of the Pan Africa steering committee, the objectives of PAI have been as follows:

1. To work towards hosting a consultative meeting. This involves fundraising and the consolidation of all material (constitution and 2011 survey) that will guide the consultative meeting;
2. To work toward a regional conference at which a new PAI board shall be elected, a constitution tabled, reviewed and endorsed and a clear strategy charted for PAI;

¹ Pan Africa ILGA. Available at: http://africa.ilga.org/africa/pan_africa_ilga_english/news

² ILGA website. ILGA constitution. Regional Structures. Available at: <http://ilga.org/ilga/en/article/28#REGIONAL%20STRUCTURES>

³ ILGA constitution, available at: <http://ilga.org/ilga/en/article/28>

The Consultative Meeting objectives were as follows:

- To clarify and agree on the role of PAI in the continent taking in consideration the work already being done by the other regional networks and key organizations in Africa including the Coalition of African Lesbians and Amsher.
- To create shared ownership of PAI: PAI's existence is because of its members. Attendees should commit in supporting PAI, its vision and operations; in addition, it should be clear what role regional networks and other key organizations will have in furthering PAI's agenda.
- To work toward a regional conference at which a new PAI board shall be elected, a constitution accepted and endorsed and a clear strategy charted for PAI.
- Most importantly, to agree to a list of priorities for PAI, both in terms of political agenda and organizational development.

Reporting on Objectives:

To clarify and agree on the role of PAI in the continent taking in consideration the work already being done by the other regional networks and key organizations in Africa including the Coalition of African Lesbians and Amsher:

The role of PAI took the delegates on a long and intricate discussion that considered the following issues and questions:

- Why was Pan Africa ILGA formed?
- What is PAI's political agenda, mission and vision?
- Is PAI autonomous from ILGA World and to what extent is PAI able to

independently make its own decisions? What is PAI's relationship to ILGA?

- In 2007 there was no regional voice in Africa. Since the inception and development of Amsher and CAL, things have changed. Therefore, what is missing in the African regional movement?
- Does the inclusion of ILGA in the name Pan Africa ILGA truly reflect the pan Africanism of PAI? Is PAI truly African?
- How do the African membership fees paid to ILGA get used? Should they not be re-directed to PAI to facilitate its work?

In essence it was agreed that PAI does have a role to play in the regional movement and that its role should be to focus on the following, as per the needs identified by the represented African organizations and activists:

- PAI is needed to be a voice for the LGBT individuals in Africa, to facilitate and increase access and participation in all forums international and regional, to build a movement that takes into account diversity among all Africans linked to their different socio-economic and political contexts. PAI should specifically facilitate access to the Human Rights Council where members can take advantage of ILGA's ECOSOC status and support ongoing advocacy efforts at the African Commission.
- There is a need for the institutionalization and representation of Pan African ILGA members within Africa. This Pan Africa ILGA should foster transparent and effective communication not only within PAI but also with ILGA World.
- PAI needs to act the role of facilitating and supporting the work that its members across the region are doing, creating a platform for networking and skills sharing.
- PAI should assist in the creation of a coordination mechanism between organizations working on LGBT issues. This could also lead to the creation of a legal assistance base that would deal with the everyday cases of arrests and other violations of LGBT rights. Safety and security is a critical issue to the LGBT movement in Africa and needs attention.
- There is also a space for PAI to conduct advocacy targeting African governments. This could be at the African Commission on People and Human

Rights and the United Nations Human Rights Council.

- There is a great need for PAI to focus on building the capacity of LGBT NGOs to set up their structures, fundraise for their activities and ensure organizational sustainability. Furthermore, NGOs would benefit from the knowledge on how to engage with their governments in a productive way. This request for assistance extends to supporting advocacy, litigation and other efforts by local NGOs.
- There is a need for PAI to be a collective voice of its members as they engage with ILGA World.
- Bearing in mind the different needs of the organizations, it was suggested that PAI could provide sub-granting to member organizations. Even though this might change PAI's relationship with its members and ultimately, PAI's overall structure, it is clear that some organizations experience funding needs different to others in the various regions.

In assessing Pan Africa ILGA as an organization, a SWOT (strengths, weaknesses, opportunities and threats) analysis was carried out by the delegates. This served to enable us to prioritize our needs as per the structural capacities of Pan Africa ILGA.

The Pan Africa ILGA SWOT Analysis

Strengths

- ⚙ PAI diverse membership base; the diversity of PAI membership both in region and language makes PAI unique in the African regional movement.
- ⚙ PAI has access to a large pool of expertise within its region.
- ⚙ The consultative meeting has already created a positive energy within the movement.
- ⚙ PAI is autonomous but has strategic links to the world LGBT movement.
- ⚙ Research has already been done that will guide the work of PAI. For example the PAI 2011 Survey assessing the needs of LGBT organizations in Africa.

- ⚙️ PAI has the ability to mobilize resources
- ⚙️ The sense of ownership by members.

Weaknesses

- ⚙️ PAI remains an informal network that is unable to facilitate and meet the needs of its members.
- ⚙️ Communication from PAI with its membership is inefficient. This leads to the development of issues of transparency and accountability.
- ⚙️ Due to the link with ILGA, even in its name, PAI's autonomy is challenged as its name does not create the impression that it is African.
- ⚙️ There is no transparent and accountable governance structure that exists within PAI.
- ⚙️ PAI has not been registered after many years of its existence therefore there is no clear set vision, mission or objectives of the organization.
- ⚙️ PAI has been visible in international spaces but not in the African spaces like the African Commission for Human and People's Rights.

Opportunities

- ⚙️ A platform where the full diversity of African LGBTI organizations can be housed and represented.
- ⚙️ The name and network gives access to and affiliation with other organizations thereby increasing access to more spaces of advocacy for African LGBT organizations.
- ⚙️ PAI would provide access to many funding opportunities if its structure and strategy are formalized.
- ⚙️ PAI provides a Pan-African point of perspective for work at the African Commission on People and Human Rights.

Threats

- ⚙️ The degree of PAI's autonomy from ILGA will continue to be questioned as it maintains its linkages to ILGA World through name and operations.

- ⚙ It is unclear as to whether members of PAI would be autonomous from PAI and be able to hold divergent opinions and represent themselves individually without competing with PAI.
- ⚙ The process of creating a more-formalized PAI may threaten or upset some members who have already created structures that might be disrupted by PAI.
- ⚙ Questioning the need for PAI itself becomes a threat to PAI's existence and its move to formalize its existence.
- ⚙ PAI members will find themselves in competition with PAI over funding and other opportunities.
- ⚙ Language barrier may cause division within PAI membership

Structural Development of PAI: What PAI needs to do.

The needs identified were the basis for some of the proposals that came as part of the structural changes and developments that Pan Africa ILGA needs to undertake. These include:

Communications: PAI will need to develop a regional communications strategy that will incorporate the following suggestions:

- There is a need for PAI to strengthen its governance and strategic approach in leading the movement. A new board needs to be elected, a strategic plan adopted, a constitution endorsed and the organization legally registered. Even in this process, PAI's autonomy should be visible.
- Create or revive a PAI website (<http://africa.ilga.org/>) that will not only serve as a hub for news of African LGBT and other development but will also be a documents and resource database. The database will, for example, have a list of organizations that provide a specific service. Therefore, this will be a resource and skills sharing platform.
- Start a list serve for PAI members.
- PAI should create materials that go deeper into mapping not only the legal framework of countries on SOGI issues but also incorporates other factors that include but are not limited to religion, traditional laws, other national policies on HIV.

Pan Africa ILGA Regional Conference

The Pan Africa ILGA conference will be held in the first quarter of 2014. In collaboration with ISHTAR MSM, an LGBT organization based in Kenya, Nairobi, PAI hopes to bring together a hundred delegates. This conference aims to:

- Provide a platform where the PAI membership can elect a new PAI leadership.
- Ensure that a PAI constitution is amended and adopted.
- Ensure that a PAI strategic plan is reviewed and adopted.
- Make sure that the membership chooses a country in which PAI will be formally registered.
- Provide a capacity building, organizational development and skills sharing and networking platform. The themes of the workshops and the seminars taking place have been suggested by the participants at the PAI consultative meeting.

The following conference themes and priority areas have been suggested by the participants of the Pan Africa ILGA consultative meeting. The themes are as follows:

Organizational development, Capacity Building and Fundraising

- Starting a donor convening where African LGBT organizations can show case their work and network with potential funders.
- Exploring the relationship between funders and LGBT organizations, determining the position of LGBT organizations on conditional funding and its implications on advocacy efforts at the local level.
- Sharing of experiences on proposal writing, funding sources, funding language, how to negotiate and be assertive with a funder in order to ensure that your agenda is also represented.
- Organizational sustainability in the time of dwindling funds, how to fundraise for your own organizations needs.

Communications and Documentation

- Efficient and advocacy driven documentation of human rights abuses across the continent.

- Information creation, management and sharing.
- Research and the dynamics between who does the research, for whom, for what purposes, lack of ownership of “subjects”.

-

Security, Safety and Wellbeing

- Security, safety and well being of activists working in the African context.
- The brain drain within the continent as a result of activists seeking refuge in other countries, mostly European countries.
- Developing a rapid response protocol for cases of LGBT arrests and other violations; and the funding implications of the same.
- LGBT people of age and their status of well being, security and safety, experiences and quality of life.
- The relationship between disability, sexual orientation and gender identity within the LGBT community. What are some organizations doing to create attention on this issue?

Advocacy

- The wave of Christian fundamentalism and how it is affecting the lives of and the LGBT movement. It would be ideal to invite LGBT of faith, strategists on dealing with religious fundamentalism and the Evangelical Christian sector.
- LGBT people of age and the role that they have to play in the LGBT movement as they possess institutional memory and presumably have access to a variety of resources.
- How sports can be used as a tool for advocacy.
- How the wave of same sex marriage across Europe and other countries is affecting the African LGBT movement and its dynamics.

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Discourses on the Politics of Sexuality, Sexual Orientation, Gender Identity

- Creating a platform for and an understanding of transgender issues. Understanding the negative implications of clustering transgender women with men who have sex with men (MSM).
- Defining ourselves as LGBT or otherwise.
- Discussing the effects of MSM and WSW terminology in the LGBT movement.

Working Across Continental Borders

- The role of African activists living and working in the diasporas in the African local LGBT movement.
- How to create linkages with African LGBT activists refugees in other countries with access to some resources.
- Issues of inclusion and exclusion of African LGBT activists living in the diaspora as refugees in African discourses and movement building.

Pre-conferences

- Transgender and intersex pre-conference; to empower and create space for them to define their own agenda.
- Youth movement pre-conference; empowering youth to be an organized and strong voice in the LGBT movement.
- Interfaith pre-conference: Discourses the relationship between sexuality and religion and culture. Developing a mechanism to deal with the religious anti-homosexuality interventions.
- Women's leadership pre-conference: creating a space for all self identifying women to caucus on their priorities as a women's movement within the LGBT movement.
- Franco-phone, Arab Phone and North Africa Pre-conference: Increasing the participation and representation of Franco-phone and North Africa. Creating a platform for the prioritization of issues within the regional and global movement. Exploring solution to issues of under-representation and marginalization of Franco-phone and Arab-phone North Africa.
- Luso-phone pre-conference: creating a space for Luso-phone members to caucus on issues pertinent to their representation and contexts.

Conference Coordinating Body (CCB)

A conference coordinating body was instituted to lead the conference planning process. It was critical that this CCB reflect the diversity of the PAI movement within Africa, both in terms of race, region, sexual orientation and gender identity. The annexure includes the agreed upon terms of reference for the CCB. The CCB is comprised of the follows:

- Khouloud Bidak: Nazra Feminist Studies for Women
- Nabil Ali Toudert
- Anthony Oluoch: Gay Kenya Trust

- Akudo Oguaghamba: Women's Health and Equal Rights Initiative
- Richard Lusimbo: Sexual Minorities Uganda
- Chan Mubanga: TransBantu Zambia
- Mukandayisenga Madine: HOCA
- Coalition of African Lesbians Representative
- Amsher Representative
- Gender Dynamix Representative

Way Forward

The next steps for the Steering Committee, the CCB and the rest of the meeting participants will include:

- Reviewing of the consultative meeting report.
- Giving feedback on the submitted report.
- The creating of a list serve for the PAI membership and the CCB separately.
- Planning and implementation of the conference by the CCB according to the outlined terms of reference.

Principles Guiding the Work of the PAI SC and the CCB

In moving forward, a list of principles and perspectives were highlighted as necessary to ensure that the process unfolding over the next few months runs smoothly:

- Equal Representation and participation from each sub region and gender identity and expression is important for the success of this process.
- Open communication and process transparency are critical to keeping everyone on board trusting the process.
- We need to recognize we are not homogeneous in our politics. But we can embrace all these ideologies as long as we can create a platform where we can discuss the inequalities of gender, resource access and other inequalities.
- Language is central to our issues and therefore Arabic, French, Portuguese and Swahili languages must have translators at the regional conference.
- Collaboration is critical to the work of PAI and therefore PAI must nurture their partnerships with Amsher, CAL and other regional organizations.

ANNEXURE 1

Consultative Meeting Agenda

Discussion Item	Specific Output
<p>Registration, Introductions and House Keeping</p> <p>Introducing PAI:</p> <ul style="list-style-type: none"> Steering Committee History Objectives of the meeting Progress report <p>Questions and Answer session</p> <p>The role of PAI in the African Regional Movement.</p> <p>Introduction on PAI Survey</p> <p>Discussion Groups on:</p> <ul style="list-style-type: none"> Assessment of PAI Contextual analysis Where is PAI best placed to respond to the need of African LGBT? 	
LUNCH BREAK	LUNCH BREAK
<p>ILGA Strategy: Aligning PAI Strategy with ILGA Strategy: Commonalities and points of departure</p> <p>Presenting ILGA strategy</p>	<p>Review of PAI Survey</p> <p>PAI Strategic Framework</p>
<p>House keeping</p> <p>Debrief discussion groups on:</p> <ul style="list-style-type: none"> Meeting process Introduction to PAI Role of PAI ILGA Strategy: Aligning PAI Strategy with ILGA Strategy: Commonalities and points of departure 	
LUNCH BREAK	LUNCH BREAK
<p>PAI Regional Conference:</p> <p>Progress report on :</p> <ul style="list-style-type: none"> Fundraising PAI constitution Standing orders <p>draft</p>	<p>Reviewed PAI Constitution and standing orders</p> <p>Fundraising plan</p>

<p>Prioritizing themes for regional conference</p> <p>Role of organizations (regional and others) in implementation.</p> <p>Proposal conference work plan</p>	<p>Reviewed conference work plan, agenda with tentative focus areas for workshops</p> <p>Selection criteria for scholarships</p> <p>Conference Coordinating Body</p>
<p>Housekeeping and Introductions</p> <p>Debrief session discussion groups on:</p> <ul style="list-style-type: none"> PAI regional conference PAI constitution and standing orders Fundraising plan 	
TEA BREAK	TEA BREAK
<p>SOGI issues at the African Commission on Human and People's Rights (ACHPR)</p> <p>How African NGOs can support SOGI advocacy at the ACHPR</p>	<p>Draft regional strategy on advocacy at the ACHPR</p>
LUNCH BREAK	LUNCH BREAK
<p>The development and history of SOGI issues at the UN</p> <p>Progress report on the SOGI Resolution at the UN</p> <p>How African SOGI NGOs can participate</p> <p>Support available to facilitate participation</p> <p>Way Forward</p>	<p>Collective strategy on influencing policy at the United Nations</p>

Annexure 2: List of Participants

Name	Organization
Lame Charmaine Olebile	Pan Africa ILGA
Andre Du Plessis	ILGA World
Dehegani Mohammed	
Kholod (Gulud) Madbouly	Nazra for Feminist Studies, Cairo
Yahia Zaidi	Akham, PAI
Akudo Oguaghamba	Women's Health and Equal Rights Initiative
Mukandayisenga Madine	HOCA Rwanda
Richard Smith Lusimbo	Sexual Minorities Uganda
Isamat Samuel Opio	Queer Youth Uganda, PAI
Caine Youngman	Lesbians, Gays and Bisexuals of Botswana
Linda Baumann	Out-Right Namibia, PAI
Chesterfield Samba	Gays and Lesbians of Zimbabwe
Chanda Mubanga	TransBantu Zambia
James Wandera Ouma	WEZESHA Tanzania
Monica Tabengwa	Human Rights Watch
Peter Njoroge Njane	ISHTAR MSM
Diouf Djiaji	Aides Sénégal
Liesl Theron	Gender Dynamix
Kokeletso Legoete	Iranti.Org
Akinyi Margareta Ocholla	Minority Women in Action, PAI
Kereng BZ Mrwata	PAI
Nabil Ali Toudert	
Dawn Cavanagh	Coalition of African Lesbians
Joel Gustave Nana	Amsher
Trish Dzingirayi	Coalition of African Lesbians
Fadzai Mapuradza	Coalition of African Lesbians
Anthony Oluoch	Gay Kenya Trust/Kaleidoscope Trust

Annexure 3: Terms Of Reference for the Conference Coordinating Body (CCB)

Background

On the 15th November 2013 during the consultative meeting, it was agreed that a committee be formed to assist the Steering Committee develop/conceptualize/plan and implement the process of the Regional Conference which would take place in the first quarter of 2014 in Kenya.

The persons nominated include;

- Khouloud Bidak: Nazra Feminist Studies for Women
- Nabil Ali Toudert
- Anthony Oluoch: Gay Kenya Trust
- Akudo Oguaghamba: Women's Health and Equal Rights Initiative
- Richard Lusimbo: Sexual Minorities Uganda
- Chan Mubanga: TransBantu Zambia
- Mukandayisenga Madine: HOCA

The following organizations were identified to assist in the process as well due to their unique experience in organizing such gatherings. These are;

- Coalition of African Lesbians
- Amsher
- Gender Dynamix

Terms of Reference

1. This group will focus on four key areas: finances, logistics, materials development and communications.
2. The individuals selected will assist the Steering Committee and ISHTAR MSM to organize the Regional Conference.
3. Develop draft standing orders for the regional conference.
4. Identify attendance procedures
5. Using the final report from the consultative meeting, they will identify and streamline the thematic areas for the regional conference.

6. Identify a central theme for the regional conference.
7. Using the streamlined thematic areas identified, review an agenda for the regional conference.
8. Identify the speakers at the regional conference.
9. Working with ISHTAR MSM, develop a security plan for the attendees of the regional conference.
10. Any other task that would be required of the committee in planning for the regional conference.

Operating Procedures

1. The committee shall consult widely with the PAI membership in order to get the largest degree of consensus.
2. Members of the committee shall respond to requests for information in the shortest time possible.
3. The committee will work hand in hand with the PAI Steering Committee in this process.

Annexure 4:
Pan Africa ILGA Draft Constitution as Edited by Ms. Monica Tabengwa

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1. PREAMBLE

- Recognising the fundamental pride that lesbians, gay men, bisexuals, trans people and intersex people have in their gender identity and expression and sexual orientation;
- Conscious that social and legal discrimination on the basis of sexual orientation, gender identity and expression is pervasive and that effective work against oppression calls for international solidarity;
- Seeking in PAI-ILGA an regional organisation within which lesbian, gay, intersex and trans people of different political and personal choices (for example, separatism, feminism, orientation and identity) can work together;

- Concerned with the vulnerability of LGBT youth in a world that continues to practice so many forms of discrimination, the need for their protection from abuse and the goal of ensuring that young people experience both freedom and support as they develop their own sexualities and identities;
- Mindful of the impact of discrimination on the basis of sex, sexual orientation, gender identity, race, age, disability, economic status, national origin and ethnicity on lesbians, gay men, bisexuals, trans people and intersex people, and the way in which such discrimination can end in violence;
- Building on the work of previous generations who have struggled for equality and liberation;
- We hereby approve this document as the Constitution of the Pan African - International Lesbian, Gay, Bisexual, Trans and Intersex Organisation.

1. NAME OF THE ORGANISATION

The name of the Organisation is: Pan African ILGA (the “Organisation”)

The shortened name is: PAI

2. LEGAL STATUS

The Organisation is a body corporate with its own legal identity which is separate from its office-bearers and members.

The organisation shall:

- Have its registered office in South Africa and will be governed according to the laws of South Africa governing non-profit organization. The organisation is incorporated for an unspecified period and The registered office of the organisation can be transferred anywhere in Africa by a decision of the Executive Board.
- Exist in its own right, separately from its members.
- Continue to exist even when its membership changes and there are different office bearers
- Be able to own property and other possessions.
- Be able to sue and be sued in its own name.

3. OBJECTIVES

The Organisation is a non-profit organisation established for the following public benefit objectives:

- To work for the equality of pan African lesbians, gay men, bisexuals, trans people and intersex people and liberation from all forms of discrimination;
- To promote the universal respect for and promotion of human rights and fundamental freedoms, including the elimination of all forms of discrimination and also including the realisation of the specific provisions of the following international human rights instruments:
 - The International Covenant on Civil and Political Rights;
 - The International Covenant on Economic, Social and Cultural Rights;
 - The International Convention on the Elimination of all forms of Racial Discrimination;
 - The Convention on the Elimination of all forms of Discrimination against Women;
 - The Convention on the Rights of the Child
 - The Convention on the Rights of Persons with Disabilities
 - United Nations Declaration on the Rights of Indigenous Peoples
- To represent members to the African institutions set up under the auspices of the African Union, as well as to other bodies and organizations active at the African level;
- To coordinate projects, programmes, actions and initiatives from members to which pan African dimension needs to be brought;
- To develop projects and undertake studies or research in various fields that are of particular related to sexual orientation and gender identity in Africa;
- To develop necessary networks for a permanent exchange of information and actions with members on issues addressed in Africa;
- To participate in activities and projects at the global level, as appropriate;
- To implementing African action programmes, possibly jointly with other organizations. For this purpose, PAI can use any information and promotional

means, organize courses, conferences, seminars, study days. This list is descriptive and not comprehensive.

- To prioritize advocacy around issues of HIV/AIDS and health promotion, violence on the basis of sexual orientation and gender identity, socio-economic wellness and the promotion of their human rights.

4. INCOME AND PROPERTY OF THE ORGANISATION

- Members and office-bearers have no rights in the property or other assets of the Organisation solely by virtue of their being members or office-bearers.
- The income and property of the Organisation shall be used solely for the promotion of its stated objectives and shall not be paid or distributed directly or indirectly to any person, or to any member of the Organisation or office bearers, except as reasonable compensation for services actually rendered to the Organisation or reimbursement of actual costs or expenses reasonably incurred on behalf of the Organisation.

5. POWERS OF ORGANISATION

The Organisation shall have the same powers as that of a registered company under the

Laws of the country of jurisdiction. Such powers include:

- To institute or defend any legal or other proceedings and to settle any claims,
- To prudently invest funds of the Organisation,
- To buy, attain, maintain, manage, lease, sell, or in any way deal with property and assets of the Organisation,
- To donate and transfer the property and assets of the Organisation to public benefit organisations with similar objectives,
- To borrow and to use the property or assets of the Organisation as security for borrowing,
- To execute any act or deed in any deeds registry, mining titles or other public office.
- To exercise all the management and executive powers ordinarily vested in them Board of Directors of a Company, and

- To carry out all the powers and authority of the Organisation in South Africa and in any other part of the world.

6. THE GOVERNING BOARD

- **Powers:** The Governing Board shall manage the affairs of the Organisation in accordance with the resolutions of members in Regional conference.
- **Number and Portfolios:** A minimum of five members shall serve on the Governing Board bearing the following portfolios: the Chairperson, the Vice-Chairperson, the Treasurer, the Secretary and the Vice-Secretary.
- **Election:** All members of the Governing Board shall be members of the Organisation. The Governing Board shall be elected by the members of the

7. AFRICAN REGIONAL CONFERENCE.

- **Term of office:** At least one-half of the members on the Governing Board, starting with those who have been in office the longest since their last appointment, shall retire at every Annual Regional conference. The retirement of members serving for the same period shall be decided by a majority of votes of the members of the Organisation. No Governing Board member shall serve more than three consecutive years without a minimum ineligibility period of twelve months.
- **Vacancies:** The Governing Board must, as soon as reasonable possible, appoint someone to fill any vacancy that reduced the number of board members to less than five. The next Regional conference must confirm the office of any board member appointed, otherwise it will lapse.
- **Co-option:** The Governing Board may co-opt additional non-voting members as it may consider appropriate.
- **Resignation, Disqualification and Removal:** A Governing Board member may resign from office in writing. A Governing Board member shall be disqualified from office upon termination of membership to the Organisation and becoming incapable by reason of mental illness. A member can be removed from office through a two-thirds resolution of the remaining Governing Board members, consisting of not less than four.
- **Delegation of Powers:** The Governing Board may delegate any of its powers or functions to a committee or member(s) of the Organisation provided that: such delegation and conditions are reflected in the minutes for that meeting, at least one Board member serve on the committee, the Board in advance approves all

expenditure incurred by the committee or member, and the Governing Board may revoke the delegation or amend the conditions.

- **Procedures at Meetings:** The Governing Board may regulate its meetings and proceedings as it finds fit, subject to the following:
 - a. The Chairperson shall chair all meetings of the Governing Board.
 - b. Meetings of the Governing Board may be conducted face-to-face or electronically which would allow Governing Board members to be present and participate through electronic means.
 - c. If the Chairperson is not present within fifteen minutes of the appointed time of the meeting, the Vice-Chairperson shall chair such meeting. In both their absence, the Board members present at the meeting shall elect a chairperson for that meeting.
 - d. The Chairperson shall convene a meeting of the Governing Board at least quarterly and at the written request of any two members of the Governing Board.
 - e. The quorum for a meeting of the Governing Board shall be two-thirds of the serving Governing Board members.
 - f. If no quorum is present, the Governing Board may make no decision, except to preserve the assets of the Organisation and to call a meeting of the general members.
 - g. Each Governing Board member present or represented through written proxy shall have one (1) vote.
 - h. Questions arising shall be decided by a majority of votes. Should there be an equality of votes the Chairperson shall have a casting or second vote.
 - i. Proper minutes and attendance records must be kept of all meetings of the Governing Board. The chairperson for the meeting shall sign the minutes which shall be available at all times for inspection or copying by any member of the Organisation on two days' notice to the Secretary or the Vice-Secretary.
 - j. A resolution signed by all members of the Governing Board shall be as valid as if passed at a duly convened meeting of the Governing Board.
 - k. The Governing Board may appoint employees upon such lawful terms and conditions as it may deem necessary.

- **Conflicting Interests:** Any actual, potential or perceived conflict of interest on the part of any member of the Governing Board, on a matter pertaining to the Organisation, must be disclosed in writing to the Governing Board which shall record such conflict of interest in the minutes of the Board meeting. Such member may be requested by the Governing Board to state his/her position in the matter or to respond to pertinent questions, but shall not vote or use his/her influence on the matter and shall not be counted for purposes of determining a quorum for the meeting where the voting takes place.
- **Confidentiality:** All matters pertaining to litigation, security measures, contractual negotiations, employment matters and any other matters deemed confidential by the Governing Board, must be treated as confidential and only the actual decisions may be disclosed to the general public,

8. MEMBERSHIP

- **First and Subsequent Members:** The first members of the Organisation shall sign Schedule A of this Constitution. The Governing Board may admit natural persons over eighteen [and legal persons] as members to the Organisation.
- **Conditions and Criteria:** The Governing Board may determine the conditions and criteria for membership. Applications for membership that do not comply with such conditions and criteria may be refused by the Governing Board.
- **Transfer of Membership:** Membership is not transferrable.
- **Register of Members:** The Governing Board must keep a register with the names and addresses of all the members.
- **Automatic Termination of Membership:** Membership automatically terminates upon the receipt by the Organisation of a notification of the death of a natural member or dissolution of an organisational member, and written resignation.
- **Termination by Governing Board:** Membership terminates if a member is removed by a resolution of the Governing Board. Provided that the member has been given an opportunity to make written or verbal representations at a meeting of the Governing Board pertaining to the proposed termination, and the Board's decision to terminate membership was confirmed by resolution of two-thirds of the members present at the next Regional conference, otherwise it will lapse.

9. MEETINGS OF GENERAL MEMBERSHIP

- **African Regional Conference (ARC):** All Annual Regional conferences (ARCs) must be held bi-annually within six months of the Organisation's financial year-

end. At least twenty-one days' written notice must be given to all members stating the date, time, place and business of the ARC, which business must include:

- a. The Chairperson's report,
- b. The presentation of the Organisation's Annual Financial Statements,
- c. The election of Governing Board members,
- d. The appointment of Auditors, and
- e. Other appropriate matters.

- **Special Regional conferences:** The Governing Board or not less than one-third of the members may call a Special Regional conference of the Organisation. At least fourteen (14) days' written notice must be given to all members stating the date, time, place and business of the Special Regional conference. If the Board fails to give notice within seven days of the request of one-quarter of the members, such members shall be entitled themselves to give notice of and to convene the meeting.
- **Powers of the African Regional Conference:** The members in a properly convened Regional conference of the Organisation is the highest decision-making structure of the Organisation as set out in this Constitution. The members in regional Conference may review, approve or amend any decision taken by the Governing Board but no such resolution of the Organisation shall nullify any earlier resolution taken by the Governing Board in accordance with the provisions of this Constitution.
- **Procedures at Regional conferences:** The Members may regulate their meetings and proceedings as it finds fit, subject to the following:
 - a. The Chairperson shall chair all Regional conferences.
 - b. Regional conferences of the Organisation may be conducted face-to-face or electronically which would allow members to be present and participate through electronic means.
 - c. If the Chairperson is not present within fifteen minutes of the appointed time of the meeting, the Vice-Chairperson shall chair such meeting. In both their absence, the members present at the Regional conference shall elect a chairperson for that meeting.
 - d. The quorum for Regional conferences of the Organisation shall be one quarter of the members of the Organisation.

e. If a quorum is not present within fifteen minutes of the appointed time of the meeting, the meeting must be adjourned to another date, within fourteen days thereafter. Notice, as provided for under the constitution, must be given to all members of the Organisation of such adjournment.

f. If no quorum is present at the reconvened meeting within fifteen minutes of the appointed time, the members present, or represented by proxy, shall deem to constitute a quorum for that meeting.

g. A resolution put to the vote shall be decided by means of a show of hands or by ballot. A vote by ballot can be demanded by not less than one third the members present, or represented by proxy.

h. Each member present or represented by proxy shall be entitled to one (1) vote.

i. Except where this constitution requires a higher threshold, questions arising shall be decided by a majority of votes. Should there be an equality of votes the Chairperson shall have a casting or second vote.

j. Proper minutes and attendance records must be kept of all Regional conferences. The chairperson must sign the minutes which shall be available at all times for inspection or copying by any member of the Organisation on two days' notice to the Secretary or the Vice-Secretary.

10. NOTICES OF MEETINGS

- All notices terms of this constitution must be given to members in writing (personally, post or electronic communication) to the address provided by themembers.
- The accidental omission to address notices to any member shall not nullify the proceedings of any meeting.
- A member present in person at any meeting shall be deemed to have received notice of such meeting.
- If posted, notices shall be deemed to have been received seven days after posting.

11. FINANCES AND REPORTS

- **Bank Account:** The Governing Board must open a bank account in the name of the Organisation with a registered Bank.

- **Signing:** Cheques and other documents requiring signature on behalf of the Organisation shall be signed by at least two persons authorised by the Governing Board.
- **Financial year-end:** The financial year end of the Organisation shall be end of February.
- **Financial Report:** The Governing Board must ensure that proper records and books of account which fairly reflect the affairs of the Organisation are kept, and within six months of its financial year a report is compiled by an independent practicing auditor registered in terms of the law stating whether or not the financial statements of the Organisation are consistent with its accounting records, the accounting policies are appropriate and have been appropriately applied with in preparing the financial statements and the Organisation has complied with the financial provisions of this constitution.

12. AMENDMENTS AND DISSOLUTION:

- This Constitution may be amended, the name of the Organisation may be changed and the Organisation may be dissolved by resolution of two-thirds of the members present at a Regional conference.
- At least twenty-one days' notice of the Meeting stating the nature of the resolution to be proposed must be given to all the members of the Organisation.
- Upon the dissolution of the Organisation, after all debts and commitments have been paid, any remaining assets shall not be paid to or distributed amongst members, but shall be transferred by donation to some other nonprofit organisation which the Governing Board (and failing which the members in Regional conference) considers appropriate and which has objectives the same or similar to the objectives of the Organisation, and should the Organisation be exempt from the payment of any taxes and duties;

13. INDEMNITY

- Subject to the provisions of any relevant law, members, office-bearers or appointed delegates of the Organisation shall be indemnified by the Organisation for all acts done by them in good faith on its behalf.

- Subject to the provisions of any relevant law, no member of the Organisation or appointed delegates shall be liable for the acts, receipts, neglects or defaults of any other member or office bearer, or for any loss, damage or expense suffered by the Organisation, which occurs in the execution of the duties of his or her office, unless it arises as a result of his or her dishonesty, or failure to exercise the degree of care, diligence and skill required by law.

SCHEDULE A

SCHEDULE OF FIRST MEMBERS

Nr. Name Address Date Signature

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Annex 4: Pan Africa ILGA Member Organizations

NB: As shown in the ILGA data base, updated 2013

NAME	ACRONYM
Abu Nawas Algerie	
ACODES-Cameroun - Sex Workers	
ACTIVATE (University of Witwatersrand)	
ADEFHO	ADEFHO
AKHAM-Algeria	
Alliance Rights Nigeria	
Alouen	
Alternatives-Cameroun	A-C
Arc En Ciel Plus	AEC+
Arken for Minorities	
Association communautaire de defense et de protection de la vie au Congo - AC/DPV - CONGO	AC/DPV - CONGO
Association de defense des droits des lesbiennes	solidarite - engagement
Association de Lutte contre le Sida - ALCS	ALCS
Association de Lutte contre les violences faites aux Femmes	ALVF
Association Espoir Plus	AEP
Behind the Mask	BTM
Cameroonian Foundation For AIDS - CAMFAIDS	
Centre for Popular Education and Human Rights of Ghana	
Changing Attitude Nigeria	CAN
Coalition of African Lesbians	CAL
Colibri	
Collectif Arc-en-Ciel	
Damj	
Durban Lesbian & Gay Community & Health Centre	
Engender	Engender
Fem Alliance	FEMA
FEMME OF VARLOUR - FOV	FOV
Forum for the Empowerment of Women - FEW	FEW
Freedom and Roam Uganda	FARUG
Freedom Sudan	
Gay Activists Alliance International Africa Kenya	GAAI Team Africa-Kenya
Gay and Lesbian Coalition of Kenya - GALCK	GALCK
Gay Kenya Trust	GKT
Gay Umbrella	GU
Gender DynamiX - GDX	GDX
Good Hope Metropolitan Community Church	
HIV/AIDS PEOPLE ALLIANCE OF KENYA	HAPA KENYA
Horizon Community Association	HOCA
House of Rainbow	
Humanity First Cameroon	
Icebreakersuganda	Icebreakers
Inclusive & Affirming Ministries - IAM	IAM
International centre for reproductive health and sexual rights	INCRESE

International Gay and Lesbian Human Rights Commission (Africa)	IGLHRC
Iranti-Org	Iranti-Org
ISSA - Intersex South Africa	ISSA
Joburg Pride	
Kaleidoscope Youth Network	KYN
Kampus Liberty Uganda - KLUG	KLUG
Khomsa	
Lambda Association Mozambique	ALMoz
LEGABIBO Lesbians Gays and Bisexuals of Botswana	LEGABIBO
Let Good Be Told In us (LGBTI) Nyanza & Western Coalition - Nyawek Coalition	
Male Attitude Network	MAN
Minority Women in Action	
MOPREDS - Mouvement pour la Promotion du respect et egalité des droits des minorités sexuelles	MOPREDS
Mouvement pour les Libertés Individuelles - MOLI	MOLI
MUCO	
Nazra	
OUT - LGBT Well - Being	OUT
Out-Right Namibia	ORN
Persons Marginalized and Aggrieved Kenya	PEMA
Queer Alliance Nigeria	QA
Queer Talk	QT
Rainbow Candle Light	RCL
Rainbow Sunrise Mapambazuko RSM	RSM
SDA Kinship	
Sexual Minorities Uganda	
Singaboud	
Sister Namibia	
South African Youth Liberation Organization	SAYLO
Spectrum Uganda Initiatives Inc	Spugin
Stop AIDs in Liberia	SAIL
Support Initiative for People with atypical Sex Development	SIPD
Tamba Pwani	
The Inner Circle	
The Lesbian and Gay Equality Project	
Trans Support Initiative-Uganda	TSI-U
Triangle Project	
Uganda Q. Y. U.	Q Y U
UJ Liberati - University of Johannesburg	
WEZESHA	WEZESHA
Women Working with Women - 3W	3W
Youths 2gether Network	Y2N