

CONSTITUTION

1. NAME AND CONSTITUTION

- 1.1 The name of the organisation shall be the Lesbian and Gay Equality Project (The Project).
- 1.2 The Project shall have perpetual succession separate from the any individuals or organisations.
- 1.3 The financial accounting period for The Project shall be from 1 January to 31 December every year.

2. OBJECTIVES

The principal objectives of The Project shall be to:

- 2.1 promote equality before the law for all persons irrespective of their sexual orientation;
- 2.2 Reform and repeal laws that discriminate on the basis of sexual orientation;
- 2.3 Attempt to influence the legislative process in order to secure legislation that gives full recognition to the right to equality for all people irrespective of their sexual orientation;
- 2.4 Challenge by means of litigation, lobbying, advocacy, public education and political mobilisation, all forms of discrimination on the basis of sexual orientation;
- 2.5 Promote and understanding and commitment with lesbian, gay and transgender persons of human rights and sustainable social development;
- 2.6 Promote a South Africa based on sustainable socio-economic justice and sustainable development.**

3. GOVERNANCE

- 3.1 The Transitional Executive Committee of The National Coalition for Gay and Lesbian Equality shall appoint the first Board of The Project.
- 3.2 The Board of The Project shall consist of no fewer than four persons, of which respectively, one shall be chairperson, one deputy chairperson, one secretary and one treasurer. There shall be no more than 12 Board members.
 - 3.2.1 The Director of The Project shall serve ex officio on the Board, but shall have no voting rights.
- 3.3 The term of the Board of the Project shall be 24 months from the date of appointment the first duly constituted meeting.**
 - 3.3.1 Persons appointed in addition or as replacement to the members of the Board as constituted at the first meeting, will have their term expire concurrently with the Board as a whole**
 - 3.3.2 Every Board shall at the expiration of their term appoint a new Board in terms of this constitution, in perpetuity.**

4. DUTIES AND RESPONSIBILITIES OF THE BOARD

The Board shall:

- 4.1 Act at all times in pursuance of the furthering of the objectives of The Project.
- 4.2 be the ultimate policy-making body of The Project;
- 4.3 strive to achieve consensus on all policy decisions, but a simple majority will be sufficient to decide policy issues;
- 4.4 convene and cause notice to be given of meetings of The Board;
- 4.5 give at least twenty one days' notice of any ordinary meeting of The Board, provided that notice of a future meeting contained within the minutes of a previous meeting shall constitute sufficient notice;
- 4.6 Be able to call an extraordinary meeting of The Board in an emergency within a notice period shorter than twenty one days, provided that the Secretary is able to show that every reasonable effort was made to contact and notify all Board members, to the satisfaction of The Board;
- 4.7 Ensure that any notice of an ordinary Board meeting should include the minutes of the previous meeting and an agenda for the meeting being called;
- 4.8 Meet at least four times per year telephonically or physically;
- 4.9 Be able to amend this constitution, for which an extraordinary 2/3 majority will be required;
- 4.10 Appoint a new Board within a period not exceeding 12 months from their appointment;
- 4.11 If necessary, co-opt additional members to The Board, who will have a status equal to all other Board members.
- 4.12 Supervise the work of the Director of The Project;
- 4.13 Hold the staff financially accountable;
- 4.14 Shall adopt within a reasonable time from their appointment a Code of Conduct for Board members. Board members will agree to abide by the Code of Conduct.

5. LIMITATION OF LIABILITY

- 5.1 Every Board Member, agent, employee or servant of The Project shall be indemnified out of the funds of the Project against all costs, charges, expenses, losses and liabilities incurred by her or him in the conduct of The Projects' business or in the discharge of her or his duties under this Constitution, and no such person shall be liable for the acts or omissions of any other person for any loss incurred upon any ground whatever other than his or her own willful acts and defaults.

- 5.2 No official, representative or employee shall unilaterally bind the Project in any transaction, negotiation, statement, or action without the express authority of the Board.
- 5.3 No employee, volunteer, Board member or any agent of the Project shall have any proprietary right, claim or title to any assets of The Project.
- 5.4 No Board member or employee shall have any financial or other interest of obtain any benefit, direct or indirect, from any contract that The Project may conclude with any person. Exceptions to this rule may be allowed with the consent of the Board, only after full consultation and disclosure of the interest concerned to the Board.

6. FUNCTION AND POWERS OF THE PROJECT

- 6.1 The Project shall carry out all functions and exercise all powers necessary for the attainment of its objectives.
- 6.2 All functions and powers of The Project shall be vested exclusively in The Board.
- 6.3 In addition to the general powers accorded a voluntary association at law, The Project shall be competent to:
 - 6.3.1 Open and maintain a banking account at any banking institution in the name of The Project;
 - 6.3.2 Raise the necessary funds for the attainment of its objectives;
 - 6.3.3 Make such rules as are necessary for the safeguarding of the financial integrity of The Projects' financial accounts, any limitations on expenditure and investment of such funds and any other matter concerning the financial regulation of The Project accounts; and
 - 6.3.4 Sue and be sued in its own name in legal proceedings;
 - 6.3.5 Acquire, dispose of, and in any other manner whatsoever, deal in property, moveable and immovable.
 - 6.3.6 Lend and borrow money and secure the repayment of it by mortgage, hypothecation or pledge of any of the assets of The Project.
 - 6.3.7 Appoint and dismiss staff. The Board may devolve this power to the Director to the extent and in the manner that it deems fit.
 - 6.3.8 The Board shall have the power to appoint committees of any kind that it sees fit in pursuance of the objectives of The Project.
- 6.4 It is recorded that The Project is not an association for gain and that its income and property shall be applied solely towards the promotion of its objectives and no portion of them shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profits to anyone, provided that The Project shall be entitled to remunerate any officer or servant for services rendered to it.

7. MEETINGS AND PROCEDURAL MATTERS

- 7.1 The Board of The Project shall meet at least four times per year, either physically or telephonically.
- 7.2 The Board or any committee of the Board shall determine its own procedure at any meeting and shall cause minutes to be kept of all proceedings.
- 7.3 A majority of voting members of the Board shall constitute a quorum at any meeting.
- 7.4 If the Chairperson of the Board is absent at a meeting, the Deputy Chairperson will act as the Chairperson for that meeting, provided that if both the Chairperson and the Deputy Chairperson are absent, the Board members present will appoint a Chairperson for that meeting.
- 7.5 All functions of The Project shall be exercised with due regard to the democratic process and every member of the Board shall be given reasonable opportunity to participate in and contribute to the resolution of any matter before the Board. To ensure maximum consensus, the presiding officer at any meeting may record dissenting votes and the reasons therefor. The Board shall thereafter try to resolve such differences.
- 7.6 The Board shall cause the Director to circulate reports at least fourteen days in advance of a meeting of the Board.
- 7.7 The Board shall cause the Director to submit the audited financial reports no later than three months after the end of the financial year of The Project.

8. AMMENDMENT OF THE CONSTITUTION

- 8.1 This constitution may be amended by the Board, at either a physical or telephonic meeting, provided that notice was given and the motion to effect constitutional change was circulated at least twenty one days' in advance of the meeting convened to make constitutional amendments.
- 8.2 This constitution may only be amended by the agreement of at least 2/3 of all Board members provided that a special quorum requirement of 2/3 of Board members to be present will apply, when considering constitutional amendments.
- 8.3 Board members who are not present may vote on constitutional amendments by written proxy vote that the Board member who chooses to vote by proxy will cause to be delivered to the Chairperson of the Board.

9. DISSOLUTION OF THE PROJECT

- 9.1 The Project can be dissolved by a two-thirds majority of board members at a meeting called for that purpose, provided that at least two-thirds of all Board members must be present at such a meeting.
- 9.2 In the event of dissolution, the proceeds and any assets of The Project shall be transferred to non-profit organisations with similar objectives, as decided on by the Board.

10. TRANSITIONAL ARRANGEMENTS

- 10.1 The Project will assume all assets and liabilities of The National Coalition for Gay and Lesbian Equality.
- 10.2 The Project will assume all the obligations of The National Coalition for Gay and Lesbian Equality in respect of the staff of The National Coalition for Gay and Lesbian Equality.