

CONSTITUTION

as amended at the 2010 conference, Den Haag

A. General

1. Hereby a non-profit international non-governmental organisation called The European Region of The International Lesbian, Gay, Bisexual, Trans and Intersex Association (ILGA), hereafter called ILGA-Europe, is established.
2. ILGA-Europe is the regional organisation for the European region of ILGA.
3. ILGA-Europe is registered under Belgian law of 25 October 1919. The law of 27 June 1921 as amended by the law of 2 May 2002 governs areas not covered in this constitution.
4. The legal residence of ILGA-Europe is at 12 rue Belliard, 1040 Bruxelles, and can be moved elsewhere within Belgium by decision of the executive board and subsequent announcement in the annex of Moniteur Belge.
5. ILGA-Europe has the sovereignty to make decisions on regional matters according to the rules set up in this constitution, subject to the provisions of ILGA's constitution.
6. The work of ILGA-Europe shall reflect the diversity of its members.

B. Aims and Objectives

1. The aims of ILGA-Europe are
 - a) to promote universal respect for and observance of human rights and fundamental freedoms, including the elimination of all forms of discrimination and including the specific provisions of the conventions and covenants specified in the constitution of ILGA;
 - b) to work for the equality of lesbians, gay men, bisexuals, trans and intersex people and liberation from all forms of discrimination.
2. In this context, the activity of ILGA-Europe will include, *inter alia*:
 - a) representing members to the European institutions, as well as to other bodies and organisations active at the European level;
 - b) coordinating projects, programmes, actions and initiatives from members to which a European dimension needs to be brought;
 - c) developing projects and undertaking studies or research in various fields that are of particular concern to lesbians, gays, bisexuals, trans and intersex people;
 - d) developing necessary networks for a permanent exchange of information and actions with members on issues addressed in Europe;
 - e) Participating in activities and projects at the global level, as appropriate;
 - f) agreeing and implementing European action programmes, possibly jointly with other organisations. For this purpose, ILGA-Europe can use any information and promotional means, organise courses, conferences, seminars, study days. This list is descriptive and not comprehensive.
3. The aims of ILGA-Europe shall at all times be consistent with the aims expressed in the Foundation Document and Aims and Objectives parts of the constitution of ILGA.

C. Membership

1. All full/associate members of ILGA (as defined in subsection 4-6) in the European region, as defined by the ILGA world conference, are full/associate members of ILGA-Europe. They have legal personality.

2. Where the ILGA world conference has given members a right to choose whether to become a member of the European region or another region they shall become a member of ILGA-Europe following notification to ILGA that they wish to do so.

3. Members shall at all times have the same membership status in ILGA-Europe as in ILGA itself.

4. Membership in ILGA is divided into two categories.

(i) Organisations can become full members of ILGA if they represent lesbians, gay men, bisexuals, trans or intersex people and support the aims of ILGA. Organisations can become full members, as well, if they meet the above criteria but form part of a larger organisation.

(ii) Individuals wishing to associate to ILGA may become Friends of ILGA.

5. Admission

(i) An applicant for either category of membership of ILGA must (a) apply in writing to the Administrative Office of ILGA; (b) affirm agreement in writing with the aims of ILGA and (c) provide a description of itself, its aims and the composition of its membership.

(ii) Applications, which are in conformity with the aims and objectives in this constitution, shall be accepted by ILGA's Executive Board, subject to final decision by the World Conference.

6. Suspension and expulsion

A member may be suspended from membership by the ILGA Executive Board for failure to comply with this constitution. The suspension, unless revoked by the Executive Board, shall remain in force until the next World Conference. A member may be expelled from membership by motion at a World Conference for failure to comply with this constitution.

7. A member facing an expulsion procedure may present its defence.

D. The European Regional Conference

1. The highest body of ILGA-Europe is the European Regional Conference. It determines the policy of ILGA-Europe within the framework of this constitution.

2. The European Regional Conference shall meet every year at a time and a place normally decided by a former conference. The Executive Board shall, however, take steps to ensure that a conference is called, including determining the time and place as necessary, if such a decision is not taken or it subsequently becomes unviable for any reason. The procedures for the Conference shall be those set out in this constitution and the Standing Orders for ILGA-Europe.

3. Full members and the Executive Board can submit proposals to be dealt with at the Regional Conference in accordance with the provisions in the Standing Orders. They may also nominate candidates for the Executive Board and submit amendments to proposals in accordance with the Standing Orders.

4. The Executive Board shall send in accordance with the provisions in the Standing Orders to all members a preliminary agenda including proposals and the accounts and inviting full members to send amendments to proposals. Before the conference the Executive Board shall send in accordance with the provisions in the Standing Orders the final agenda, the report from the Board, the budget and a list of candidates for the Board to the members.

5. The agenda of the Regional Conference shall include:

- g) election of the Chairing Pool;
- h) report from the Executive Board;
- i) approval of the accounts;
- j) proposals and amendments from the executive board or full member organisations;
- k) approval of budget and a financial report;
- l) election of the members of the Executive Board and substitutes;
- m) appointment of an auditor;
- n) any other business.

6. The conference is composed of delegations from full member organisations each carrying up to two votes according to the rules in the Standing Orders and members of the Executive Board. Other representatives of full member organisations, representatives of associate member groups and associate individual members within the region may attend the conference. The host organisation and the Executive Board can invite others to take part in the conference. Only delegates from full member organisations may vote at the conference.

7. The conference is chaired by a Chairing Pool, which shall have the functions set out in the Standing Orders.

8. Decisions of the conference are taken only by the conference plenary. The following proposals can be put forward to the plenary:

- o) proposals and amendments from full members or from the Executive Board that have been submitted and circulated according to 3 and 4;
- p) proposals from the Executive Board;
- q) proposals from the conference, in accordance with the procedures in the Standing Orders.

9. Whenever possible decisions should be taken by consensus. In the event of a vote, decisions will be made on the basis of a simple majority of votes cast for and against, with the exception of proposals for changes to the constitution as stated in article H.2. The decisions of the conference are recorded in a registry.

10. Elections and voting shall be conducted in accordance with the rules in the Standing Orders. Election to any post in ILGA-Europe requires at least 20 % of the votes present at the election.

11. An extraordinary Regional Conference shall be convened by the Executive Board if

- r) a Regional Conference decides that an extraordinary conference should be held, or
- s) 33 % of the full members including members from at least 12 countries request such a conference in order to discuss and take decision on particular issues, or
- t) the Board considers that it is in the interest of ILGA-Europe for such a conference to be held to discuss and make decisions on particular issues.

12. The notice for such a conference shall specify the issues, which are to be discussed, and the agenda for the conference shall be restricted to these issues.

At extraordinary conferences decisions can only be taken if at least 15 % of the full members including members from at least 12 countries are represented at the conference by delegates or by proxy. In all other respects, the provisions of this constitution and the Standing Orders shall apply.

13. The Executive Board shall initiate a written decision procedure in accordance with article E.9, if 25 % of the full members including members from at least 10 countries call for such a procedure on particular issues.

E. The Executive Board

- 1.** The Executive Board shall act and can make decisions on behalf of ILGA-Europe between the conferences within the framework of this constitution and policies laid down by Regional Conferences.
- 2.** The Executive Board shall consist of 10 individuals from full member organisations, of whom at least 4 shall be women and at least 4 shall be men, elected in accordance with the provisions of this constitution and the Standing Orders . In the composition of the Executive Board the diversity of the membership should be reflected.. In case, at the time of election, there are less candidates of one gender than necessary to have at least four women and at least four men on the Board, the remaining places reserved for that gender are vacant. Additional to the elected Executive Board the board shall appoint an ex officio member who is a citizen of a country member of the European Union, unless one of the elected members meets that requirement.
- 3.** The Executive Board has the following functions:
 - u) to implement ILGA-Europe policies,
 - v) to represent ILGA-Europe with international organisations and set up lobbies where needed,
 - w) to manage an administrative office,
 - x) to submit a report of its activities to the Regional Conference and of the regional activities to the world conference,
 - y) to submit a financial report to the Regional Conference including the audited accounts and the budget,
 - z) to assign specific areas of responsibilities to its members,
 - aa) to set up working parties to assist it in specific areas and to mandate such working parties to act on its behalf where appropriate,
 - bb) to initiate a written decision making procedure in major and urgent cases in areas falling outside or conflicting with policies decided by the Regional Conference, in accordance with article E.9,
 - cc) to act on behalf of the organisation where necessary and undertake such other functions for every purpose falling within the aims and objectives of ILGA-Europe.
- 4.** The Executive Board shall set up its own order of business and determine its own timetable for meetings in order to carry out its functions. The quorum shall be 50 % of Board members. The decisions of the board shall be recorded in a registry.
- 5.** The meetings of the Executive Board shall be open to one representative from every full member organisation and all full members are upon request entitled to all information about ILGA-Europe and the work of the Executive Board except for confidential personal information regarding individual board members or employees.
- 6.** The term of office of the members of the Executive Board shall be from the end of the conference at which they are elected until the end of the second ordinary conference after their election. At its first meeting after each ordinary Conference the Executive Board will elect, to serve for a term of one year two of its members, of whom at least one shall be a woman, as co-chairpersons of the Board, and two of its members as treasurer and secretary of the Board. Members of the Executive Board can be re-elected.
- 7.** In the case a Regional Conference elects more than five members of the Executive Board, only the term of office of five members will be as set out in section E6 of this Constitution. The term of office for the remaining members will be from the end of the ordinary Conference in which they have been elected until the end of the next ordinary Conference and they will be chosen by a second round of election. Among all the members of the Executive Board whose term of office is to expire at the next Conference there should not be more than three women and there should not be more than three men.

8. ILGA-Europe can only be legally committed by two members of the Executive Board jointly, acting with the proper authorisation of the board.

9. In the case of a written decision procedure, initiated under the provisions of article E.3.bb) or article D.13, a decision can only be taken by a majority of the full members responding and only if at least 40 % of the full members including members from at least 15 countries have responded. All relevant material concerning the matter on which a decision shall be taken will be sent to all members.

F. European representatives in the ILGA executive board

1. The Regional Conference shall elect two representatives of whom at least one identifies as woman to the executive board of ILGA, in accordance with the constitution of ILGA.

2. The term of office of the European representatives in the ILGA executive board is from the end of the regional conference at which they are elected until the end of the second regional conference after the election.

G. Finances

1. The financial year is the 12 months beginning 1 January.

2. ILGA-Europe may receive income from the following sources:

- dd) membership contributions;
- ee) grants;
- ff) donations;
- gg) sponsorships;
- hh) other legally acceptable sources.

3. The Executive Board is responsible for ensuring that accurate accounts are kept of the capital, income and expenditures of ILGA-Europe, and shall present the audited accounts and balance sheet for the previous financial year to the Regional Conference for approval and adoption, together with a financial report outlining the situation of the current financial year.

4. The Executive 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 ILGA-Europe's accounts.

5. Only members of the Executive Board and personnel mandated by the board can withdraw from ILGA-Europe bank- and giro-accounts.

6. The Regional Conference shall appoint a suitably qualified auditor who shall be independent of the executive board.

H. Changes of the constitution

1. Proposals for changing this constitution can only be dealt with at a Regional Conference if the proposal has been submitted and circulated according to the rules in section D.

2. Adoption of changes to the constitution requires a majority of 75 % of the votes cast for and against.

3. Any change to this constitution shall be approved by Belgian royal decree and will be published in the Annexes to the Moniteur Belge.

I. Closing down

1. Closing down of ILGA-Europe can be decided by the Regional Conference according to the rules in article H.

In case of closing down of ILGA-Europe the assets of the organisation shall go to an organisation having similar aims as ILGA-Europe, decided by the Regional Conference.