

# **Constitution of the Organisation Named Global Interfaith Network for People of all Sexes, Sexual Orientations, Gender Identities and Expressions GIN-SSOGIE**



## **1. Incorporation**

The international non-profit company Global Interfaith Network for People of all Sexes, Sexual Orientations, Gender Identities and Expressions, GIN-SSOGIE NPC, hereafter abbreviated as GIN, was registered and incorporated in Johannesburg, Republic of South Africa on the 24th day of April, 2015. GIN complies with all legal and governmental statutes and requirements for registration as a non-profit company (NPC) with registration number 2015/142748/08 and as a non-profit organisation (NPO) per registration 184-698 NPO of 03/02/2017.

## **2. Purpose**

GIN creates a more just world in which the dignity, faith, spirituality, and human rights of persons of all sexes, sexual orientations, gender identities and expressions are honoured, supported, and protected.

## **3. Objectives**

- a. Convene and facilitate safer spaces for people of faith of all SSOGIE to come together to heal the experienced separation between faith identities and SSOGIE; to develop and share knowledge, resources and best practices; to strengthen the voices of our members within their religious communities.
- b. Assist our members to engage in dialogue with religious leaders and communities to advocate for the dignity, equality, justice and human rights of people of all SSOGIE.
- c. Collaborate with faith-based and secular organisations and individuals who also utilize faith and spirituality as a positive tool in the work to advance LGBTI justice at the local, national, regional, international, and formal human rights levels.
- d. Provide opportunities for our members and colleagues to build capacity for justice work that is competent and strategic in the use of a faith-based message at the local, national, regional, international and formal human rights levels.
- e. Lead communication strategies that position and amplify the voices of faith-based SSOGIE advocates.

## 4. Values

As an organisation, we value:

- Centering our voice and leadership in the countries in which religious leaders are influential in mobilizing non-acceptance, legal discrimination, and violence against people because of diverse SSOGIE.
- Maintaining membership and mandate that are defined by building resiliency, taking action, and making measurable progress
- Resisting internally and externally the systems of oppression that abuse and misuse religion to imperil, imprison, and marginalize LGBTI people
- Membership participation in leadership at all levels of Strategic Planning and programming implementation

## 5. Membership

### 5a. Membership Criteria

Any individual or relevant entity engaging with faith and spirituality that subscribe to our purpose, mission, objectives and values can be “Full Members” of GIN.

The criteria for Individual Membership are as follows:

- Individuals who are people of faith or who are currently engaged in faith-based or spiritual work, or who have an interest in faith-based work, AND
- Individuals who can demonstrate leadership on issues that affect LGBTI people

The criteria for Entity Membership are as follows:

- Entities which are faith-based or entities which have faith and spirituality as an ongoing engagement, AND
- Entities with demonstrable LGBTI leadership

Any individual or entity that subscribes to our purpose, mission, objectives and values, but does not meet the criteria for full membership, can become an “Ally of GIN.”

The Board makes final determinations on eligibility, location, renewals, and terminations of membership in accordance with the constitution and bylaws by consensus. If the board fails to reach the consensus, a vote will be called and the simple majority will make the decision.

## **5b Regions**

The map of GIN is divided into 8 regions for the purpose of Board representation and Member location identification and diversity. (See GIN's Bylaws Article 3a and 8 for details.)

## **5c Suspension and Termination**

A member may be suspended by the Board for failure to comply with GIN's constitution and its bylaws.

A member under suspension has thirty (30) days to defend the action that resulted in their suspension.

The Board has the right to expel a member under suspension, if said member persists in non-compliant actions or expressions.

## **5d Voting**

Individuals and entities who are Full Members have one vote each for each item submitted to a vote, except in the case of Board member elections where the Member may cast one vote per open seat within their region. This vote can be cast in person, when possible, or online using Board-approved technology that adheres to the spirit of maximizing accessibility.

If the vote is tied, the Board Chairs have the deciding vote and therefore the Board Chairs must withhold voting until required to vote by a tie.

Virtual votes must be cast within a pre-determined time period.

Voting takes place at the annual GMMs, and Special Session Votes. The first voting session occurred at in person GMM meeting in 2016.

Staff and honorary Board members do not have voting rights at the GMM or within Board functioning. (Further protocols and scenarios for voting are found in the Bylaws Article 6.)

## **5e Limits and Purview of Member Voting**

Some matters are subject to confirmation, defined as 50% of the vote plus one. Confirmation is means of creating shared understanding, transparency, and cause among the Board, Secretariat, and Membership. This is an act of confirmation and mandate from the Membership. Items that must be subject to confirmation are:

1. Annual audits in addition to any financial reports that benefit from confirmation. The budget is not subject to confirmation.
2. Resolutions that guide the style, spirit or focus of the organisation in a holistic way for which the Board and Secretariat are accountable. If a resolution rises to the level of challenging or altering the organisational structure, Constitution, Bylaws, or Strategic Plan, it must be ratified instead.

3. Strategic and operational plans or frameworks that allow the Secretariat and Board to act on behalf of the membership while maintaining the freedom to respond to relevant opportunities and the organic nature of GIN's programs

Some matters are subject to a stricter standard, called **ratification**, defined as 65% of the vote or more. Items in this category must rise to a higher standard of assent because they alter the foundational workings, aims, values, and priorities of the organisation. Items that must be subject to ratification are:

1. Amendments to the Constitution
2. Amendments to the Bylaws
3. Changes to the name of the organisation
4. Significant changes to the organisational structure or aims

Voting for elected positions is a distinct situation. Each Member is allowed one vote per open seat when the GMM is voting on elected positions. Rules governing how elections take place and open seats are filled and located in the Bylaws.

### **5f Member Participation**

Attendance to an in-person GMM or regional conference is a benefit of Membership. Attendees must be Full Members in order to attend, except in special cases where an important supporter would find it inappropriate to become a Member or Ally.

GIN shall regularly invite Members to participate in seminars, events, public speaking opportunities, and programs of GIN beyond the GMM and Conference gatherings.

Board and Secretariat must offer regular and accessible means for Members to provide feedback and critique to the Board and Secretariat, to collaborate with the staff and other Members of GIN, and to benefit from the educational and organising resources aggregated, produced and disseminated by GIN.

Regions where Board representation is an issue must benefit from additional consultation and invitation to participate in other ways by the Board and Secretariat.

Members influence the scope, priorities, resource-allocation, and politics of the organisation through consultation on the organisational Strategic Plan, which is the authoritative guide to the Secretariat, Board, and Members on the performance, policies, and spirit of the organisation.

Only Members may submit resolutions and amendments at the GMM and Special Session Votes.

## **6. Strategic Plan**

GIN shall create and implement a Strategic Plan at regular and consistent intervals such that the organisation is always functioning under a current and relevant Member-informed strategic plan. The Strategic Plan guides the programming, priorities, political analysis, and spirit of the ongoing work of GIN.

## **7. Leadership Responsibilities and Working Relationships – Board, Directors and Secretariat**

The Board of GIN (“Board”) is composed of a diverse set of GIN members who bring the necessary skills to the leadership of the organisation that are appropriate for that period of growth. At least two additional seats are allocated to South Africans for purposes of efficient management.

### **Elected Board Members**

The Board will, wherever possible, reflect the different regions, LGBTI identities, and faith groups that are present within the membership. The whole of GIN relies on its Membership taking this into account when casting votes for Board members.

### **Co-opted Board Members**

Board members may also be co-opted to serve during the period of a Board mandate (3 years). Co-optation can be carried out by other board members for various reasons including but not limited to:

- The need for a special set of skills within the board
- The need for support to the current Board
- A vacancy within the current Board

Procedures to co-opt a Board member are indicated in the Bylaws in section 6i.

### **Board Membership**

GIN’s map divides the world into 8 regions, with one elected Board member and one selected alternate board member from each region.

Two or three additional seats are allocated to local South African directors for the purposes of efficient management. They will have one vote on the Board.

The Executive Director of GIN also is a member of the Board ex-officio. The Executive Director, as members of staff, do not have voting rights on the Board. The Board may delegate any voting rights to the South African seats as and when required by South African Law.

The Members elect a person, not a region. Therefore, should a Board Member be terminated or vacate their seat early, the vacated or empty board seats may be

filled by the alternate board member of the same region or alternatively using a Special Session Vote, open to candidates from that region, or filled under a cooptation procedure as needed.

A Board term is from election to election, i.e. approximately two years, as not all GMM's will be precisely 12 months apart. No Board member may be elected to the Board for more than 2 consecutive terms, even if how they identify geographically changes.

The seats allocated to local South Africans under South African Law are not bound by these terms.

The currently seated Board shall provide a Nominations Committee composed of Board members, and non-Board members if needed, in order to recruit and vet potential new Board members for election.

Board members must also be Full Members themselves or members of organisations that have current Full Membership.

## **8. Secretariat**

GIN is meant to be an organisation with participatory membership where our Members set strategies and goals for on-the-ground work. GIN invests in tangible, realistic programs to be embodied and led by our Members.

The Secretariat is meant to monitor, mentor, and support our Members in their own work as well as design, coordinate, and convene regional and international programs in which our Members can participate.

Dependent upon position, the Secretariat is responsible for the proper and robust functioning of the organisation, to include: financial management and appropriate use of funds, engaging members in the life and purpose of the organisation, implementing a communications strategy that works in tandem with fundraising and programming strategies, coordinating programs that are politically relevant and professionally implemented for the long term development of the organisation and the advancement of our movement, and implementing the Strategic Plan designed in consultation with Board, members, and staff.

The Secretariat structure is designed by the Executive Director and the Board. The Board hires the Executive Director. The Executive Director, in turn, hires and manages the staff. The Board must approve of high level management hiring choices and, through the process of budget and Strategic Plan approval, confirm the size and structure of the Secretariat. In the absence of an Executive Director, the Board will hire staff for the Secretariat and appoint from one of its own, a Board Member to be responsible for the day to day management of the staff for the Secretariat.

## **9. Equity, Diversity, and Emphasis on Key Affected Contexts**

GIN uses the term Key Affected Contexts (KAC) to denote an inclusive concept of who we intend to center in GIN in terms of leadership, participation, and agenda-setting.

We embed this consciousness and our resistance of systems of domination and exclusion in our language, hiring practices, Membership recruitment and approval processes, program development, political analysis, and how we prioritize the use of our resources.

## **10. Finances**

The financial year starts on 1st January and ends on 31 December of each year. The annual financial audit will be completed by qualified accountants and presented in good time and good order as appointed by the GMM

GIN shall secure funding from:

- Grants
- Individual donations
- Subsidies
- Legacies
- Membership fees when deemed appropriate
- Any other legal sources that align with our aims and values

## **11. Language**

At present, the working language is English. Other languages will be added as GIN continues to develop capacity.

## **12. Scope and Revision of the Constitution**

### **12a Scope**

This Constitution is meant to establish the foundational ethics, aims, structures and working processes of GIN. It is a core document that provides guidance to the development and revision of other activities and documents such as creating bylaws, developing policies, Strategic Planning, and guidelines for seeking resources.

### **12b Revision**

Amendments to the Constitution can be made via the GMM. Time and facilities will be provided by Board and Secretariat to the Members for submitting,

discussing, considering, and voting on amendments as stipulated by bylaws articles 6e and 6f

Any Constitutional amendment must be ratified with at least 65% of the votes in favour.

### **13. Dissolution of Organisation**

- 13.1. The organization may be dissolved by a special motion at a general meeting, or through the postal (or online) system of voting, tabled and seconded in writing by not less than three quarters of all the members of the organization
- 13.2. For the avoidance of doubt, the quorum for the meeting at which the motion for dissolution shall be not be less than  $2/3$  of all the members of the organization;
- 13.3. A notice for the motion to have the organization dissolved shall be served on the Board at least three months before the meeting at which it is proposed to move the motion;
- 13.4. The General Members' Meeting shall donate all property to another charitable organization upon dissolution.

### **14. Establishment of Regional Chapters**

In accordance with the principles outlined in Article 2 (Purpose), Article 3 (Objectives), Article 4 (Values) and Article 5 (Membership) of this Constitution, members within specific regions shall have the opportunity to form and register regional chapters under the umbrella of the parent organization, Global Interfaith Network for People of all Sexes, Sexual Orientations, Gender Identities, and Expressions (GIN-SSOGIE) NPC.

#### **14a Procedure for Establishment**

1. Members within a specific region who wish to establish a regional chapter must adhere to the provisions set forth in this Constitution, particularly Articles 2, 3, 4 and 5, to ensure alignment with the overarching mission and objectives of GIN-SSOGIE.
2. A proposed regional chapter shall prepare a constitution and governing framework that reflects the values, principles, and objectives of GIN-SSOGIE as outlined in this Constitution.
3. The proposed constitution and governing framework of the regional chapter shall be submitted to the Board of GIN-SSOGIE for review and approval.
4. Upon receiving approval from the Board, the regional chapter may proceed with registering itself as a distinct legal entity, maintaining compliance with the legal statutes and governing requirements of the relevant jurisdiction.

5. Regional chapters shall use a regional constitution based on the proposed sample from GIN-SSOGIE, serving as a guide for structuring the governance, objectives, and operational guidelines of the regional entity.

#### **14b Guidelines for Regional Chapters**

1. Regional chapters shall operate in alignment with the values, purpose, and objectives of GIN-SSOGIE as articulated in this Constitution.
2. While regional chapters may have autonomy in certain matters, they remain bound by the overarching Constitution of GIN-SSOGIE, including the principles outlined in Article 2 (Purpose), Article 3 (Objectives), Article 4 (Values) and Article 5 (Membership).
3. Regional chapters shall maintain open lines of communication with the parent organization, providing regular updates on activities, programs, and initiatives in their respective regions.
4. Any significant decisions or changes made by a regional chapter, such as amendments to its constitution, changes in leadership, or alterations to its objectives, must be communicated to and reviewed by the Board of GIN-SSOGIE to ensure continued alignment with the overall mission of the organization.
5. Regional chapters shall collaborate with each other and the parent organization on joint initiatives and projects whenever possible, fostering a sense of unity and shared purpose within the GIN-SSOGIE network.
6. The Board of each regional chapter shall elect a representative from amongst themselves to serve as the GIN Board member for the region in question. This representative's election process should be in alignment with GIN's electoral procedures.

#### **14c Continued Collaboration and Accountability**

The establishment of regional chapters within GIN-SSOGIE is intended to enhance the organization's reach, impact, and effectiveness. It is understood that regional chapters and the parent organization share a commitment to promoting justice, equality, and human rights for individuals of all sexes, sexual orientations, gender identities, and expressions.

By providing regional chapters the opportunity to operate within the framework of the GIN-SSOGIE Constitution while addressing region-specific needs, GIN-SSOGIE aims to create a cohesive network that works collectively towards a more just and inclusive world.

In case of disputes between GIN-SSOGIE and its regional chapters, conflicts will be resolved through open communication, mediation, and collaborative problem-solving. If issues persist, either party may appeal to the GIN-SSOGIE Board for a final resolution. This process ensures conflicts are addressed in line with GIN-SSOGIE's mission and objectives, promoting unity and effectiveness.

## 14d Resolution of Conflicts

In the event of conflicts or disputes between the parent organization, GIN-SSOGIE, and its regional chapters, a conflict resolution mechanism shall be implemented to address such issues promptly and fairly. This mechanism should prioritize open communication, mediation, and collaborative problem-solving.

1. **Open Communication:** The first step in resolving conflicts shall be open and transparent communication between the concerned parties. Regional chapters and the GIN-SSOGIE Board should engage in dialogue to clearly identify the source of the conflict, exchange perspectives, and seek common ground.
2. **Mediation:** If communication alone does not resolve the conflict, mediation may be employed. An impartial mediator, agreed upon by both parties, shall facilitate discussions and negotiations to reach a mutually acceptable resolution.
3. **Collaborative Problem-Solving:** Both the parent organization and the regional chapter are encouraged to work collaboratively to find solutions that align with the overarching mission and objectives of GIN-SSOGIE. This may involve compromise and flexibility on both sides to reach a resolution that benefits the greater cause.
4. **Appeal to the GIN-SSOGIE Board:** If conflicts persist and cannot be resolved through direct communication, mediation, or collaborative efforts, either party may escalate the matter to the GIN-SSOGIE Board for further review and intervention. The Board will carefully assess the situation and make determinations in accordance with the best interests of the organization and its mission.

It is essential for all parties involved to approach conflicts with the shared goal of advancing the rights and well-being of individuals of all sexes, sexual orientations, gender identities, and expressions. Resolving conflicts in a fair, respectful, and cooperative manner is paramount to maintaining the unity and effectiveness of the GIN-SSOGIE network.

## 15. Advisory Council

### 15a Purpose of an Advisory Council

The GIN SSOGIE Advisory Council will be a group of individuals assembled to provide expertise, guidance, and support to the organisation's Board of Directors and executive team.

The primary purpose of the Advisory Council will be to expand access to new stakeholders and allies as well as new funding sources and to offer insights that can help an organisation make informed decisions.

### **15b Rationale**

The impetus behind the establishment of an Advisory Council is to provide a forum through which emeritus Board members could continue to make valuable contributions to GIN, as well as to offer a forum for allies and well-wishers who are not GIN members but who could make valuable contributions to GIN through membership in an Advisory Council.

### **15c Role and Function of the Advisory Council**

The Advisory Council will supplement the knowledge and skills of the Board of Directors. It will focus on providing specialized advice and insights that help GIN navigate complex challenges and opportunities, as well as providing the opportunity for specific high-profile individuals with large networks to be connected to GIN formally.

Further information about the functioning of the Advisory Council can be found in the Bylaws section 5d.

This constitution, as amended and adopted during the general members meetings held from 14<sup>th</sup> to 16<sup>th</sup> October 2025, hereby incorporates all the amendments approved through voting until October 21st, 2025.