



CONSTITUTION

of

PAN AFRICA ILGA

PREAMBLE

RECOGNISING the fundamental rights and pride that lesbian, gay, bisexual, trans, intersex, non-binary and women have in their gender identity and expression, sexual orientation and sex characteristics;

CONSCIOUS that social and legal discrimination and stigmatisation on the basis of sexual orientation, gender identity and expression, and sex characteristics, is pervasive and that effective work against oppression calls for a Pan-African solidarity;

ACKNOWLEDGING the diversity of political contexts within its members and within the various regions across the African continent;

SEEKING in Pan Africa ILGA an African organisation within which lesbian, gay, bisexual, trans, intersex, non-binary and women of different political and personal choices (for example separatism, feminism, orientation and identity) can work together;

CONCERNED with the vulnerability of youth in a continent that continues to experience so many forms of discrimination and violations, the need for their protection from abuse and the goal of ensuring that young people experience both freedom and support as they express and conform their sexualities, identities and sex characteristics;

MINDFUL of the impact of discrimination on the basis of sex characteristics, sexual orientation, gender identity, race, age, disability, economic status, national origin, religion, faith and ethnicity on lesbian, gay, bisexual, trans, intersex, non-binary and women, and the way in which such discrimination can lead to violence and a violation of human rights;

AND BUILDING on the work of previous generations who have struggled for equality and liberation;

NOW THEREFORE we approve this document as the Constitution of the African Region of the International Lesbian, Gay, Bisexual, Trans and Intersex Association (Pan Africa ILGA).

1. FOUNDATIONAL PRINCIPLES

1.1 Establishment

- 1.1.1 It is hereby created a regional non-profit organisation called “The African Region of the International Lesbian, Gay, Bisexual, Trans and Intersex Association”, hereafter referred to as “**Pan Africa ILGA**” or “**PAI**”.
- 1.1.2 Pan Africa ILGA is the official regional organisation that represents Africa as contemplated in the Constitution of the International Lesbian, Gay, Bisexual, Trans and Intersex Association (“**ILGA World**”).
- 1.1.3 Pan Africa ILGA represents people of diverse sexual orientations, gender identities, gender expressions and sex characteristics.
- 1.1.4 Pan Africa ILGA’s working languages are English, French, Portuguese, and Arabic. However, Pan Africa ILGA is inclusive of all people and will strive to provide communication in other languages where possible.
- 1.1.5 The logo of Pan Africa ILGA is as depicted in “**Annexure 1**”.
- 1.1.6 The names “The African Region of the International Lesbian, Gay, Bisexual, Trans and Intersex Association” and “Pan Africa ILGA”, as well as the logo of PAI, can only be used with the authorisation of the Executive Board or the Regional Conference.

1.2 Aims and Objectives

- 1.2.1 The aims and objectives of Pan Africa ILGA are to:
 - 1.2.1.1 Promote universal respect, observance and protection of human rights and fundamental freedoms, including the elimination of all forms of discrimination and violations against people based on their sexual orientation, gender identity and expression and sex characteristics.

- 1.2.1.2 Work for the equality of lesbian, gay, bisexual, trans, intersex, non-binary and women for liberation from all forms of discrimination and violence.
- 1.2.1.3 Actively support and promote community building and networking amongst groups working on sexual orientation, gender identity and expression and sex characteristics on the African continent.
- 1.2.1.4 Promote the understanding of Pan Africa ILGA amongst its members and encourage communication and sharing of information.
- 1.2.1.5 Further promote the specific provisions of the international human rights conventions and covenants listed in **“Annexure 2”**.
- 1.2.2 To work towards the realisation of these aims and objectives, PAI shall:
 - 1.2.2.1 Represent members at the institutions set up under the auspices of the African Union, as well as other bodies and organisations that are active on the African continent.
 - 1.2.2.2 Implement African programmes of action, whenever possible, in collaboration with other organisations. In furtherance of this purpose, PAI is encouraged to pursue various avenues which include, but are not limited to, the organisation of courses, seminars, conferences and any other informational and promotional means.
 - 1.2.2.3 Develop projects and undertake studies and research in various fields related to sexual orientation, gender identity, expression and sex characteristics.
 - 1.2.2.4 Develop necessary networks for the exchange of information and actions for members on issues affecting lesbian, gay, bisexual, trans, intersex, non-binary and women in Africa.

- 1.2.2.5 Prioritise advocacy around issues of HIV/AIDS and health promotion, violence and discrimination based on sexual orientation, gender identity and expression, sex characteristics, socio-economic wellness and the promotion of human rights.
- 1.2.2.6 Participate in activities and projects at the global level, including by supporting the aims and objectives espoused in the Constitution of ILGA World.
- 1.2.2.7 Offer facilities and related infrastructure in support of any of the abovementioned activities and actions, where feasible.

1.3 **Head Office**

The non-profit organisation is incorporated for an unspecified time and is governed by the laws of the Republic of South Africa, with its registered head office situated in South Africa, at such a place as may be decided upon by the Secretariat from time to time.

1.4 **Legal Status**

- 1.4.1 Pan Africa ILGA is a non-profit organisation with a legal identity separate from its members.
- 1.4.2 Pan Africa ILGA is capable of being sued in its own name and performing all such acts as necessary to exercise its powers and carry out its duties. It shall be represented in any legal proceedings by any person or persons duly appointed by the Executive Board.
- 1.4.3 Pan Africa ILGA shall continue to exist even if the members change.
- 1.4.4 Pan Africa ILGA may own, purchase, lease, hire, pledge or in any other way acquire, alienate or deal with movable and immovable property and may perform all legal activities authorised by this Constitution and legal activities generally associated with a non-profit organisation.

- 1.4.5 Pan Africa ILGA shall only be legally bound to exercise its competencies in this Constitution by a person authorised in advance, in writing, by the Executive Board.
- 1.4.6 All monies and goods received and collected in the name of Pan Africa ILGA vest in PAI itself.
- 1.4.7 Income and assets of Pan Africa ILGA are not distributable to members or office bearers, except as reasonable compensation for services rendered.

2. MEMBERSHIP

2.1 Requirements

2.1.1 Organisations that are members of ILGA World and based in Africa are deemed members of Pan Africa ILGA.

2.1.2 Members shall always have the same membership status in a region as in ILGA World itself.

2.2 Categories

2.2.1 Membership is based on the same categories as those in the Constitution of ILGA World:

2.2.1.1 **Full members** are –

2.2.1.1.1 non-profit organisations representing lesbian, gay, bisexual, trans or intersex people, their culture or rendering exclusive services to or support for them;

2.2.1.1.2 branches of the abovementioned organisations; or

2.2.1.1.3 non-profit groups representing lesbian, gay, bisexual, trans or intersex people within other organisations.

2.2.1.2 **Associate members** are any other organisations of public law (such as cities, regions, political parties, trade unions, etc.) or of private law.

2.3 Procedure

2.3.1 The procedures set out in the Constitution of ILGA World shall apply *mutatis mutandis* to the application, admission, suspension and expulsion procedure for any category of membership.

2.3.2 Where the Executive Board of ILGA World has delegated the acceptance of new members in a region to a regional structure in terms of the provisions of the Constitution of ILGA World, the application shall, on condition that it conforms with the aims and objectives of this Constitution, be accepted by the Executive

Board, subject to ratification at the Regional Conference and ILGA World Conference.

2.4 **Fee**

If a member does not pay the annual membership fee to ILGA World within 3 months after being given notice by ILGA World that the fee is due (as per C4.6), the member will not be able to exercise the rights of a member set out in this Constitution until such time as any outstanding membership fees have been paid.

2.5 **Register**

The Secretariat must keep a register of the names and contact details of all the members of Pan Africa ILGA.

3. **AFRICAN REGIONAL CONFERENCE**

3.1 **Authority**

3.1.1 The highest decision-making body of Pan Africa ILGA is the African Regional Conference ("**Regional Conference**"). It shall determine the policies of PAI within the framework set out in this Constitution.

3.1.2 A duly convened Regional Conference is competent to carry out all the aims and objectives of Pan Africa ILGA as set out in this Constitution.

3.2 **Occurrence**

The Regional Conference shall be convened once every three years at a time and place determined by the Executive Board and the Secretariat. The Executive Board and the Secretariat shall take steps to ensure that a Regional Conference is convened, including by selecting a suitable host organisation, time and place for the hosting of such Regional Conference. The Executive Board and the Secretariat shall, before determining the host organisation, time and place, undertake due diligence as to the safety and security of delegates in the proposed host country.

3.3 **Procedure**

3.3.1 The procedures governing the Regional Conference, including the voting and election procedure, shall be guided and informed by this Constitution and the PAI Standing Orders.

3.3.2 In accordance with the provisions of the PAI Standing Orders:

3.3.2.1 Full members may -

3.3.2.1.1 Submit proposals to be dealt with at the Regional Conference.

3.3.2.1.2 Nominate candidates for the Executive Board.

3.3.2.1.3 Submit amendments to proposals.

3.3.2.2 The Executive Board shall –

3.3.2.2.1 Send to all members a preliminary agenda, including proposals and audited accounts for the previous financial year or years.

3.3.2.2.2 Invite full members to submit comments on proposals or amendments to proposals.

3.3.2.2.3 Send the final agenda, report from the Executive Board, provisional budget, and a list of candidates for election to the Executive Board to all members.

3.4 **Composition**

3.4.1 The Regional Conference shall be composed of:

3.4.1.1 delegations from full member organisations; and

3.4.1.2 members of the Executive Board.

3.4.2 Other representatives of full member organisations and associate member organisations may attend the Regional Conference. With the approval of the Executive Board, the Secretariat may invite other participants to participate as non-voting delegates.

3.5 **Quorum**

Decisions at a Regional Conference shall only be taken if at least 50% of the full members, which must represent at least 50% of the countries listed in “**Annexure 3**”, are represented by delegates (or otherwise represented by proxy in accordance with the provisions of the PAI Standing Orders).

3.6 **Chairing pool**

The Chairing Pool facilitates the Regional Conference. The Chairing Pool's functions are set out in the PAI Standing Orders.

3.7 **Voting**

- 3.7.1 Only delegates from full member organisations may vote at the Regional Conference, with each member organisation carrying a maximum of two votes under the provisions in the PAI Standing Orders.
- 3.7.2 Decisions of the Regional Conference are taken only by the conference plenary, where proposals and amendments can be put forward by:
- 3.7.2.1 full members submitted and circulated in accordance with article 3.3.2;
 - 3.7.2.2 the Executive Board; and
 - 3.7.2.3 the Regional Conference in accordance with the procedures in the PAI Standing Orders.
- 3.7.3 Proposals arising at a Regional Conference, including an extraordinary sitting of the Regional Conference, shall be decided by a majority of votes, except proposed amendments to this Constitution, as stated in Article 6.1.
- 3.7.4 Voting shall take place in accordance with the procedures in the PAI Standing Orders.
- 3.7.5 Decisions of the Regional Conference shall be recorded in a registry that is overseen and administered by the Secretariat.
- 3.8 **Extraordinary sitting**
- 3.8.1 An extraordinary regional conference shall be convened by the Executive Board if:
- 3.8.1.1 An ordinary sitting of the Regional Conference decides that an extraordinary conference should be held;
 - 3.8.1.2 50% of the full members, which must represent at least 50% of the countries listed in “**Annexure 3**”, request such a conference to discuss and make decisions on particular issues; or

- 3.8.1.3 The Executive Board considers that it is in the interest of Pan Africa ILGA for such a conference to be held to discuss and make decisions on specific topics.
- 3.8.2 The Executive Board shall determine whether the extraordinary sitting of the regional conference be held virtually or physically.
- 3.8.3 The notice for such an extraordinary sitting of the regional conference shall specify the issues to be discussed, and the agenda shall be confined to these issues.
- 3.8.4 Decisions at extraordinary conferences shall only be taken if at least 50% of the full members, which must represent at least 50% of the countries listed in “**Annexure 3**”, are represented by delegates (or otherwise represented by proxy in accordance with the provisions of the PAI Standing Orders).

4. EXECUTIVE BOARD

4.1 Authority

4.1.1 The Executive Board of Pan Africa ILGA (the “**Executive Board**”) shall act and make decisions on behalf of PAI between Regional Conferences within the framework of this Constitution and the policies laid down by the Regional Conference.

4.1.2 A duly convened Regional Conference may ratify, revoke or amend any decision by the Executive Board. No such resolution of the Regional Conference shall retrospectively invalidate any prior action taken by the Executive Board in accordance with the provisions of this Constitution.

4.2 Composition

4.2.1 The Executive Board shall be comprised of 9 individuals from full-member organisations, subject to the following minimum selection criteria:

4.2.1.1 at least 4 (four) of the individuals shall be female;

4.2.1.2 at least 4 (four) of the individuals shall not be female;

4.2.1.3 the Executive Board must be geographically representative of the Southern, Eastern, Western, Northern and Central regions of Africa, as set out in “**Annexure 3**”.

4.2.2 Individuals nominated to the Executive Board must, as a minimum requirement, have qualifications and experience in at least one of the following areas: governance, finance, fundraising, legal, human resource management, advocacy, communications, movement building or any other area determined by the Regional Conference from time to time.

4.2.3 The Executive Director is responsible for the administration of the Secretariat and shall serve as an *ex officio* member of the Executive Board. The Executive Director is not entitled to vote.

4.3 Offices of the Board

4.3.1 At a minimum, the Executive Board shall be comprised of the following offices:

4.3.1.1 Two (2) Co-Chairs;

4.3.1.2 Two (2) Vice Co-Chairs;

4.3.1.3 Treasurer;

4.3.1.4 Board Secretary (*Ex-officio*, Executive Director); and

4.3.1.5 Four (4) board members.

4.3.2 The Executive Committee of the Executive Board shall consist of the Co-Chairs, Vice Co-Chairs, Treasurer and the Board Secretary.

4.4 **Secretariat**

4.4.1 The Secretariat of Pan Africa ILGA is hereby established ("**Secretariat**").

4.4.2 The Secretariat is composed of:

4.4.2.1 the Executive Director; and

4.4.2.2 any other staff member appointed to assist the Secretariat in discharging its functions.

4.4.3 The Secretariat must:

4.4.3.1 assist in the day-to-day administration of PAI, including the Regional Conference or any extraordinary sitting thereof;

4.4.3.2 support the Executive Board in the discharge of its functions and duties;

4.4.3.3 promote the aims and objectives of PAI; and

4.4.3.4 perform any other functions as the Regional Conference and the Executive Board may assign to it.

4.5 **Election**

- 4.5.1 An individual seeking a position on the Executive Board must be nominated by a full member for the specific office they wish to pursue. For the avoidance of doubt, a full member is only able to exercise the rights established in terms of this Constitution if all outstanding membership fees have been paid to ILGA World.
- 4.5.2 In addition to the requirements outlined in Article 4.2, individuals running for the office of Co-Chair, Vice Co-Chair or Treasurer must have received at least one (1) nomination from four out of the five PAI regions set out in “**Annexure 3**”.
- 4.5.3 An individual intending to run for either the Co-Chair or Vice Co-Chair position on the Executive Board:
- 4.5.3.1 ought to have attended at least two (2) PAI Regional Conferences prior to their nomination; and
- 4.5.3.2 their organisation should have been a member of PAI for at least 5 years prior to their nomination.
- 4.5.4 The election procedure for individuals to serve on the Executive Board is governed by the provisions of the PAI Standing Orders.
- 4.5.5 The Executive Board shall have its first meeting shortly after the Regional Conference, but not later than 30 days after the conclusion of the Regional Conference.

4.6 **Terms of office**

- 4.6.1 The term of office of the Executive Board shall serve from the end of the Regional Conference at which it was elected until the end of the next ordinary sitting of the Regional Conference.
- 4.6.2 Members of the Executive Board shall serve a maximum of two terms of office, commencing at the Regional Conference at which they were first elected.
- 4.6.3 Each member of the Executive Board is eligible for re-election, provided that individuals may serve on the Executive Board for no more than 2 (two) terms of office.

- 4.6.4 When a person is elected to fill a vacancy on the Executive Board in terms of Article 4.7, the period between that election and the next Regional Conference is not regarded as a term of office.

4.7 **Vacancies**

The provisions of this Article 4.7 shall be read and applied together with the Pan Africa ILGA Board Governance Manual/Charter.

- 4.7.1 A position on the Executive Board becomes vacant if the relevant individual:

- 4.7.1.1 submits a written resignation to the Executive Board;
- 4.7.1.2 is absent from two or more consecutive meetings of the Executive Board without the prior approval of the Executive Board;
- 4.7.1.3 becomes unfit and/or incapable of acting as such;
- 4.7.1.4 would be disqualified, in terms of the company laws or equivalent legislation in force from time to time in South Africa, from acting as a director of a company;
- 4.7.1.5 is removed from the Executive Board by a simple majority of its members; or
- 4.7.1.6 ceases to be a member of the full member organisation for any reason.

- 4.7.2 In the event of a vacancy, which vacancy affects the composition of the Executive Board as envisioned in Article 4.2.1, the Executive Board must inform the membership as to this vacancy. The Executive Board shall proceed to invite member organisations to submit nominations for the vacancy to be filled from within the affected region. The membership shall elect a replacement in accordance with the provisions of the PAI Standing Orders. If the affected region cannot fill a vacancy 60 days after the position becomes vacant, the Executive Board may appoint an interim member until the Regional Conference.

4.7.3 Should the vacancy fall six (6) months before the Regional Conference, then Article 4.7.2 shall not be invoked.

4.8 **Functions**

4.8.1 The Executive Board has the following functions:

4.8.1.1 promoting the aims and objectives of Pan Africa ILGA that are enshrined in this Constitution;

4.8.1.2 ensuring that PAI policies are implemented;

4.8.1.3 attending to the organisation of Regional Conferences and extraordinary sittings of the regional conference (where necessary);

4.8.1.4 representing PAI at international engagements (where necessary);

4.8.1.5 setting up of committees and lobbies, where needed;

4.8.1.6 to undertake fundraising for the organisation;

4.8.1.7 submission of a report of its activities to the Regional Conference and a report of its regional activities to the ILGA World Board;

4.8.1.8 submission of a financial report, with the assistance of the Treasurer, to the Regional Conference, including the audited accounts and the budget;

4.8.1.9 assigning specific areas of responsibilities to its members;

4.8.1.10 acting on behalf of Pan Africa ILGA, where necessary and where permitted in terms of this Constitution; and

4.8.1.11 otherwise undertaking any other function which accords with the aims and objectives of Pan Africa ILGA as set out in this Constitution.

4.9 **Procedure**

- 4.9.1 The Executive Board shall determine its procedures and timetables to discharge its functions in terms of this Constitution, provided that:
- 4.9.1.1 The quorum for all meetings of the Executive Board shall be a simple majority;
- 4.9.1.2 At meetings of the Executive Board, each member shall have one vote, and no single member shall directly or indirectly control the decision-making powers relating to the Executive Board;
- 4.9.1.3 The meetings of the Executive Board shall be open to one non-voting representative from any full-member organisation;
- 4.9.1.4 Decisions of the Executive Board shall be made by consensus wherever reasonably possible and, failing consensus, by a simple majority vote and recorded in a registry. In the event of an equality of votes, the proposed motion shall be put to a second round of voting. In the event that the equality of votes persists after the second round of voting, the Co-Chairs shall cast a deciding vote. If the Co-Chairs are unable to cast a deciding vote, the resolution in question is defeated;
- 4.9.1.5 Proper minutes shall be kept of the proceedings of the Executive Board, including a record of persons present at each meeting. The minutes shall be confirmed as an accurate record of proceedings at the next meeting of the Executive Board and shall thereafter be signed by the member/s who preside over the meeting;
- 4.9.1.6 A resolution signed by all members of the Executive Board without convening a meeting shall be valid as if passed at a duly convened meeting of the Executive Board; and
- 4.9.1.7 The Executive Board may delegate any of its powers to any of its members, any employee or agent of Pan Africa ILGA or a special purpose committee. The member, committee,

employee, or agent to whom such delegation is made shall conform to any procedures that the Executive Board may stipulate from time to time.

4.10 **Confidentiality**

4.10.1 All full members are entitled to information about Pan Africa ILGA, including the Executive Board's minutes and decisions, upon request.

4.10.2 Notwithstanding Article 4.9.1.3 and Article 4.10.1, all matters about litigation, security measures, contractual negotiations, employment matters, and any other matters (unless deemed non-confidential by the Executive Board) must be treated as confidential and may only be disclosed if duly approved by the Executive Board.

4.11 **Conflict of Interest**

Conflicts of interest will be determined according to the procedures set out in the Pan Africa ILGA Conflict of Interest Policy.

5. FINANCE

5.1 Financial Year End

Pan Africa ILGA's financial year shall commence on 1 January.

5.2 Funding arrangements

5.2.1 Pan Africa ILGA may receive funding from the following sources:

5.2.1.1 Grants;

5.2.1.2 Donations;

5.2.1.3 Sponsorships; or

5.2.1.4 Any other legally acceptable source.

5.3 Bank Account

5.3.1 The Executive Board must open a bank account with a registered South African Bank in the organisation's name.

~~5.3.2~~ The Executive Board shall mandate the operation of Pan Africa ILGA's bank account(s) to the Executive Director in accordance with the Financial Policy of Pan Africa ILGA.

5.4 Signatures

All cheques, promissory notes or other documents requiring signature on behalf of Pan Africa ILGA shall be signed by the Executive Director and any other personnel as prescribed in the financial policy.

5.5 Financial records

5.5.1 The Executive Board is responsible for ensuring that the Secretariat keeps accurate financial records and accounts.

5.5.2 The Executive Board, together with the Treasurer, shall:

5.5.2.1 determine and implement detailed financial regulations for the proper control of the financial resources of the organisation and the keeping of accurate financial records,

which shall include documentation for the audit of Pan Africa ILGA's accounts; and

5.5.2.2 ensure that Pan Africa ILGA prepares an annual financial report detailing PAI's activities and an annual financial statement for each financial year, which conforms with generally accepted accounting principles, including a statement of income and expenditure and a balance sheet of assets and liabilities.

5.5.3 The Regional Conference shall appoint a suitably qualified auditor who shall be independent of the Executive Board. The auditor shall be registered to practice in South Africa, unless there is a volunteer from another jurisdiction.

5.5.4 Audited accounts and balance sheets for the previous three (3) financial years shall be presented to the Regional Conference for approval and adoption, accompanied by the financial report, which outlines the economic status of Pan Africa ILGA for the current financial year.

5.5.5 A copy of the annual financial statements and financial report shall be made available to full members as soon as possible after the close of the financial year.

5.6 **Financial Planning and Budget Approval**

5.6.1 The Executive Director shall prepare and present a quarterly budget for Pan Africa ILGA.

5.6.2 Each quarterly budget shall be submitted to the Executive Board for review, discussion and approval.

5.6.3 All financial planning shall comply with the financial policies of Pan Africa ILGA, applicable law and the regulations of its donors, and shall be subject to the oversight of the Executive Board so as to ensure accountability, transparency and prudent financial management.

6. AMENDMENTS TO THE CONSTITUTION AND DISSOLUTION

6.1 Constitutional amendments

- 6.1.1 This Constitution may be amended by a resolution adopted at a Regional Conference with the supporting vote of 75% of the full members present at such meeting, and which must represent at least 75% of the countries listed in “**Annexure 3**”, provided that the proposal has been submitted and circulated to the full members in accordance with the PAI Standing Orders.
- 6.1.2 Any amendments to this Constitution shall be duly published and effected in accordance with the laws of the Republic of South Africa.

6.2 Dissolution

- 6.2.1 Pan Africa ILGA may be dissolved by a resolution adopted at a Regional Conference with a supporting vote of 75% of the full members present at such meeting, and which must represent at least 75% of the countries listed in “**Annexure 3**”, provided that the proposal has been submitted and circulated to the full members.
- 6.2.2 Upon the dissolution or winding up of Pan Africa ILGA:
- 6.2.2.1 no past or present member is entitled to any part of the net value of the company after its obligations and liabilities have been satisfied; and
- 6.2.2.2 the assets of PAI remaining after the satisfaction of all liabilities must be transferred to a non-profit organisation that has similar aims and objectives to those set out in this Constitution.

7. GENERAL

7.1 Indemnity

7.1.1 Subject to the provisions of any relevant statute, members of the Executive Board and other office bearers shall be indemnified by Pan Africa ILGA for all acts done by them in good faith on its behalf. It shall be the duty of PAI to pay all costs and expenses which any such person incurs or becomes liable for as a result of any contract entered into, or act done by him/her/them, in his/her/their said capacity, in the discharge, in good faith, of his/her/their duties on behalf of Pan Africa ILGA.

7.1.2 Subject to the provisions of any relevant statute, no member of the Executive Board and other office bearer of Pan Africa ILGA 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 Pan Africa ILGA, which occurs in the execution of the duties of his/her/their office, unless it arises as a result of his/her/their dishonesty, or failure to exercise the degree of care, diligence and skill required by law.

7.2 Notices

7.2.1 Notice of all meetings and conferences provided for in this Constitution shall be addressed to all members entitled thereto, either by email, or registered post, and shall be addressed to the last address furnished by the full member. The inadvertent omission to address a notice to any member/s shall not invalidate the proceedings of the meeting and/or conference.

7.2.2 Members shall be deemed to have received the notice referred to in article 7.2.1 five (5) days after the sending of the relevant notice.

7.3 Disputes

7.3.1 In the event of a serious disagreement between the members of the Executive Board and/or full members of Pan Africa ILGA regarding the interpretation of this Constitution, then any

member of the Executive Board or any full member of Pan Africa ILGA shall be entitled to declare a dispute. Such declaration shall be in writing, state the issue in dispute, and be addressed to the Executive Board.

- 7.3.2 The Executive Board shall consider such declaration within two weeks of receiving it. Should the Executive Board not be able to resolve the dispute to the satisfaction of the member(s) declaring it, the dispute shall be referred either to a mediator or arbitrator.
- 7.3.3 Should the dispute be referred to a mediator, the member(s) declaring the dispute and the Executive Board must agree on a suitable mediator and to the costs of such mediation. A mediator may recommend an appropriate resolution of the dispute.
- 7.3.4 In the absence of an agreement regarding a mediator, or should mediation not resolve the dispute, the dispute shall be referred to arbitration. The arbitrator shall be such suitably qualified person/s as the member(s) declaring the dispute and the Executive Board may mutually agree. Alternatively, each of the parties shall be entitled to nominate one arbitrator, who shall act jointly with a third person to be nominated jointly by the respective nominees of the parties; on the basis that a majority decision of the appointed arbitrators shall be final and binding.
- 7.3.5 The arbitration shall be held on an informal basis, and the arbitrator shall have the power to determine the procedure to be adopted subject to principles of natural justice.
- 7.3.6 The arbitrator may base his/her/their determination not only upon the applicable law but also upon the principles of equity and fairness.
- 7.3.7 The member(s) declaring the dispute and the Executive Board, beforehand, may agree to share the costs of the arbitration. In the absence of such agreement the arbitrator shall decide which parties shall be liable for the costs.

7.3.8

The decision of the arbitrator shall be final and binding upon all parties and capable of being made an Order of Court on application by any of them.

Annexure 1

Logo - Pan Africa ILGA



List of International Human Rights Conventions and Covenants

1. The International Covenant on Civil and Political Rights
2. The International Covenant on Economic, Social and Cultural Rights
3. The International Convention on the Elimination of all Forms of Racial Discrimination
4. The Convention on the Elimination of all Forms of Discrimination against Women
5. The Convention on the Rights of the Child
6. The Convention on the Rights of Persons with Disabilities
7. The United Nations Declaration on the Rights of Indigenous Peoples
8. The International Convention against Torture and Other Cruel, Inhuman or Degrading Treatment
9. The International Convention on the Protection of the rights of All Migrant Workers and Members of their Families
10. The International Convention on Enforced Disappearance

Pan Africa ILGA - Constituent Regions and Countries

Region	Constituent Country
Eastern Africa	Burundi, Comoros, Djibouti, Eritrea, Ethiopia, Kenya, Madagascar, Mauritius, Reunion, Rwanda, Seychelles, Somalia, South Sudan, Sudan, Tanzania and Uganda.
Central / Middle Africa	Cameroon, Equatorial Guinea, Gabon, Congo, Chad, Central African Republic, Democratic Republic of Congo and Sao Tome and Principe.
Southern Africa	Angola, Botswana, Eswatini, Malawi, Mozambique, Namibia, South Africa, Zambia and Zimbabwe.
North Africa	Algeria, Egypt, Libya, Morocco, Tunisia and Western Sahara.
Western Africa	Benin, Burkina Faso, Cabo Verde, Cote d'Ivoire, Ghana, Guinea, Guinea-Bissau, Liberia, Mali, Mauritania, Niger, Nigeria, Senegal, Sierra Leone, the Gambia and Togo.