



GAY & LESBIAN NETWORK

equality | respect | acceptance
ukulingana | inhlonipho | ukwamuketeka

NPO NO: 026-854 PBO NO: 930006636

GAY AND LESBIAN NETWORK

CONSTITUTION

(As Amended May 2016)

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CONSTITUTION OF THE GAY & LESBIAN NETWORK

1. PREAMBLE

1.1 Whereas

- 1.1.1 The gay, lesbian, bisexual, transgendered and intersexed (LGBTI) community is part of the general South African society, but continues to be discriminated against despite the advent of democracy in South Africa;
- 1.1.2 The South African National Bill of Rights recognises and guarantees the rights of all citizens, including gay, lesbian, bisexual, transgendered and intersexed (LGBTI) people; and
- 1.1.3 KwaZulu-Natal Midlands does not have a structure or organisation for the LGBTI community

1.2 Believing that:

- 1.2.1 All rights are Human Rights;
- 1.2.2 The LGBTI community is guaranteed such rights as entrenched in the Constitution of the Republic of South Africa;
- 1.2.3 It is through an organised and concerted effort that issues affecting LGBTI will receive a response;

1.3 Therefore:

- 1.3.1 Concerned and interested parties hereby resolve to establish a Network to mobilise and coordinate such efforts.

2. NAME AND IDENTITY

- 2.1 The name of the organisation shall be the Gay and Lesbian Network, (herein referred to as "the Network").
- 2.2 The Network is a non-profit organisation, representing a diversity of views and opinions, but all with the same interests.
- 2.3 The offices of the Network shall be situated in Pietermaritzburg.

3. PRINCIPLES

- 3.1 Non-discrimination against LGBTI people, their partners, families and friends.
- 3.2 Respect for Human Rights, confidentiality and informed consent with regard to disclosure of sexuality and sexual preference.
- 3.3 Non-judgmental acceptance for all.
- 3.4 Sensitivity and respect for the culture, language, race, gender, social and socio-economic status and circumstances of all people.
- 3.5 Personal and skills development through participation in Network programmes and broader community projects.

4. VISION

To be a leading LGBTI organisation in Africa promoting equality, respect for human rights and upliftment of LGBTI people.

5. MISSION

GLN ensures the upliftment and recognition of the LGBTI community through creative programmes for community members, service providers, religious, business, political and traditional leaders.

6. CORE VALUES

Our core values are Equality, Respect and Acceptance.

7. OBJECTIVES

- 7.1 To organise and mobilise the LGBTI community to become actively involved in programmes, activities and efforts to address issues affecting them;
- 7.2 To promote and support any effort which seeks to enhance respect and dignity for the LGBTI community and the Vision and Mission of this Network;
- 7.3 To lobby and advocate for an environment that is conducive to the individual and general development of members of the LGBTI community wherein respect for human rights is paramount;

- 7.4 To promote networking among other LGBTI organisations/formations at all levels of society;
- 7.5 To build and develop skills and capacity primarily within the Network to sustain and strengthen its work.
- 7.6 These objects shall be carried out in a non-profit manner, and with an altruistic or philanthropic intent.

8. FINANCIAL ACCOUNTABILITY

- 8.1 The finances of the Network shall be under the control of the Executive Committee.
- 8.2 In addition to the general powers accorded a voluntary association at law, the Network shall be competent to:
 - 8.2.1 Open and maintain a banking account at any banking institution in the name of the Network. Two Executive members must act as signatories on all financial transactions;
 - 8.2.2 Raise the necessary funds for the attainment of its objectives provided that the Network may not accept any donation which is revocable at the instance of the donor for reasons other than a material failure to conform to the designated purposes and conditions of such donation, including any misrepresentation with regard to the tax deductibility thereof in terms of section 18A of the Income Tax Act 1962 as amended ("the Act"): Provided that a donor (other than a donor which is an approved public benefit organisation or an institution, Executive Committee or body which is exempt from tax in terms of section 10(1)(cA)(i) of the Act, which has as its sole object or purpose the carrying out of any public benefit activity as defined in the Act) may not impose conditions which could enable such donor or any connected person (as defined in the Act) in relation to such donor to derive some direct or indirect benefit from the application of such donation.
 - 8.2.3 Make such rules as are necessary for the safeguarding of the financial integrity of the Network's financial accounts, any limitations on expenditure and investment of such funds and any other matter concerning the financial regulation of the Networks accounts;
 - 8.2.4 Acquire, dispose of and in other manner whatsoever, deal in property, movable and immovable.
- 8.3 The Network is not an association for gain and 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 the members, officers or employees, provided that the Network shall be entitled to remunerate any officer or servant for services to it and provided that the Network will not pay any remuneration, as defined in the Fourth Schedule of the Act, to any employee, office bearer or other person which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered, and will not economically benefit any person in a manner which is not consistent with its objects.

- 8.4 The Network shall be prohibited from using its resources directly or indirectly to support, advance or oppose any political party.
- 8.5 The date of the financial year-end is the 28th February.
- 8.6 The Executive Committee shall appoint a registered auditing company to provide an audit of its finances on an annual basis. The records and books of account shall be preserved for a period of 5 years and the Network shall comply with such reporting requirements as may be determined by the Commissioner for the South African Revenue Service from time to time under section 30(3)(e) of the Act.
- 8.7 The Network's operations shall be based in the Republic of South Africa and at least 85% of funds received in the Republic of South Africa (as well as any funds derived from such funds) shall be spent in the Republic of South Africa and 85% of time expended in relation to the funds received in the Republic of South Africa shall be expended in the Republic of South Africa, unless the Minister of Finance directs otherwise.

9. LIMITATION OF LIABILITY

- 9.1 The Network may not give any of its money or property to its members or office bearers. The only time it can do this is when it pays for work that a member or office bearer has done for the organisation. The payment must be a reasonable amount for the work that has been done.
- 9.2 The organisation shall exist in its own right, separately from its members, be able to own property and other possessions and be able to sue and be sued in its own name.
- 9.3 The Network continues to exist even when its membership changes and there are different office bearers.
- 9.4 Members or office bearers of the Network do not have rights over things that belong to the organisation.

10. CONSTITUENCY

- 10.1 Open to any person or group who identifies with the principles, mission, objectives and code of conduct of the Gay & Lesbian Network.
- 10.2 Any person or group shall be entered onto the Database of the Network on completion of a form and must comply with all requirements as stated on the membership form.
- 10.3 The constituency will be kept informed of all activities of the Network, and will be invited to all public meetings and other events held by the Network.

11. MEMBERS

- 11.1 Persons who are selected for the Executive Committee in accordance with 16.3 shall automatically become members of the Network

12. OBLIGATIONS OF MEMBERS

- 12.1 All members must:
 - 12.1.1 Respect the principles of the Network;
 - 12.1.2 Commit to the objectives of the Network;

13. TERMINATION OF MEMBERSHIP

- 13.1 Membership shall terminate if the person is no longer a member of the Executive Committee

14. THE ANNUAL GENERAL MEETING (AGM)

- 14.1 The AGM shall be held annually by the Executive Committee;
- 14.2 The AGM shall have the following responsibilities:
 - 14.2.1 To receive reports from the Executive Committee (Chairperson, Secretary, Treasurer);
 - 14.2.2 To examine audited financial statements and reports of the previous year;
 - 14.2.3 To deal with amendments to the Constitution;
 - 14.2.4 To consider the membership of the Executive Committee, and to select new members, if necessary.

- 14.3 Notice of such meetings shall be 10 calendar days and shall be given by email, SMS or by any other means elected by a particular member. A notice dispatched to the last address of a member as made known to the secretary of the Network shall be valid.

15. VOTING

- 15.1 Members shall be eligible to vote at the AGM

16. THE EXECUTIVE COMMITTEE OF THE NETWORK- COMPOSITION

- 16.1 The Network Executive Committee shall consist of no fewer than 5 (FIVE) members and no more than 15 (FIFTEEN) members at any given time provided that at least 3 (THREE) of the Executive Committee shall be persons who are not connected persons (as defined in the Act) in relation to each other and that no single person shall directly or indirectly control the decision-making powers of the Network, including:

- 16.1.1 Chairperson
- 16.1.2 Treasurer
- 16.1.3 Secretary
- 16.1.4 Director
- 16.1.5 Additional members

- 16.2 The Executive Committee shall establish such Sub committees as it feels are necessary, which may include committees dealing with HR, Finance, and specific programmes or projects of the Network.

- 16.3 The members are encouraged to seek representativity when electing the Executive Committee i.e. race, gender and sexual orientation, and representatives from the community.

17. THE EXECUTIVE COMMITTEE OF THE NETWORK -TERMS OF OFFICE

- 17.1 The term of office for members is three years with the option to be re-elected for a second three year term. Members may be elected again but not in an elected position, but may serve on the sub-committee to provide expertise support.
- 17.2 All members of the Executive Committee shall continue in office until such time as they complete their term of office in terms of 16.1, resign or are removed from office and membership in accordance with 16.4.

- 17.3 The Chairperson and other functionaries shall serve until they complete their term of office in terms of 16.1, resign or are removed from office by resolution of the Executive Committee.
- 17.4 The following provisions shall apply with respect to the appointment of Executive members, an Executive Committee member ceasing to hold office and to the Executive members generally:
- 17.4.1 where the number of Executive Committee members falls below 5 as a consequence of any Executive member ceasing to hold office, the remaining Executive Committee members shall be empowered to appoint successors to Executive Committee members who cease to hold office;
- 17.4.2 a Executive Committee member shall be entitled to resign as such by delivering written notice to that effect to his/her co-Executive Committee members;
- 17.4.3 the Executive members may assume or co-opt further persons to act as Executive Committee members with them.
- 17.4.4 Executive Committee members shall be chosen from the public, shall be persons of good standing in the community, and shall be persons whose interests and/or expertise will be beneficial to the Network. Executive Committee members shall be elected by democratic vote of the remaining Executive Committee members.
- 17.5 An Executive Committee member shall vacate his/her office as such if:
- 17.5.1 he/she completes their term of office in terms of 16.1, resigns;
or
- 17.5.2 is found to be of unsound mind or a lunatic; or
- 17.5.3 he/she becomes insolvent or (being a corporate body) is wound up or placed under judicial management whether provisional or final, voluntarily or under compulsion, or assigns his/her estate for the benefit of or compounds with his/her creditors; or
- 17.5.4 he/she becomes disqualified to act as a director of a company in terms of the laws applicable to companies of the Republic of South Africa; or
- 17.5.5 he/she fails to attend three consecutive meetings of the Executive Committee without having been excused from attendance by the remaining Executive Committee members;
or

- 17.5.6 he/she is voted out of office by resolution of two-thirds of the remaining Executive Committee members.

18. MEETINGS OF THE EXECUTIVE COMMITTEE

- 18.1 Subject to the Executive Committee members giving effect to the objects of the Network in administering the Network and its affairs generally, they shall adopt such procedures and take administrative steps as they shall from time to time deem necessary and advisable. They shall meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Provided that meetings shall be held at least quarterly;
- 18.2 Notice of meetings shall be 7 calendar days and shall be given by email, SMS or by any other means elected by a particular member. A notice dispatched to the last address of a member as made known to the secretary of the Network shall be valid;
- 18.3 A quorum of no less than 50% of the Executive Committee membership shall be needed for meetings of the Executive Committee.
- 18.4 A written resolution, signed by sufficient of the Executive Committee members to constitute a quorum, shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee duly called and constituted. These resolutions shall be recorded and ratified at a subsequent meeting of the Executive Committee at which there is a quorum.
- 18.5 Meetings may be held by Executive Committee members simultaneously in more than one place, provided that the persons involved are linked by telephone, video, teleconference or other facilities such as enable them to communicate and participate in the business of the meeting, as if actually present together at the same time and place.
- 18.6 The Executive Committee members shall be entitled to nominate one or more of them, or delegate their authority, to any person or persons selected by them, both for the purpose of management of the Network and the signing and execution of all documents of any nature relating to the carrying out of the purposes of the Network, including documents in connection with the investment and realisation of the Network assets.

19. CONFLICT OF INTEREST

- 19.1 Executive Committee members may enter into contract agreements with the Network on condition that the terms and conditions of the contract are documented and presented to a full

Executive Committee for review and approval in the absence of the parties involved in the contract.

- 19.2 In review of such contracts the Executive Committee will ensure the terms and conditions in no way prejudices the Network.

20. RESPONSIBILITIES OF EXECUTIVE COMMITTEE MEMBERS

- 20.1 To convene and attend all meetings of the Executive Committee, regular and extraordinary;
- 20.2 To participate, where possible, in activities of the Network;
- 20.3 To represent the Network at relevant forums and public events;
- 20.4 To maintain regular communication and good working relationship with all database participants and partner-organisations, including donors/sponsors;
- 20.5 To provide support and guidance to the Director;
- 20.6 To carry out any incidental functions necessary for the achievement of the mission and objective of the Network;
- 20.7 To oversee the overall management of the Network;
- 20.8 To develop policy;
- 20.9 To establish and facilitate sub-committees or similar structures as they deem necessary/fit;
- 20.10 To co-opt members to the Executive Committee as they deem necessary/fit to serve on the abovementioned sub-committees (to ensure adequate expertise);
- 20.11 To solicit and oversee correct management of the Networks funds

21. RESPONSIBILITIES OF CHAIRPERSON

- 21.1 Preside over all gatherings and meetings,
- 21.2 Represent the Network or unless otherwise delegated;
- 21.3 Ensure the implementation of the Strategic Plan, fundraising and other policies and procedures;
- 21.4 Guide discussions and ensure agendas are followed;
- 21.5 Hold other Executive Committee and Sub-Committee members accountable;
- 21.6 Ensure that agreed decision making rules are followed.

22. RESPONSIBILITIES OF FINANCE SUB-COMMITTEE

- 22.1 Serve as a custodian of the organisation's finances;
- 22.2 Oversee all financial documents and all records relating to monies received, spent and invested;
- 22.3 Ensure proper auditing of all records, documents and assets;
- 22.4 Oversee financial systems of the Network;
- 22.5 Account to Executive Committee and AGM on the finances of the Network;
- 22.6 Monitor compliance with legal requirements with regard to finances;
- 22.7 Ensure that the organisation is accountable and transparent in all of its financial dealings.

23. AMENDMENTS TO THE CONSTITUTION

- 23.1 The Constitution may only be amended by the agreement of at least 2/3 (two thirds) of the members present at a properly constituted meeting convened for the purpose of the constitutional amendment.
- 23.2 A copy of any such amendment, revocation or new provision:
 - 23.2.1 shall, if the Network is exempted from payment of normal tax or authorised to issue receipts under section 18A of the Act, be sent for their records to the Commissioner for the South African Revenue Services or his authorised representative;
 - 23.2.2 shall, if the Network is registered as a non-profit organisation, be sent to the Directorate of Non-Profit Organisations.

24. DISSOLUTION


- 24.1 The decision to dissolve the Network shall be taken at a special meeting of the Network. Members shall receive written notice of such a meeting at least twenty-one (21) calendar days before the meeting;
- 24.2 In the event of dissolution, the proceeds and any assets of the Network shall be transferred to a non-profit organisation with similar objectives as decided on by the Executive Committee which, if the Network is exempt from income tax, donations tax and estate duty, under the relevant laws of the country is/are:

- 24.2.1 any similar public benefit organisation, which has been approved in terms of section 30 of the Act;
- 24.2.2 any institution, Executive Committee or body which is exempt from income tax in terms of section 10(1)(cA)(i) of the Act, which has its sole or principal object the carrying on of any public benefit activity; or
- 24.2.3 any department of state or administration in the national or provincial or local sphere of government of the Republic, contemplated in section 10(1) (a) or (b) of the Act; and
- 24.2.4 if the Network is registered as a Non-Profit Organisation, which are themselves registered as Non-Profit Organisations.
- 24.3 Such transfer shall only be concluded after consultation with the major donors of the Network and only with the approval of such donors where funds have still not been applied to the purpose to which they were donated.

The amended Constitution of the Gay & Lesbian Network was adopted at the Executive Committee Meeting convened for the purposes of a constitutional amendment in terms of clause 23.1 and held on the 30 May 2016, Pietermaritzburg.

Signed on this day Monday, 30 May 2016 at Pietermaritzburg

Sign by:



Nkululeko Conco
Executive Committee Chairperson