



## CONSTITUTION OF OUT-RIGHT NAMIBIA (ORN)

---

### **Preamble**

**To** ensure that the mission, vision and goals as established in the Deed of Trust of the organization are adhered to,

**That** Out-Right Namibia is governed on principles of representation based on rights and interests of sexually diverse members of society,

**That** recognition of the inherent dignity and of the equal and inalienable rights of all members of the LGBTI family is indispensable for freedom, justice and equality;

**That** the said rights include the right of the individual to life, liberty and the pursuit of happiness, regardless of race, colour, ethnic origin, sex, religion, creed or social or economic status;

**That** the said rights are most effectively maintained and protected in a democratic society, where the members are responsible to freely elected representatives of the people, operating under this constitution to the National Executive Committee, to be endorsed by the Board of Trustees;

**Whereas** these basic human rights have for so long been denied to the LGBTI community through discrimination, exclusion, homophobia and violence on the basis of sexual orientation and gender identity;

**Whereas** we the LGBTI community -

Will continue to resist such discriminatory practices by organs of society;

are determined to continue to advocate for these rights and maintain our resolve to cherish and to protect the gains;

desire to promote dignity of the individual, the unity and integrity of the LGBTI community association with the broader society;

will strive positively, productively and peacefully to achieve national and international recognition and to foster unity and a society that recognises, respect and treats us as equals;

committed to these principles, we the LGBTI community in Namibia have resolved to support Out-Right Namibia as an organisation representing the wider interest of our LGBTIQ community,

**Now therefore**, we the members of ORN accept and adopt this Constitution as the governing law forming part and in compliance with the Deed of Trust of our organisation.

## **CHAPTER I**

### **1.1 NAME**

1.1.1 The name of the organization shall be Out-Right Namibia, in short, ORN.

### **1.2 LOGO AND COLOURS**

1.2.1 The logo and colours of the organization shall be determined by the Board of Trustees and such must be endorsed by a two-third majority of the trustees.

### **1.3 DEED OF TRUST**

1.3.1 This constitution acknowledges the establishment of a Board of Trustees as governed by the Deed of Trust and other documents as adopted by the Board for its effective operation,

1.3.2 The Board of Trustees, as constituted and governed by the Deed of Trust, remains the highest decision-making body of the organization as advised and informed by the National Executive Committee that is duly elected at a National General Assembly.

### **1.4 AIMS AND OBJECTIVES**

1.4.1 The aim and objectives of the trust shall be to generally advance, develop and further the rights, interest and legitimate expectations of the LGBTI community in Namibia. The trust further aims to integrate a legal, ethical and human rights dimension into the response to sexual reproductive and human rights of the Namibian LGBTI persons without discrimination.

## CHAPTER II

### **2.1 Membership**

There shall be three categories of members under this constitution.

#### 2.1.1 Full Membership:

- Full membership to the organisation shall be open to all LGBTI members of our society who subscribes to the organisation's constitution, core values and principles.
- LGBTI members in good standing shall have the right to vote and may stand for positions of participatory leadership of the organisation.
- Membership can be applied for through regional structures to be established nationwide by paying the required membership fee as determined by the NEC and approved by the Board of Trustees,
- Membership of any person can be withdrawn voluntarily or when such person make him/herself guilty of violation of this constitution or any other Board of Trustees approved governing documents,
- Membership revocation through a disciplinary process will be conducted by a disciplinary committee so appointed through a process as contemplated on by this constitution of the deed of trust,
- Membership to the organisation may be voluntarily surrendered should a member feel that they for one or other reason differs with the fundamental vision, mission and objective of the organisation,
- Withdrawal of membership to the organisation can be appealed through a petition to the Board of Trustees, whose decision shall be binding and final.

#### 2.1.2 Associate Membership

- Associate membership to the organisation shall be open to all persons of our society who believes in the organisations core values, principles

and ideology and who are not necessarily part of the LGBTI community,

- Associate members in good standing may be invited to local, regional and national gatherings at the discretion of the Board of Trustees;
- Associate membership can be applied for by submitting an application form for Associate membership through the relevant structures of the organisation,
- The application which is subject to approval by the Board of Trustees cannot be unreasonably declined,
- Associate members shall have no right to vote and may not stand for leadership positions of the organisation,
- Associate Membership of any person can be withdrawn when such person make him/herself guilty of violation of this constitution and all other governing documents as approved by the Board,
- Associate Membership to the organisation may be voluntarily surrendered if a member feel that they fundamentally, ideologically, principally and objectively differ with the aims vision, mission and objective of the organisation,
- Withdrawal of Associate membership to the organisation can be appealed through petition to the Board of Trustees, whose decision shall be binding and final.

### 2.1.3 Honorary Membership:

- Honorary membership may be conferred to a person by the Board of Trustees, for their meritorious services to the organisation or on recommendation of the NEC,
- Honorary member may be invited to local, regional and nationally meetings of the organisation at the discretion of the Board of Trustees,
- Honorary members shall enjoy participatory rights in all invited meetings, however shall not be allowed to vote or stand for leadership positions in the organisation,
- Honorary membership may be withdrawn for violations against this constitution and any other duly governing documents,

## **CHAPTER III**

### **3.1 STRUCTURES**

The following participatory structures of the organization shall be established to facilitate the effective membership participation in the governance and operational processes of the organization;

### **3.2 NATIONAL GENERAL ASSEMBLY (NGA)**

3.2.1 There shall be a National General Assembly to be held every three (3) years;

3.2.2 The NGA shall elect the organisation's National Executive Committee (NEC) that shall be subject to endorsement by the Board of Trustees,

3.2.3 The NGA shall elect fifteen (15) members representing the following movements; LB/WSW, GB/MSM, Transgender and youth to the NEC for a period of three (3) years,

3.2.4 The NGA shall receive programme and situational reports from the Regions, NEC and Board of Trustees; and review the work of the organization for the period preceding the NGA;

3.2.5 The NGA has the power to review and amend the constitution by two thirds majority vote in favor, or take any such decisions and resolutions which it deems fit for the organization's development and growth;

3.2.6 Delegates to the NGA shall be drawn from active regions on a quota system as determined by the Board of Trustees, representing delegates elected at the RCs;

### **3.3 NATIONAL EXECUTIVE COMMITTEE (NEC)**

3.3.1 The NEC shall consist of fifteen (15) members directly elected by the NGA,

3.3.2 The NEC shall from amongst themselves elect two (2) Co-chairpersons, a secretary, treasurer and the remaining nine (11) members shall service as ordinary members of the NEC,

3.3.3 The NEC shall at least meet once (1) a year,

- 3.3.4 The two Co-chairpersons of the NEC shall become automatic members of the Board of Trustees of the organization, being the duly elected representatives of the NEC to the Board and can be recalled by a motion supported by two-third of the NEC members at a NEC meeting if in the opinion of the NEC such members are not performing to expectations,
- 3.3.5 The NEC shall make recommendations to the Board of Trustees of the organization on any issues it regards as in the interest of the Namibian LGBTI community through the two (2) Co-chairpersons,
- 3.3.6 The NEC shall follow up on recommendation and submissions made to the Trustees through the Co-chairpersons and monitor the implementation of NGA resolutions and any other submissions it may hand in from time to time,
- 3.3.7 The NEC shall have no supervisory power over the organizational management and staff, however will liaise through the Board of Trustees on issue that may be of concern to it,
- 3.3.8 The NEC shall execute its advisory functions and duties with due diligence to ensure that the interest of the broader LGBTI community is respected and required services a programmed are tailor made to the needs of the LGBTI community,
- 3.3.9 Members of the Board of Trustees shall be allowed to attend NEC meetings as observers so as to build clear understanding on issues of importance to the broader LGBTI community
- 3.3.8 The NEC can request the Director of the organization through the Board Chairperson to report and update the NEC on organizational activities,

#### **3.4 REGIONAL CONFERENCES (RCs)**

- 3.4.1 Regional conference shall be held every three (3) years,
- 3.4.2 Delegates to RCs shall be drawn from active branches of the organisation in all regions that are duly registered annually with the organisation's head office, and who are all in good standing with the organisation,
- 3.4.3 Delegates to RCs shall be subject to a quota system of two (2) delegates from branches,

- 3.4.4 The RC shall elect from amongst its delegates the Regional Executive Committees (REC),
- 3.4.5 The RCs shall elect four (4) members representing four (4) movements namely LB/WSW, GB/MSM, Transgender and youth to represent their region at the NGA,
- 3.4.6 The RC's shall receive situational report from the branches and make recommendation to the NGA,

### **3.5 REGIONAL EXECUTIVE COMMITTEE (REC)**

- 3.5.1 The REC shall consist of eight (9) members directly elected by the Regional Conferences,
- 3.5.2 The REC shall from amongst themselves elect one (1) Chairperson, a deputy chairperson, a Secretary and a Treasurer with the remaining five (5) members serving as ordinary members of the REC,
- 3.5.3 The REC shall meet twice (2) per year as far as possible,
- 3.5.4 The chairpersons of the RECs shall be automatic delegates to the NGA, representing the quota for the movement he/she represents,
- 3.5.5 The REC shall make recommendation to the NGA on any issues it regards as in the interest of the LGBTI community within the regions,
- 3.5.6 The REC shall have no supervisory power over the organizational regional staff, however will liaise through the NEC on issues that may be of concern to it,
- 3.5.7 The REC shall monitor the work of the organization in the regions and ensure that recommendation made by it is duly considered through the NEC.

### **3.6 THE BRANCH**

The basic unit of the organization where all activities takes place is the branch. Every member of the organization starts by being a member of the branch and must remain so associated at all times and wherever he/she might happen to find her/himself in the national territory of Namibia. A branch shall constitute at least a minimum of 10 members and a maximum of 50 members.

- 3.6.1 Branch meeting shall be held on a monthly basis,
- 3.6.2 The branch meetings shall elect a branch leadership consisting of eight (7) members, who are in good standing with the organization,
- 3.6.3 The branch leadership shall elect from amongst themselves a Chairperson and Deputy, Secretary and Treasurer with the remaining three (3) members serving the leadership as additional members;
- 3.6.3 The Chairperson and Secretary of the branch leadership shall be automatic delegates to the Regional Conference.

## **CHAPTER IV**

### **4.1 CODE OF CONDUCT**

- 4.1.1 The Board of Trustees shall establish a Code of Conduct for all members of the Organisation which forms an integral part of this constitution,
- 4.1.2 All members irrespective of the category of membership are to adhere to the guidelines as provided for in the Code of Conduct;
- 4.1.3 A disciplinary committee as determined by the Board of Trustees shall regulate the conduct of members of the organisation.

### **4.2 DISSOLUTION AND OTHER MISCELLANEOUS MATTERS**

- 4.2.1 The organisation maybe dissolved by two-third of the paid-up members at a Special General Assembly so called by two-thirds of the constituted Regional Structures through a motion to the NEC. Such a motion must be submitted to the Board of Trusstees and must be endorsed by two-third of the trustees at a Special Meeting for it to take effect. On dissolution, the proceedings from the assets shall be dealt with in accordance with a resolution adopted by the same Special General Assembly and in accordance with provisons in the Deed of Trust. Upon such a resolution being endorsed by the board, the Board of Trustees will ensure a smooth winding up transition in accordance with the laws of the Republic of Namibia governing dissolutions of a trusts.

4.2.1 The organisation is a legal personality on itself and is capable of suing and being sued in a court of law. It can open bank accounts, acquire and dispose of assets in its own name as determined by the Deed of Trust.

4.2.3 Amendments to the constitution must be by two-third of the paid up delegates to the NGA of which such amendments are subject to the provision of the Deed of Trust as contemplated on by the trustees. The effect of such amendments must be endorsed by two-thirds of the members of Board of Trust at a board meeting.

## **Chapter V**

### **5.1 CONCLUSION**

The organisation finds its legal identity in a Trust, this constitution aims to engage the full participation of the Namibian LGBTI community in the running of the affairs of the organisation. The Board of Trustees remains the highest decision making structure of the organisation as provided for in the Deed of TRust.