

# COALITION OF AFRICAN LESBIANS [CAL]



## **The Amended Constitution of the Coalition of African Lesbians**

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## A. PREAMBLE

We, the members of the Coalition of African Lesbians, a feminist collective of activists coming together from across the African continent:

1. **Conscious** of our power and place as human beings, and as women on the continent and in the world; and asserting our inherent dignity and our autonomy over our bodies and lives
2. **Declaring** our commitment and determination to work in Africa and in the world for transformative change in the power relations that determine the health and wellbeing of all people, and that shape our daily lived realities
3. **Seeking and demanding** social and economic justice for all people everywhere; and mindful of the responsibility and power of those who make decisions about what is possible and what is not, to bring the world to a place where there is fairness, equity, justice and freedom
4. **Aware** that there are sufficient resources in the world to ensure everyone has what they need, and can live with dignity while enjoying full access to their basic needs, and the services to maximize their health and wellbeing
5. **Denouncing** all systems of oppression, including those based on race, class, [dis]ability, gender, sex, sexual orientation, geography and other status
6. **Naming and confronting** daily in our lives and through our activism the increasingly hostile contexts in Africa and in the world, shaped by: militarism; the capitalist global economic order and its inherent greed, corruption and exclusion; the crises in democracy in the global north and south; patriarchy and heteronormativity; all forms of extremisms and fundamentalisms; and the exploitation of natural resources and the earth
7. **Deeply aware of, and determined to** name and address, the marginalization and exclusion faced by many people all over the world who are othered, and whose lives, health and value are undermined, ignored and deprioritised
8. **Outraged** by the systemic oppressions, barriers and constraints on our lives as women, and the consequences and impacts that force us to live as unequal and unfree; and **resisting, rebelling against and defying** the persistent exercise of control and ownership of our bodies, lives and resources
9. **Recalling** the reason for our organizing ourselves as lesbian women, a political identity asserting our right to self-determination as full and equal human beings; and the challenges and obstacles to this organizing in a society and in movements where male domination and control is still practised and honoured
10. **Conscious** of the political, sexual, cultural and economic discrimination against African women who demand autonomy and freedom to choose our sexual partners and sexual practices; as well as to engage with and exercise our own desire, love and sexuality
11. **Outraged** that the multiple discriminations and violations against women with same sex desire, lesbian women and women who are in various and multiple ways gender non-conforming, are escalating; and that the attacks and backlash are from both state and non-state actors, including many working for human rights
12. **Building** on the work of previous generations who have struggled for recognition of their autonomy, dignity, equality and liberation

13. **Believing** that change happens through movements and through personal and political consciousness and collective action
14. **Asserting** our political standpoint as radical African lesbian feminists as we continue to provide critical thinking and analysis and leadership with others to create and shape the Africa and the world we want

And **committed to** the values of honesty, integrity, accountability, transparency and professionalism; caring, nurturing, love, empathy and respect; and equity, equality, participation, solidarity and sisterhood; as demonstrated through the behaviours described in the CAL Code of Conduct contained in Appendix I of this constitution:

HEREBY approve this document as the Constitution of the Coalition of African Lesbians.

## **B. NAME**

The name of the Organisation is the Coalition of African Lesbians (hereinafter variously referred to as “CAL” or “the Organisation”).

## **C. LEGAL STATUS**

The legal status of CAL is that of an autonomous body having perpetual succession and a legal existence independent of its members. CAL shall continue to exist even if members change, or if it ceases to have a membership altogether. It may own property, enter into contracts, and sue or be sued in its own name.

Decisions about the location of the Secretariat of the Organisation shall rest with the Board. Offices shall be opened in keeping with the evolving needs of the organization and factors that enable the full, effective and efficient functioning of the Secretariat and the Organisation more generally, and in keeping with the mandate of the Secretariat.

CAL shall seek registration as a Non-Governmental Organisation (NGO) in accordance with the laws of the countries in which its offices are located.

## **D. IDEOLOGICAL FRAMEWORK**

### **Naming ourselves**

CAL is a radical African lesbian feminist coalition. We understand that feminism is a concept which means different things to different people, and plays out in different ways in different contexts. Subject to that understanding, we embrace Radical African Lesbian Feminism as a political standpoint whereby we choose to name ourselves and our politics in ways that assert women’s autonomy over our bodies and lives, including over our desire and sexuality.

FOR THE PURPOSES of membership in CAL, and describing CAL’s constituency, we define lesbians as women who – not necessarily exclusively – love, or are attracted to, other women spiritually, emotionally, romantically, physically, sexually and/or erotically, whether or not they self-identify as lesbian, or engage in sexual relations with other women; and we define women as persons born in female bodies, and raised, socialised and self-identifying as women.

We recognise that not everyone who presents as woman will have all these attributes; and we respect, assert and defend the right of all persons to identify and express as any gender or genders they choose; or to claim no gender at all, as they see fit.

### **Resistance**

We completely reject the notion of male superiority and any resulting need for women to strive for equality with men. We reject the system of male ownership of women, our bodies, our spaces and our resources.

### **Radical African Lesbian Feminist leadership and activism**

We work to build radical feminist leadership of lesbians in Africa in order to bring about political, social, cultural, sexual, spiritual and economic transformation. Radical African Lesbian Feminism has as its central theme the dismantling of patriarchy and all its institutions – of which homophobia is one – as well as its intersections with other systems of power that oppress all women, including lesbians. It recognises also that all women do not have the same realities and do not face the same oppressions and so strives to ensure that multiple forms of oppression are made visible, analysed, understood and addressed. This is a feminism which is grounded in our African realities, both historical and current; and which therefore recognises, and seeks to expose and combat, the new ways in which systems of oppression are being entrenched in the continent through the dominance of global north economic and political decisions as well as through new nationalist ideologies of modern African states, of which social and economic exclusion of women are significant features.

### **Body politics**

This feminism understands that those who are born in female bodies and socialised as women face deep exclusion and oppressions. These include social and political marginalization, control of our resources by agents of patriarchy and the neo-liberal world economic order, rape and other forms of sexual assault, and femicide. We recognize that gender itself is the basis of inequality and “unfreedom”. Gender cannot be saved or transformed, as its main purpose is to sustain and entrench unequal access to, and control over, resources and public goods. Whilst working for the systematic dismantling of gender itself, radical African lesbian feminism articulates a political standpoint that millions of people born in female bodies and socialised as women live in oppression and with violation today and that we will collectively continue to free ourselves and all women from these oppressions. Furthermore, we choose to represent ourselves as women and confront patriarchy and its intersections with race, class, sexual orientation, [dis]ability, geography and other factors.

### **The regulation of our bodies**

We recognize that violence is an integral part of gender and other systems of power and privilege and will not be eradicated until gender itself is eradicated. We understand that violence in all its forms – psychological, emotional, verbal, physical, sexual and economic – is the means by which our bodies and lives are policed and regulated.

### **Imagining the world we want**

We assert our capabilities to organize ourselves and to make claims and demands and to create a world where we are all free to live in dignity and good health while exercising autonomy over our lives.

## **E. AIMS AND OBJECTIVES**

The principal objectives of CAL are:

1. To advocate and lobby for the political, sexual, cultural and economic rights of African lesbians by engaging strategically with African and international structures and allies;
2. To eradicate stigma and discrimination against lesbians in Africa;
3. To build and strengthen our voices and visibility through research, media, literature and the arts, and through participation in local and international fora;
4. To build the capacity of African lesbians and our organisations to use Radical African feminist analysis in all spheres of life;
5. To build a strong and sustainable lesbian coalition supporting the establishment and development of national organisations working on lesbian issues in every country in Africa;
6. To support the work of these national organisations in all the foregoing areas including the facilitation of the personal growth of African lesbians and the building of capacity within their organisations.

## **F. METHODS**

CAL shall seek to achieve its objectives by:

1. Building an African feminist movement and leadership, through training a significant number of lesbian women for informed feminist leadership that will ultimately promote a progressive African women's development agenda. CAL will also provide training that strengthens skills in organisational development and the institutional aspects of our work;
2. Starting research programmes where new African lesbian knowledge will be produced and made visible through publications and internalised through debate and discussion. The Coalition will become a hub of information and intellectual activity and will create the space and resources to enable African lesbian women to be not only practitioners and activists in lesbian organisations, but also thinkers and scholars;
3. Building and showcasing the capacity of lesbian women in different art forms including, but not limited to, writing, poetry and spoken word, drama, dancing, painting, graphic design, sculpture, photography and film-making. Those who have developed skills in a particular art form can come together in a working group, access further training and organise opportunities for performances and presentations. The intention is that the capacity building in creative expression will culminate in, and form part of, a series of African Lesbian Women's Festivals;
4. Educating our communities and our leaders to stop hate speech against sexual minorities, educating ourselves to resist internalised homophobia; supporting initiatives to investigate violence against lesbian women worldwide and on our continent in particular; and spearheading research on lesbian human rights issues in our countries;

5. Helping to build coalitions and networking with the women's movement and the human rights movement so that they take up the human rights of lesbian women. This will ensure that our lesbian struggle will be socially and politically integrated with other social struggles, based on the principles of autonomy, intersectionality and alliance building.

## **G. MEMBERSHIP OF THE ORGANISATION**

### **G.1 Qualification for membership**

1. Membership is open to African organisations and individual women based in Africa that:
  - a. Espouse the principles of Radical African Lesbian Feminism and apply a Radical African Feminist approach to their life and work
  - b. Are actively engaged in work on issues directly affecting lesbian women in Africa
  - c. Are committed to the building of a strong lesbian movement in Africa.
2. In addition, an organisation must demonstrate that:
  - a. There are lesbians within its structures and leadership, that is to say:
    - i. It is led by lesbian women and/or has at least one senior member of staff responsible for programmes designed for lesbian women; or
    - ii. If the organisation is not led by lesbians, it involves lesbians in its work and in decision-making, particularly around policy and programme development and delivery.
  - b. Its aims and objectives are similar to or aligned with those of CAL.
  - c. Where the socio-legal environment permits, it is duly registered as an organisation and legally compliant; or, in the event of non-registration, there is good and sufficient reason for such non-registration.
  - d. Whether or not registered, it has:
    - i. A constitution or other form of founding document
    - ii. A membership or defined constituency which comprises or includes African lesbians
    - iii. A management structure
    - iv. A mechanism for accountability.
3. CAL is committed to supporting individuals, through training, the provision of expertise and other means, in the development of new organisations that meet the requirements for admission to membership. Accordingly, an individual must also demonstrate:
  - a. That there is no existing member organisation working within her territory which she could reasonably expect to represent her interests; and
  - b. Where an applicant, if admitted, would bring the number of individual members from her territory to three or more, good and sufficient reason why she cannot establish an organisation with the other applicants and/or members from her territory.
4. For the purposes of the foregoing, territory is normally taken as meaning country. However, at the discretion of the Board, it may also refer to province, region or other geographical demarcation within a country.

### **G.2 Associate members**

1. African women living outside the continent, and organisations that are not based in Africa, but whose membership comprises African women and women of African descent, may be admitted to associate membership if they meet all the other criteria set out in clause G.1 paragraphs 1 and 2 above.
2. Associate members shall not enjoy the benefits, nor be subject to the obligations, of members set out herein, and shall not be permitted to speak on behalf of the Organisation at any time, in any forum, except with the written authorisation of the Board.
3. The conditions of associate membership shall be determined from time to time by the General Assembly. However, admission to associate membership shall be entirely at the discretion of the Board.

### **G.3 Admission to membership**

1. An applicant for membership of CAL must submit a written application in the form provided by the Secretariat, supported by the following, which must demonstrate alignment with the aims and objectives of CAL, and provide evidence that the applicant meets the criteria for membership as set out in clause G.1 hereof:

- a. a motivation letter
- b. a full, up-to-date profile including background, vision, goals and history of relevant work
- c. reference letters from at least five (5) other persons – individuals and organisations – based in the applicant's country, of which at least one (1) should have done relevant work with the applicant, and two (2) should be beneficiaries of the applicant's relevant work
- d. the written support of at least one existing member of CAL in good standing. Except where the applicant is the first from her/its region, as demarcated by the Board pursuant to clause H.2 hereof, the supporting member should preferably be based in the applicant's region.
- e. in the case of an organisation, a copy of its Constitution or other founding document, certified by a Commissioner of Oaths, Attorney-at-Law, Senior Police Officer, Minister of Religion, Head of an academic institution, or other recognised civic leader in the applicant's community

2. In decisions regarding applications for membership, identity, ideology and representation shall be the paramount considerations. Accordingly, preference will always be given to lesbian feminist applicants and applicants from regions and countries not yet, or least, represented in CAL, in that order of priority.

### **G.4 Benefits of membership**

Members will have the following rights and benefits:

1. Participation in the formulation of CAL's policies and programmes;
2. Receiving from CAL all appropriate and available services, information and assistance;
3. Participation in any of CAL's programmes and activities; committees, working groups and other structures;
4. Delegating representatives to the CAL General Assembly in accordance with clause H.2 hereof;
5. Electing regional representatives to the Board;

6. Voting on any issue tabled at any proceedings of any CAL structure of which they are a part;
7. Access to all CAL's reports pertaining to its activities and finances.

#### **G.5 Obligations of members**

Members of CAL shall be obliged to:

1. Observe the aims and objectives of CAL and conform to its values and ways of working as outlined in its Constitution – in particular the Code of Conduct at Appendix I – and other policy documents;
2. Upon being duly notified thereof, attend, or ensure that they are represented at, all deliberations and decision-making processes of any CAL structure of which they are a part
3. In the case of organisations, discuss proposed policies and actions with their membership or constituency before they participate in decision making on such issues;
4. Ensure that the delegates they send to General Assembly and other processes are lesbians as defined in clause D hereof, and are mandated to make decisions and commitments on their behalf in relation to the matters tabled on the agenda;
5. In the event that they or any of their representatives are elected or appointed to any of the structures of CAL, to ensure the fulfilment of their, or their representatives', obligations in such capacities;
6. As far as is practicable, having regard to their resources, development goals and funders' or work mandates:
  - a. take such actions as shall be recommended by the structures of CAL in support of its policy decisions; and
  - b. participate in the projects, campaigns, events and other initiatives of CAL or any of its structures
7. Supply the CAL Secretariat with: annual reports describing how their work and activities have supported the aims and objectives of CAL and/or advanced its interests; at least one free copy of all their publications; and, in the case of organisation: details of a primary contact person, who must be a lesbian as defined in clause D hereof; and a copy of their annual organisational report, within thirty (30) days of its production;
8. Inform CAL immediately of any changes in their legal status, (gender) identity, country of domicile, contact details or, in the case of organisations, their founding documents, or their representation in CAL;
9. Respond to all communications and invitations, and comply with all reasonable requests of the Board, Secretariat and other structures of CAL;

10. Pay an annual membership fee in such sum as the Board may determine from time to time, either generally applicable, or on a case by case basis. This fee will go into general revenue, to be used for any purpose within the mandate of the Secretariat.

## **G.6 Good standing**

1. A member is in good standing as long as she/it continues to meet the criteria for membership set out in clause G.1 hereof, is up to date with all membership obligations, is not in breach of any of the provisions of this Constitution, and is not the subject of any process considering her/its (continuing) membership in the Organisation.

2. The Board may determine a member to be not in good standing at any time and for any reason within the provisions of the Constitution that it deems appropriate, and shall notify the member within seven (7) days of such determination. The notification shall state the reason/s for the determination, and what is required for the member to restore her/its good standing. Subject to paragraph 3 of this clause, a member shall be and continue in good standing until and unless she/it is advised otherwise by the Board.

3. Notwithstanding the foregoing, any member who fails, for a continuous period of three months, and without a reasonable explanation in writing, to:

- a. comply with any request;
- b. respond to any communication; or
- c. engage in any activity, upon the invitation of any structure of the Organisation

shall automatically, and without need of notification, be deemed to be not in good standing.

4. A member that is not in good standing shall not participate at any level in decision-making for the Organisation, whether by making input in the discussion of any issue that is to be put to the vote, proposing motions and resolutions, nominating candidates for any position, standing for elections, serving on any structure, or voting in any proceedings; and may only enjoy the other rights and benefits of membership at the discretion of the Board.

5. Subject to any conditions indicated in any notification, a member that is not in good standing will be given the opportunity to rectify the situation at any time before or during the next decision-making process following her/its loss of good standing and, once her/its good standing is restored, may vote on any issue which is tabled at that process at any time after such restoration.

6. Failure to take reasonable and necessary steps to restore good standing within the prescribed, or a reasonable, time shall, in accordance with clause G.7 hereof, be grounds for suspension or termination of membership.

## **G.7 Cessation of membership**

1. Membership in CAL shall cease in any of the following events:

- a. Voluntary withdrawal of membership by written notice to the CAL Board;
- b. By resolution of the General Assembly in the case of a member: failing to comply with this Constitution; or being involved in any activity that is inimical to the interests, or reputation of CAL;

or, having been notified by the Board that she or it is not in good standing, failing to take reasonable and necessary steps to restore good standing within the prescribed, or a reasonable, time;

- c. The member is deceased or, in the case of an organisation, has ceased to exist.
2. a. The Board may, for any of the reasons set out in paragraph 1.b of this clause, suspend the membership of any member for any period not exceeding one year, and subject to any conditions, it deems fit;  
  
b. The Board may terminate the membership of a suspended member who fails to meet any conditions for re-instatement within the stipulated time or who has, during the period of the suspension, committed further acts within the terms of paragraph 1.b of this clause.

## **G.8 General**

1. CAL shall maintain a register of members giving the names and contact details of members and the date of their admission to membership; and, in the case of organisations, the direct details of their primary contact person.
2. Granting of membership shall be the prerogative of the Board. The Board shall have the right to reject an applicant on any ground it considers reasonable including, but not limited to, where:
  - a. the applicant has been guilty of any conduct in the previous two (2) years for which a member would be liable to suspension or termination of membership; or
  - b. it has doubts regarding the validity of any information provided by the applicant.
3. Rejected applicants for membership and members whose membership has been suspended or terminated may appeal against such rejection, suspension or termination directly to the General Assembly.
4. The procedure for such appeals shall be as follows:
  - a. The appellant shall serve notice of intention to appeal within 30 days of being informed in writing of the rejection, suspension or termination
  - b. Such notice shall be in writing addressed to the Board and sent
    - i. by email to the Chairperson, copied to the Director of the Secretariat; or
    - ii. by fax, hand or post to the Secretariat; if sent by post, the envelope must be postmarked not less than seven (7) days before the expiry of the prescribed thirty (30) day notice period.
  - c. The Board, through the Director of the Secretariat, shall acknowledge receipt of the notice by the same means as it was received within fourteen (14) days of such receipt. In that regard, the same rule with regard to notices sent by post shall apply.
  - d. The appeal shall be placed on the agenda of the next scheduled General Assembly and the appellant shall, as far as is possible, having regard to the date when the notice is received in relation to the date of the next scheduled General Assembly, be given at least thirty (30) days notice of the date of the General Assembly at which the appeal will be considered.

- e. The appellant shall be entitled to attend such General Assembly to present the appeal directly, but is expected to do so at her/its own expense, and shall not otherwise participate in the business of such meeting except with the express permission of the General Assembly. Failure of the appellant to attend shall not invalidate any decision taken on the appeal, PROVIDED THAT the appellant was duly notified in accordance herewith.
- f. On any such appeal, the General Assembly shall endorse the decision of the Board unless the Board is clearly demonstrated to have acted either in ignorance of, or without due regard to, some relevant fact; or, for some other good and sufficient reason, the General Assembly considers that it would be highly beneficial to have the appellant as a member, notwithstanding its failure to meet all the requirements of the Board regarding its membership; and shall, in either such case, impose any additional conditions for (re-) admission to membership as it sees fit.

5. A member whose membership is terminated or an applicant whose application has been rejected, may not re-apply for membership until after a year following the General Assembly at which such termination or rejection is confirmed.

## **H. STRUCTURES OF THE ORGANISATION**

### **H.1 General Assembly**

The General Assembly shall:

1. Be the highest decision-making structure of CAL;
2. Consist of:
  - a. Regional representatives delegated by members in accordance with the provisions of clause H.2 hereof
  - b. The incoming and outgoing Boards of Directors
  - c. Duly authorized representatives of all committees, working groups and other structures of CAL
  - d. Staff representatives.
3. Convene every three years. The date/s of each General Assembly shall be fixed in the previous Assembly, and any change in such date/s shall be communicated to the membership at least two months in advance of the new date/s.

### **H.2 Representation at the General Assembly**

The effectiveness of representation at the General Assembly depends on the extent to which members actively engage at all levels of decision-making. Accordingly, members are encouraged to participate, and make input, in all processes of the organisation to which they are invited, and particularly those concerned with the selection of delegates to the General Assembly.

1. The membership of CAL shall be clustered into five (5) regions as demarcated by the Board from time to time on any basis it considers appropriate, including, but not limited to, geography, language, or the composition and distribution of the membership.

Each region shall be entitled to send a delegation of eight (8) representatives – five (5) organisational and three (3) individual – to the General Assembly. Subject to paragraph 2 of this clause, no organisation may have more than one (1) representative in the delegation.

2. Where the organisational membership of any region is less than five (5), or the total membership is eight (8) or less, the Board will determine the allocation of representatives having regard to the proportion of organisational to individual members, and advise the membership in the region no less than two months before the General Assembly.

3. Subject to paragraph 2 of this clause, where the total number of members in any region is more than eight (8), they shall have a meeting, within two (2) weeks of confirmation of the date/s of the General Assembly, to choose and mandate their delegates. This meeting shall be convened by (the Regional office of) the CAL Secretariat.

4. At least seven (7) days before that meeting, members must submit their nominations in the form appearing as Appendix II of this Constitution, to the regional Programme Co-ordinator where there is one, or directly to the Secretariat where there is none. Each member is entitled to one nomination, and may nominate herself / its representative.

5. At the meeting, each candidate must motivate for why she should be a part of the delegation. Voting will be by secret ballot, and the candidates with the most votes in each category will make up the delegation.

6. Immediately on confirmation of a regional delegation, the delegation shall meet to select a leader, and discuss members' positions on matters to be tabled at the General Assembly. The (Regional office of the) CAL Secretariat shall support and facilitate this meeting.

7. The leader of a regional delegation shall, in addition to whatever duties are agreed with her delegation, serve as one of the Regional Representatives on the incoming Board of Directors. Regional Representatives retained on the Board in accordance with clause H.7.2.b hereof shall automatically continue as the leaders of their delegations.

### **H.3 Powers and Duties of the General Assembly:**

The General Assembly shall have the following powers and duties, viz, to:

1. Discuss, formulate and review the policies on major issues affecting the future of CAL and its member organisations;
2. Set the strategic direction and approve the programme framework of CAL;
3. Amend the CAL Constitution, policies, procedures and standing orders;
4. Decide on appeals from members and applicants for membership, and any questions raised with regard to the status of any member;

5. Confirm on behalf of CAL all dispositions duly and properly made by the Board or by any working group or specialised committees or other structures of CAL, which impose liabilities or obligations on CAL such as investment, borrowings, mortgages, buying and selling of real estate as well as other arrangements;
6. Generally review the decisions and activities of the Board, and ratify or reverse them as appropriate; in performing this function, the General Assembly shall opt for ratification unless the Board is clearly demonstrated to have acted:
  - a. Improperly
  - b. In breach of this Constitution, or
  - c. In ignorance of, or without due regard to, some relevant fact
7. Constitute the new Board of Directors as follows:
  - a. Formally accept the Regional Representatives and continuing members
  - b. Approve the appointments made by the Selection Committee
  - c. Define the Board's mandate for its term of office
8. Appoint external auditors. In making such appointment, the General Assembly shall consider the candidates identified by the Board in accordance with clause K.6 hereof, but shall not be obliged to appoint any of those candidates;
9. Dissolve CAL in accordance with clause M of this Constitution; and
10. Regulate the proceedings of the General Assembly. This shall include the power to waive or suspend all or any part of, or add to or in any other way modify any procedural requirement, in so far as far as it applies to that General Assembly.

#### **H.4 Board of Directors**

1. There shall be a Board of Directors, consisting of not less than seven (7) nor more than twelve (12) members, not including ex officio and co-opted members, that is constituted and operates, as far as is practicable and relevant having regard to the size and nature of the Organisation, in accordance with the King III Principles and Code of Corporate Governance in South Africa.

The Board shall comprise:

- i. Regional representatives elected in accordance with the provisions of clause H.2 hereof;
- ii. Independent members who are appointed by a committee, to be known as the Selection Committee, consisting of: three (3) members of the outgoing Board, who must include two Regional Representatives; and two (2) organisational and two (2) individual member representatives.

Regional Representatives to the Board shall serve in their personal capacity, and not on behalf of the member organisation to which they belong. Accordingly, CAL member organisations do not have the right to change the composition of the Board by changing their representation in CAL. In the event of such a change in representation affecting a Regional Representative, the provisions of clause H.8 (Cessation of membership of Board) shall apply.

The number of independent board members shall not exceed the number of Regional Representatives by more than two.

The Director of the CAL Secretariat shall be an ex officio member of the Board.

2. The Selection Committee shall start the process of identifying and canvassing potential candidates at least three (3) months before the General Assembly, and shall complete its appointments at least six (6) weeks before the General Assembly.
3. In considering candidates for appointment to the Board, the Selection Committee shall have regard to the following:
  - a. The specialties and areas of interest of members of the outgoing Board being retained in accordance with clause H.7.2.b hereof, and the incoming Regional Representatives
  - b. The candidate's skills, professional reputation and access to resources
  - c. The extent of alignment with the Organisation's values
  - d. The Organisation's strategic needs
  - e. The input of the Secretariat staff.
4. The Selection Committee shall seek to ensure that, as far as possible, the combined skills set of the Board includes the following areas of expertise:
  - a. Human rights advocacy
  - b. Law and policy
  - c. Information and Communication Technology
  - d. Financial management
  - e. Risk management
  - f. Organisational development
  - g. Fund-raising / resource mobilisation
  - h. Feminist analysis and theories of change
  - i. Stakeholder management
  - j. Human resource management
  - k. Arts and culture
  - l. Health and wellness
5. Members of the Board shall be allocated portfolios, to be determined by the Board from time to time, according to their skills and interests, and the needs of the Organisation.
6. The Board shall have the following Executive Officers:
  - a. The Chairperson
  - b. The Vice-Chairperson
  - c. The Treasurer
  - d. The Secretary
  - e. The Director of the Secretariat (ex-officio)

7. The Board shall meet four times a year. A meeting may also be called on request of one third of the members of the Board or by the decision of the Chairperson who shall stipulate the business of such a meeting in writing. The quorum for a meeting of the Board shall be five (5).
8. No less than forty-eight (48) hours before the General Assembly, there shall be a joint meeting of the outgoing and incoming Boards, for the purposes of a briefing and hand-over in preparation for the General Assembly.
9. The new Board will meet immediately after it is constituted in accordance with clause H.3.7 hereof. The business for such meeting shall be the election of Executive Officers, the determination and allocation of portfolios, and agreeing a date and time, venue and, in conjunction with the Secretariat, agenda for its first quarterly meeting. The Board shall present these decisions to the General Assembly for approval before its adjournment.

#### **H.5 Role and functions of the Board:**

The Board shall perform the following functions:

1. Control the affairs of CAL whilst the General Assembly is not in session;
2. Prepare the agenda for, and convene, the General Assembly;
3. Decide on membership applications and issues related to membership; in decisions on membership issues, the principles of natural justice shall apply;
4. Draft a programme framework for discussion by the General Assembly;
5. Take decisions on finances generally, including the opening and closing of bank accounts, signatories on such accounts, investments, borrowings, mortgages, buying and selling of real estate, for confirmation by the General Assembly;
6. Appoint or remove, as well as establish the job descriptions and conditions of service for, the person/s holding the office of Director of the CAL Secretariat, and other senior level staff appointed to the Secretariat;
7. Give advice and guidance to, as well as supervise the activities of, the Secretariat and other structures of CAL;
8. Develop and manage processes for ensuring adherence, by members and staff of the Organisation, to the CAL Code of Conduct set out at Appendix I hereof. Such processes must have regard to the principles of natural justice.
9. Deal with vacancies on the Board that may occur from time to time, as follows:
  - a. In the case of an Independent Member, by co-opting another member to fill such vacancy within thirty (30) days. Such replacement member shall have the voting rights of the member being replaced;
  - b. In the case of a Regional Representative, the Board will notify the members in the region of such vacancy within forty-eight (48) hours;
  - c. Within 30 days of receiving such notice, the members in the region shall elect a replacement

Regional Representative, as far as possible in accordance with the provisions of clause H.2.3-5 hereof;

- d. Decisions of the Board shall not be invalidated by virtue of the number of its members temporarily falling below the minimum number stipulated in clause H.4 hereof, as a result of vacancies.

10. Represent CAL and develop and implement CAL policies;
11. Report regularly on their activities to the membership;
12. Undertake fundraising for the Organisation;
13. Co-opt additional members as and when required. Such members shall provide specialist support and assistance as decided upon by the Board and shall not have any voting rights whatsoever at Board meetings;
14. Set up any committees or other structures required by the provisions of this Constitution, as well as any committees of the Board that it considers prudent or necessary;
15. Generally provide ethical leadership and best practice in governance for the Organisation.

#### **H.6 Functions of the Executive Officers of the Board:**

1. The Executive Officers shall meet at their discretion, and decisions shall be by consensus.
2. The Executive Officers shall perform any of the functions of the Board as the Board shall determine from time to time. In addition, the individual officers shall have the following responsibilities:

##### **The Chairperson:**

The Chairperson shall:

- a. Subject to the powers of the General Assembly, be the chief representative of, and decision-maker for, CAL;
- b. Preside over the General Assembly, as well as meetings of the Board, and its Executive Officers. In the absence of the Chairperson, the Vice-Chairperson shall preside. In the absence of the Vice-Chairperson, all the members present, both voting and non-voting, shall, by consensus, designate one of their number to chair the meeting. The designate shall exercise all the powers and perform all the duties of the Chairperson in relation to that meeting;
- c. Provide the policy and organisational leadership of CAL in collaboration with the Director of the Secretariat;
- d. Have the right to attend the meetings of all other structures of CAL; and
- e. Have the power of final decision in the event of a tied vote, absence of consensus, or an emergency situation where an urgent decision is required.

**The Vice-Chairperson:**

The Vice-Chairperson shall:

- a. Support, and deputise for, the Chairperson; and
- b. Fill the position of the Chairperson should the office become vacant through temporary leave of absence or cessation of membership. The Vice-Chairperson shall act in the office of Chairperson until such time as the Chairperson resumes office or the Board elects a new Chairperson.

**The Treasurer:**

The Treasurer shall:

- a. Oversee all the financial affairs of the Organisation, and provide guidance and direction to the Director of the Secretariat or any other person/s responsible for managing the finances of the Organisation.
- b. Be one of the authorised signatories to all bank accounts of the Organisation, and all transactions and contracts involving amounts exceeding TWO HUNDRED AND FIFTY THOUSAND RANDS (ZAR 250,000).
- c. Conduct internal audits from time to time to ensure compliance with all financial and accounting protocols and contractual obligations.
- d. Approve all financial reports and present to the Board and General Assembly as required by this constitution.

**The Secretary:**

The Secretary shall:

- a. In consultation with the Chairperson and Director of the Secretariat, prepare the agenda and minutes for the General Assembly and meetings of the Board and its Executive Officers, and maintain the records of these proceedings, including attendance records, copies of all documents considered, and resolutions passed.
- b. Maintain records concerning all working groups and specialised committees, including their tenure, composition, terms of reference, proceedings and decisions.
- c. Handle all correspondence for the attention of the Board and the General Assembly;
- d. Monitor all communications between the Secretariat and the membership, and all external communications of the Organisation.

**The Director of the CAL Secretariat:**

- a. Any reference in this constitution to the Director of the CAL Secretariat shall be taken as a reference to the office of Director, and not to any person/s holding the office from time to time.
- b. The office of Director of the Secretariat may, at the discretion of the Board, be held by more than one person at any given time, having regard to the positions and job descriptions within CAL's organogram from time to time.
- c. Where the office is held by more than one person, all the holders will be jointly and severally liable for the execution of the duties of the office and accountable therefor to the Board and General Assembly.

- d. The Director of the CAL Secretariat shall:
  - i. Manage and co-ordinate the operations of the Secretariat of CAL, including acquisition of supplies, engagement of services, and employment and development of staff;
  - ii. Represent the Organisation, make decisions, and provide policy and organisational leadership, subject to the direction of the Chairperson;
  - iii. Report directly to the Chairperson of the Board.

#### **H.7 Term of Office of the Board:**

- 1. The term of office of the Board shall be from one General Assembly to the next, notwithstanding that any member may have been co-opted, appointed or replaced during its tenure. Any member of the Board may be re-appointed or re-elected but shall not serve more than two (2) consecutive terms;
- 2. For purposes of continuity:
  - a. The serving Executive Committee (EC) shall be responsible for constituting the first Board by appointing the Independent Members and selecting at least three (3) EC members to act as Regional Representatives during the first Board's term of office. The inaugural Board shall serve from September 1 2016 until the next General Assembly.
  - b. Thereafter, three (3) members of every outgoing Board, one of whom must be a Regional Representative, will be retained. The Board reserves the right to endorse the three (3) candidates from among themselves, who will automatically become members of the incoming Board; and shall inform the Selection Committee at or before the Committee's first meeting for the purposes of paragraph 3 of clause H.4 hereof.

#### **H.8 Cessation of membership of Board:**

- 1. A member of the Board shall cease her membership when:
  - a. She resigns;
  - b. She, or the member organisation of which she is a representative, ceases to be a member of CAL;
  - c. Subject to paragraph 2 of this clause, the member organisation of which she is a representative serves notice of the termination of her authority to act on its behalf;
  - d. Being a Regional Representative, she ceases to reside on a permanent basis in the region that she represents;
  - e. She fails, without a valid excuse, to attend three (3) consecutive meetings of the Board, including internet or telephone conferences, or to respond to official CAL correspondence for a continuous period of more than three months;
  - f. She is guilty of any misconduct or neglect of duty as decided upon by the rest of the members and/or any other duly constituted structure of the organisation;
  - g. She is convicted of any offence of violence or dishonesty; except where such conviction arises from acts of conscience in pursuance of aims and objectives similar to or consistent with CAL's in

a context of state-sponsored oppression, discrimination and violence.

2. In a case to which paragraph 1.c. of this clause applies, the affected Board member may, within seven (7) days of such notification, submit an application for individual membership and, if it is successful, her tenure will be deemed to be uninterrupted. However, she may not participate in any decision of the Board until her application has been received and decided on.

## **H.9 Working Groups and Specialised Committees**

The Board or General Assembly may establish working groups, and/or any other specialised committees for the attainment of the Organisation's objectives. These working groups and committees shall:

1. Draw up their own rules, terms of reference, action plans, proposals, budgets and other tools, which shall be ratified by the Board:
2. Report regularly on their activities to the Board and the General Assembly;
3. Have the right to propose themes to the Board for discussion at the meetings of the CAL structures;
4. Seek to collaborate with each other, where practical and desirable;
5. Have the right to be supported out of CAL's funds to such extent as is reasonable, having regard to the Organisation's priorities, and funding imperatives.

## **H.10 The Secretariat**

1. There shall be a Secretariat which houses the administrative offices and operational headquarters of the Organisation, and is managed by the Director of the Secretariat. The Secretariat may comprise a main office, as well as national and regional offices.
2. The Secretariat shall perform its duties in accordance with Organisational policies, and subject to the direction of the Board.
3. The Secretariat shall have the following powers and duties, viz, to:
  - a. Co-ordinate all the activities of the Organisation and all its organs and internal structures
  - b. Collect, organise and maintain all records and data of the Organisation relating to registration and legal status, funding and finances, programmes, membership, or any other matter whatsoever properly concerning the Organisation
  - c. Open and maintain bank accounts for the Organisation, and hold and manage all the funds, property and other material resources of the Organisation
  - d. Provide administrative support to the Board, and make all logistical arrangements for CAL processes, and for the representation of the Organisation in other processes
  - e. Ensure the implementation of the decisions of the Board and General Assembly
  - f. Ensure that members are kept advised about all developments, and receive notices and other urgent and important information in a timely manner.

## **I. SELECTION PROCEDURES – GENERAL**

Selection of persons to serve on any structure of the Organisation may be done by election or appointment, as the Board or General Assembly shall determine. In selecting candidates, the following

general principles shall apply:

**I.1 Eligibility:**

1. Any member, or representative of a member organisation, in good standing is eligible to serve on any structure of the Organisation.
2. Subject to clause H.4.1.b hereof (regarding Regional Representatives), member organisations may change their representation on structures as they see fit.
3. No member may serve more than two (2) consecutive terms in any capacity or on any structure of the Organisation.

**I.2 Nominations:**

1. Candidates may be nominated by any CAL member in good standing;
2. Candidates nominated must be members or from a member organisation;
3. Members may nominate themselves / their representatives.
4. Nominations must be in the form appearing as Appendix II of this constitution, and must include the following:
  - a. Candidate profile
  - b. Motivation from nominating member
  - c. Letter of acceptance of nomination from the candidate
  - d. Endorsement from another member.
5. Members are entitled to only one nomination.
6. The affected membership must be informed about all nominations at least seven (7) days in advance of the selection process.

**I.3 Motivation:**

1. Candidates shall be given an opportunity, before the selection process to motivate to the relevant persons for their selection.
2. Where possible, such motivation should happen verbally at the commencement of the process.

## **J. STANDING RULES AND PROCEDURES**

### **J.1 Meetings**

Meetings of all structures of the Organisation except the General Assembly may be held by telephone/internet/video conference, and any person communicating by such means shall be deemed present at the meeting. The quorum shall not be affected by any temporary failure of such means of communication, though the member using such means shall be informed of any discussions or proceedings that transpire during such temporary loss and no vote shall be taken during any temporary loss of communication.

### **J.2 Quorum**

1. The quorum for the General Assembly, except for the purposes of amending the Constitution or dissolving the Organisation, shall be 50 per cent of the maximum possible number of delegates, on an application of the provisions of clauses H.1 and H.2 hereof;
2. The quorum for all other structures, such as working groups and specialised committees, shall be forty (40) per cent of the membership of those structures;
3. Should a quorum not exist, the chairperson of the proceedings shall, after a delay of fifteen (15) minutes, deem the members present a quorum for the purpose of conducting the proceedings; however, any decisions made shall not be effective unless and until adopted by a quorum either at a re-scheduled meeting or in writing via round robin.

### **J.3 Voting**

Decisions may be by consensus, or majority vote, in the discretion of the chairperson of the proceedings. When issues are put to the vote, the following rules shall apply:

1. Only members in good standing are permitted to vote in any decision-making process of the Organisation
2. a. Organisational members are entitled to two votes, which may only be exercised by one representative.  
b. Individual members are entitled to one vote each  
c. The chairperson of any proceedings is entitled to two (2) votes by right of office, in addition to a casting vote, and may not exercise any other vote in any other capacity.  
d. In Board processes, members are entitled to one vote each  
e. At General Assembly, the voting entitlements are as above. In addition:
  - i. the duly authorized representatives of all committees, working groups and other structures of CAL have one vote each and may not vote in any other capacity
  - ii. staff representatives collectively exercise two (2) votes.
  - iii. outgoing Board members do not have voting rights in that capacity. However, there is nothing to prevent them attending and voting in some other capacity.

- iv. Regional Representatives may not vote in any other capacity once the new Board is constituted.
3. Except where otherwise directed in this Constitution or determined by the chairperson of any proceedings, voting shall be done by show of hands.
4.
  - a. Members or, in the case of a regional delegation to the General Assembly, delegates, may submit a written vote on any issue tabled at any process at which they are unable to be present, whether physically or by electronic means, on submission of a letter of apology, provided that such vote and apology are received, whether in electronic or printed format, at least twenty four hours before the start of voting;
  - b. Such member or delegate shall be included in the count of those present for the purpose of determining whether or not there is a quorum;
  - c. Such member or delegate shall be deemed to have abstained from voting on any matter on the agenda in relation to which it has not submitted a written vote in advance.
5. Unless otherwise directed in this Constitution, issues will be decided on a simple majority basis.

#### **J.4 Minutes**

1. All structures of the Organisation must provide the Board and the Secretariat with a copy of the minutes of all meetings and proceedings;
2. The Secretary of the Board, working through the Secretariat, shall ensure that minutes of all meetings of the General Assembly, the Board, and other structures of CAL are kept;
3. All minutes of the General Assembly shall be sent to all voting members within one (1) month of the Assembly. Minutes of the proceedings of other structures of the Organisation must be circulated to the members of those structures by the Chairperson of the proceedings within two (2) weeks of the meeting.

#### **K. FINANCES**

1. The financial year of CAL is the calendar year, unless otherwise determined by the Board.
2. CAL is an autonomous, non-profit, continental, non-governmental organisation. It may receive income from membership contributions, gifts, grants or other legally acceptable sources.
3. The Board is responsible for ensuring that accurate accounts are kept of the capital, income and expenditure of CAL, and shall present the audited accounts and balance sheets for the previous financial years to the General Assembly for approval and adoption, together with a financial report outlining the situation in the current financial year.
4. The Board shall determine detailed financial regulations for the proper control of the financial resources of the Organisation and the keeping of accurate financial records, which shall include provisions for the audit of CAL accounts.
5. Only signing officers designated by the Board shall be able to withdraw funds from any CAL bank account.

6. The Board shall identify suitable candidates and provide all necessary information and guidance to the General Assembly for the purposes of the appointment of external auditors pursuant to clause H.3.8 hereof.

**L. PROPERTY OF THE ORGANISATION**

1. CAL shall strive to purchase, accept, lease, hire or otherwise acquire any movable or immovable property, that may be considered convenient for the realisation of its objectives;
2. CAL shall erect, improve, maintain and repair any equipment or building for its purposes;
3. All property of the Organisation either stationary or movable shall be vested and registered in the name of the Organisation;
4. CAL shall sell, donate, exchange or otherwise dispose any of its property as it deems necessary;
5. The Board or any authorised official acting on its behalf shall have the power to acquire, vest or dispose of the property of the Organisation.

**M. DISSOLUTION OF THE ORGANISATION**

1. CAL may only be dissolved by a resolution of the General Assembly carried by a two-thirds majority of the delegates present and voting. The quorum of any meeting held for the purpose of dissolving the Organisation shall be 75% of the maximum possible number of delegates, on an application of the provisions of clauses H.1 and H.2 hereof, including delegates absent with apology who have submitted their votes in writing in accordance with the relevant provisions of this Constitution;
2. Once the dissolution becomes final, the General Assembly shall appoint a liquidator to carry out the dissolution;
3. The liquidator shall be paid such fees as determined by the last General Assembly;
4. The liquidator shall determine the day as from which the Organisation shall be deemed to have been dissolved;
5. The liquidator shall be responsible for the payment of the Organisation's debts, disposing of its assets and winding up of the Organisation's business;
6. No assets of the Organisation shall be distributed to its members other than to discharge any indebtedness to a member organisation;
7. The remaining assets shall be distributed, in accordance with the directions of the last General Assembly, to any institution with aims and objectives in line with those of CAL.

**N. AMENDMENTS TO THE CONSTITUTION**

Amendment(s) to all or any of the clauses in this Constitution may and can from time to time only be made by a Resolution of the General Assembly under the following conditions:

1. Such resolutions are passed by not less than two-thirds (2/3) of the delegates present and voting;
2. One month's notice is given to the membership specifying the nature of the amendment proposed; and
3. The quorum of any meeting held for the purpose of changing the Constitution shall be 60% of the maximum possible number of delegates, on an application of the provisions of clauses H.1 and H.2 hereof.

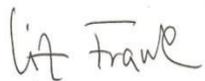
**O. INTERPRETATION OF THE CONSTITUTION**

- 1 Subject to paragraph 3 of this clause, the responsibility for the interpretation of the terms of this Constitution or any matter arising in connection therewith shall be vested in the Board;
- 2 Decision on such matter shall be passed by a unanimous vote of members present and such decision shall be final and binding. In the event that a unanimous decision is not reached, the matter shall be deferred to the General Assembly. Where a decision is urgently required, the Chairperson shall decide and the decision shall stand unless and until overturned by the next General Assembly.
- 3 When the General Assembly is in session, it will assume the responsibility of interpreting the Constitution.

**AMENDED IN GENERAL ASSEMBLY AT WINDHOEK, NAMIBIA ON THE 27<sup>TH</sup> DAY OF AUGUST, 2015 AND ADOPTED ON THE 29<sup>TH</sup> DAY OF JANUARY 2016**

SIGNED: LIZ FRANK

SIGNED: YASMIN HUSSEIN



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CHAIRPERSON

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VICE CHAIRPERSON

The values of....	Mean that we at CAL....
Honesty and transparency	<ul style="list-style-type: none"> <li>• Work diligently and speak truthfully in all our dealings with each other</li> <li>• Share relevant information with each other for the benefit of the organisation and its members</li> <li>• Ensure that we copy at least one other appropriate person in all our correspondence with each other</li> </ul>
Integrity	<ul style="list-style-type: none"> <li>• Consistently display moral and ethical principles in fulfilling our mandate so the work delivered attains high standards for the benefit of the whole</li> <li>• Observe the policies of the Organisation with regard to conflicts of interest</li> <li>• Act always in the best interests of the Organisation</li> </ul>
Accountability	<ul style="list-style-type: none"> <li>• Are answerable to members, donors and other stakeholders – both internal and external – regarding our decisions and actions</li> <li>• Assume responsibility for our actions according to our mandate</li> <li>• Accept the consequences of our actions or failure to act</li> </ul>
Professionalism	<ul style="list-style-type: none"> <li>• Perform and deliver at the highest standards</li> <li>• Act and perform with competence, skills and confidence</li> <li>• Work conscientiously according to professional standards</li> <li>• Dress and conduct ourselves in a manner appropriate to the occasion</li> </ul>
Caring, nurturing, love, empathy and respect	<ul style="list-style-type: none"> <li>• Display kindness, compassion and concern for others</li> <li>• Pay attention to each other</li> <li>• Create an enabling environment, a place of support and safety</li> <li>• Listen, and ask questions, without judgement or defensiveness</li> <li>• Give and receive constructive feedback in an affirming way</li> <li>• Respond to each other's needs, and the needs of our communities</li> </ul>

<p>Equity, equality, participation, solidarity and sisterhood</p>	<ul style="list-style-type: none"><li>• Are impartial and consistent in the application of rules and policies</li><li>• Are mindful of social injustice</li><li>• Treat everyone equally and fairly in all our representation</li><li>• Are mindful of the diverse community that we serve, and strive to build a unified voice that is equally represented through our participation in all fora</li><li>• Actively involve, engage, and encourage participation from, all members and stakeholders</li><li>• Not exclude any group or identity on any particular issue, within the scope of our mandate</li><li>• Are supportive of each other, particularly in times of crisis</li><li>• Care about the personal growth of individuals</li><li>• Actively support the development of CAL and her member organisations</li></ul>
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