

Bi+ Equal Shaping The Future

PART II.B

Constitution articles for the pan-European bi+ umbrella entity

Bi+ Equal Project Governance Team Proposals

October 1st 2025



Foreword

As a first step towards designing the pan-European umbrella bi+ entity which reflects the needs and desires of the bi+ community, Bi+ Equal Governance Team conducted a detailed comparative analysis of the governance systems of four established, member-led pan-European LGBTQIA+ organisations: EL*C, IGLYO, ILGA-Europe, and TGEU. This research, presented in Part I of our Bi+ Equal governance supporting document, set out to examine how these organisations approach core governance elements such as membership structures, decision-making, accountability, leadership composition, and the amendment of governing documents. The document is available on our website's "[Shaping The Future](#)" page.

We found shared commitments to democratic participation, financial transparency, and community-led oversight across all four, yet the specific mechanisms differed widely. Some organisations prioritise identity-specific leadership, others focus on ensuring strong advisory voices or internal diversity through quota systems or pre-election bodies. Many rely on layered structures, such as working groups, panels, or subcommittees, to distribute power and uphold accountability, while approaches to General Assemblies, voting rights, and term limits revealed striking contrasts in how decentralised or centralised decision-making can be.

These differences have helped us see governance not as a rigid formula, but as a set of living practices that must reflect the values, needs, and realities of the communities they serve. The review offered us a picture of how pan-European organisations, serving similar communities to bi+ community and a foundation to our proposals for the structure and the main points of the entity to build.

To make sense of these findings and explore the pros and cons of our proposals ensuring a truly responsive approach of an entity to be founded in 2025, to serve the bi+ movement, we invited four brilliant governance experts from our wider LGBTQIA+ communities to engage in a reflective, strategic conversation.

Our Pool of Governance Consultants, composed of Anwar Ogrm, Darienne Flemington, Ruth Baldacchino, Yassine Chagh, with their years of experience and ever-growing enthusiasm, brought powerful lessons, bold ideas, and thoughtful recommendations on how we can do things differently this time. Their insights, grounded in both practice and political vision, helped us translate our research and initial proposals into proposals tailored to our own context.

We are grateful for the time and true enthusiasm and love each of them, and all of them as a team put into this process.

We also shared the outcomes with the rest of the Bi+ Equal team leaders and adjusted even more the proposals coming from Bi+ Equal project.

The remainder of this document presents those proposals: a starting point for shaping a governance structure in 2025, that is transparent, inclusive, sustainable—and unapologetically bi+!

Last but not least, we are grateful to you, our vibrant bi+ community, for being present and walking this path with us. Bi+ Equal, is a project for the bi+ community and by the bi+ community.

Bi+ Equal Governance Team
Soudeh Rad and Demet Gümüş
October 2025



October 2025 Founding General Meeting	5
Constitution Articles Proposals	7
1. Country of Registration and type of entity	7
2. Name	7
3. Covered territory	7
4. Purpose	7
5. Governance structure	8
5.1 Governance bodies at Bi+ Equal	8
5.2 Identities on the Board and its supporting Satellite entities	9
5.3 Positions on the Board	9
5.4 Internal procedures and governance of the Board	10
5.5 Conflict of Interest	10
6. Community Membership, Partners and Friends of Bi+ Equal	11
6.1 Community Membership	11
6.1.1 Community Membership approval, fees and dismissal	11
6.1.2 Membership Fees	11
6.1.3 Withdrawal from Membership	12
6.1.4 Suspension or Exclusion	12
6.2 Partners and Friends of Bi+ Equal	12
6.2.1 Partner Organisations	12
6.2.2 Friends of Bi+ Equal	12
7. General Meeting of Bi+ Equal	13
7.1 The General Meeting	13
7.2 Convening to General Meeting	13
7.3 General Meeting Committee	14
7.4 Decision-making in General Meeting	14
7.5 Representation and proxy	15
7.6 Voting rights and weights	15
7.6.1 General Principles	15
7.6.2 Weight of Votes	15
7.6.3 Additional Votes	15
7.7 Resolutions and qualification of candidates	16
7.8 Modalities of Casting Votes	16
7.9 Extraordinary General Meeting	17
7.10 Minutes of the General Meeting	17
8. Dissolution	18
9. Terms of Reference	18
Other Proposals	19

October 2025 Founding General Meeting

Our goal for the October **hybrid Founding General Meeting (F-GM)** is to vote on the primary guidelines for the organisation to be. This step follows the first phase of the governance process, The Bi+ Equal Comparative Governance Analysis of four pan-European LGBTQIA+ organisations, published in July 2025.

Between July and August, the Governance team has continued their journey by reflecting on the outcomes of the Comparative Governance Analysis, designing proposals for the structure and sharing them with the Pool of Governance Consultants, who gave valuable feedback. Some of the points were redesigned and discussed with the larger Bi+ Equal team. The outcomes are shared with the community in early August 2025.

Bi+ Equal Governance team hosted 2 online governance workshops on August 22 and September 18th 2025 to adjust the proposals to the needs and desires of the pan-European bi+ community and bring them to October F-GM. During the hybrid F-GM, there will be 2 more workshops to inform and discuss the proposed structure before the final vote, taking place on October 22nd.

During this F-GM, **votes** will be collected from **individuals, not groups or organisations**. Along with a summary of conversations and the process of decision-making and voting, the minutes will record the number of individuals and countries they represent. At this stage, we won't need to include the groups or organisations represented, as we still are not recognised as a legal entity, nor a "member-based organisation".

The total number of voters will correspond to the total number of online and in-person participants in the F-GM, with a simple majority required for each item to be passed.

To ensure the impartiality of the votes cast, the two organisations, Spectrum and Bi+ Nederland will each obtain 3 votes to assign to their members. This will compensate for the significant number of Bi+ Equal team members from the two founding organisations present at the F-GM.

Minutes will be annexed to the Bi+ Equal Founding Document.

The F-GM will approve the structure of the future bi+ umbrella entity and authorize the Bi+ Equal team to

- Register the entity respecting the structure approved at the F-GM and in compliance with the country of registration.
- Arrange, plan and organise the Elected Bodies GM, including appointing a General Meeting Committee (GM committee) who will manage the elections and ensure the smooth running of the GM, issuing the call for candidates for the Board (and any other necessary elected bodies). Meaning, the Bi+ Equal governance team will not act as the “GM Committee” that runs the Elected Bodies GM.
- The Elected body General Meeting will have to take place before April 8, 2026, the final day of the Bi+ Equal project. Bi+ Equal team anticipates an online GM during March 2026.

Please note that to register an Association with full legal capacity in The Netherlands one needs to work with a notary. The articles have to cover the following:

1. Name of the association;
2. Registered office address;
3. Purpose of the association;
4. Obligations of the members towards the association;
5. Method of convening a General Meeting of Members;
6. Allocation of the association's equity when the association ends.

Last but not least, we would like to keep this first version of the constitution for this future pan-European bi+ umbrella entity as **flexible**, but also as **strong** as possible. We invite all of you from the pan-European bi+ community to participate in this journey and participate in the conversations. Participants could register to participate in these online workshops and hybrid Conference and F-GM.

In this document, we communicate the last version of the proposals for the Constitution to be voted during the F-GM. For the rationales and detailed feedback from the community, please refer to the document: “Bi+ Equal Constitution, Online Workshop Feedback”. In the last page, you will also be reminded of other proposals to discuss and approve during the F-GM.

Documents are available on the website biplusequal.org and the “[Shaping The Future](#)” page dedicated to governance.

Constitution Articles Proposals

1. Country of Registration and type of entity

Bi+ Equal team proposes that the entity be registered as an **Association with full legal capacity** (*vereniging* in Dutch) in the Netherlands, which requires (at least) **two individuals** for registration, which equals the legal minimum number of Board members.

Individuals registering the Association are considered the first Board until the next General Meeting, where the following Board members are elected.

2. Name

Bi+ Equal

3. Covered territory

Bi+ Equal cover the pan-European countries, including the Countries of the Council of Europe and the following Central Asian Countries: Georgia, Kazakhstan, Kyrgyz Republic, Tajikistan and Turkmenistan, while acknowledging the territories, self-governed or not, whose indigenous people do not identify themselves and their lands as part of a country named in legal and/or international documents and/or systems.

4. Purpose

Bi+ Equal are a pan-European member-based organisation, whose aim is to end and counter bi+ erasure and invisibilisation in social, political and economic aspects of human lives, protect, advance and advocate for the human rights, freedom, equity and equality, access to care, dignity, non-discrimination, security and belonging of bi+ people in pan-European region, through community building, advocacy, awareness raising and knowledge sharing.

Bi+ Equal honour the diversity of lived experiences in relation to power and acknowledge intersectional privileges and challenge all forms of intersectional oppressions. We position ourselves as an anti-racist, intersectional feminist, trans, and gender diverse inclusive organisation.

- "Bi+" is an umbrella term for all people whose sexual orientation is focused on people of more than one gender. They might or might not identify as bi+, bisexual, pansexual, queer, fluid, etc. The term bi+ is becoming common in its respective communities, as it is a broader and more inclusive term than bisexuality.

5. Governance structure

5.1 Governance bodies at Bi+ Equal

Governing bodies are composed of:

1. **The Community Membership and the General Meeting**

The Bi+ Equal Community membership and the General Meeting is the highest decision-making body, determining the general policy and direction of Bi+ Equal.

2. **The Board, appointed and accountable to Community members**

The Bi+ Equal Board (the Committee in Dutch administrative system) is the body that governs the organisation between General Meetings, providing overall direction, overseeing strategic implementation, supervising staff, and managing financial policy. Core responsibilities include strategic guidance, engaging with membership, formulating policies, financial oversight, and supporting the Executive Director. The Board is appointed by the membership through elections and is composed of 5 to 9 members.

Every Board member can serve a maximum of 3 (three) consecutive mandates of 2 (two) years per Board member, to ensure both the learning curve and turnover at the the Bi+ Equal Board. The Board is appointed by the membership through elections and is composed of 5 to 9 members.

Other supporting satellite entities, i.e. advisory board, consultants, working groups, etc. are created and appointed by the Board upon need and circumstances. The possibility of the creation of these satellite entities will be mentioned in the constitution (statuten).

Should the number of board members fall to three or fewer within six months of the General Meeting, indicating a dysfunctional Board and impacting the organization, an Emergency General Meeting (EGM) can be convened. This EGM would serve to appoint up to three new Board members, who would serve until the next General Meeting.

3. **The Staff**

Bi+ Equal Staff's main purpose is to carry out the work defined in the strategic

framework and annual work program, using methods like advocacy, capacity building, communication, litigation, and strategic partnership. The Executive Director leads the staff and is responsible for strategic direction, governance, risk management, and organisational developments.
Staff members cannot be part of the Board or Satellite entities.

5.2 Identities on the Board and its supporting Satellite entities

Board members will complete their mandate regardless of their self-identification during the mandate. While the election of Board members and appointment of members of satellite entities shall be based on skills, competence and proven capacity, for satellite supporting entities, there is no requirement of identification under bi+, but stays a preference. Bi+ Equal Staff and Board shall proactively encourage individuals from underrepresented communities to run for Board and join other governing bodies and implement a true inclusive, capacity-building and growth strategy.

All Board members come from the Bi+ Community Membership.

All Board members shall self-identify as one of the identities under the bi+ umbrella when standing for the elections.

OR

The majority of Board members shall self-identify as one of the identities under the bi+ umbrella when standing for the elections. Precisely, on a Board of 9 or 8 people, only 2 can self-identify out of bi+ umbrella term when standing for the elections, and on a Board of 7 to 5, only 1 member can self-identify out of the bi+ umbrella when standing for the elections.

5.3 Positions on the Board

On the Bi+ Equal Board, there will be at least 5 members, the three main roles of Chair, Treasurer and Secretary are secured. In the spirit of giving the power to the membership and enabling the Board to fulfill the best interests of the membership, the positions of the Board have to be decided by the Board itself, to secure the best teamwork and trust in the group of people who will have to work together.

Potential positions of Deputy Chair, Deputy Secretary and Deputy-Treasurer secure both the smooth functioning of the Board and the knowledge and experience sharing for capacity building and continuance of the strategies.

Description of the board positions:

- a. Chair: The Chair ensures the proper function of the Board, effective management of the organisation, line-manages and provides support and supervision to the Executive Director, represents the organisation and acts as legal representative of Bi+ Equal.
- b. Secretary: The Secretary often acts as an information and reference point for the Executive Director, Chair, and other Board members, clarifying past practice and decisions, confirming legal requirements, and retrieving relevant documentation.
- c. Treasurer: While the responsibility of financial management of the organisation lies mostly on the Finance Director and their department, the Treasurer has a watchdog role over all aspects of financial management, working closely with other members of the Executive Board to safeguard the organisation's finances. The Treasurer acts as an information and reference point for the Chair and other Board members, among others in clarifying financial implications of proposals; confirming legal requirements; outlining the current financial status; and retrieving relevant documentation.

5.4 Internal procedures and governance of the Board

The Board will develop a mechanism for internal work of the Board, including the working groups, and decision-making processes regarding the suspension and/or dismissal of a board member, and the board vs staff interaction and collaboration. The board will have to assess the need for, creation and work of supporting satellite entities.

5.5 Conflict of Interest

To avoid any conflict of interest, the Board membership is not a paid position. It is highly recommended that participation in Board activities does not represent a burden to the members, to avoid this contribution being considered a “job”. Honorariums and reimbursements (including per diems in case of travel) shall be considered.

6. Community Membership, Partners and Friends of Bi+ Equal

6.1 Community Membership

Bi+ Equal shall comprise the following categories of Community Membership: Community Members hold full rights to participate in the governance of Bi+ Equal, including voting rights in the General Assembly (GM). Community Members consist of:

- a) **Bi+ Individual Activist Members:** Individuals who self-identify as bi+ and are actively engaged in advancing the bi+ movement.
- b) **Bi+ Organisations and Groups Members:** Organisations or groups, whether registered or unregistered, that:
 - a) Primarily focus on bi+ issues, **or**
 - b) Are working on bi+ issues, under a larger LGBTQIA+ organisations without a dedicated bi+ focus;

6.1.1 Community Membership approval, fees and dismissal

All Community Members must agree to Bi+ Equal's **Constitution, values and general policies** upon joining.

- General policies include, but are not limited to, the **Anti-Harassment Policy** and **Anti-Discrimination Policy**.

6.1.2 Membership Fees

Annual Membership fees shall be proposed by the Board and approved by the General Meeting. The membership fee shall be:

- €1 for individuals
- €3 for groups and organisations

This fee can be waived for all or part of the Community Members through a proposal by the Board and approval by the General Meeting.

Voluntary, restricted, or unrestricted donations may be made at any time.

6.1.3 Withdrawal from Membership

Community Members of Bi+ Equal may resign by submitting a formal letter to the Board, including the reasons for leaving.

6.1.4 Suspension or Exclusion

A safeguarding process shall be in place for all members. The exclusion or suspension of members shall follow a **restorative justice process**, prioritising care and mediation before legal protections and actions.

The process shall engage the community, the Board, and/or staff as appropriate.

6.2 Partners and Friends of Bi+ Equal

Partner Organisations, and Friends of Bi+ Equal must agree to Bi+ Equal's **constitution, values and general policies** upon joining.

A safeguarding process shall be in place for Partner Organisations and Friends of Bi+ Equal. The exclusion or suspension shall follow a **restorative justice process**, prioritising care and mediation before legal protections and actions.

- General policies include, but are not limited to, the **Anti-Harassment Policy** and **Anti-Discrimination Policy**.

6.2.1 Partner Organisations

LGBTQIA+ organisations, networks, or groups that make a meaningful contribution to the bi+ movement but are not bi+-focused may become Partner Organisations. Partner Organisations:

- May engage in Bi+ Equal activities, consultations, and collaborations;
- Do **not** hold voting rights;
- Do **not** participate in governance processes, including the General Meetings.

6.2.2 Friends of Bi+ Equal

Friends of Bi+ Equal include individuals, groups, or organisations not specifically working with or for the bi+ community but wishing to support Bi+ Equal's mission. Examples include:

- Initiatives led by bi+ activists outside traditional activism structures.

- Initiatives out of the LGBTQIA+ community or movement that agree with Bi+ Equal Constitution, values, and support the missions of Bi+ Equal

Friends of Bi+ Equal have no voting rights and shall not participate in the General Meetings. They may be informed of decisions and consulted on specific matters when deemed appropriate by the Board.

7. General Meeting of Bi+ Equal

7.1 The General Meeting

The General Meeting of Bi+ Equal is the highest body of Bi+ Equal. It has the fullest powers to achieve its aims and determines the general policy of Bi+ Equal within the framework of the present Constitution.

The General Meeting shall, in particular, have exclusive power:

1. to elect or dismiss the Board members;
2. to appoint and dismiss the statutory auditor, as well as to determine its remuneration;
3. to approve the budget of the following financial year and the annual accounts of the previous financial year of Bi+ Equal and as the case may be, the statutory auditor's report;
4. to recommend changes to the financial policies and practices of Bi+ Equal;
5. to vote on the discharge of the members of the Board and the statutory auditor for the exercise of their mandate;
6. to amend the Constitution;
7. to adopt and amend the Terms of Reference of Bi+ Equal; and
8. to dissolve Bi+ Equal.

The General Meeting shall be convened at least once a year, within 12 (twelve) months as from the closing of the last financial or book year, for the purpose of approving the annual accounts to be filed.

7.2 Convening to General Meeting

The General Meeting is convened by the Chair of the Board jointly upon decision of the Board by electronic means or letter at least three (3) weeks before the date of the meeting. In accordance with the Terms of Reference, this convening notice shall include time, place and the final agenda as well as the documents to be

discussed at the General Meeting.

Community Members and the Board can submit proposals, amendments to proposals and other appropriate business to be dealt with at the General Meeting in accordance with the provisions of the Terms of Reference.

Further provisions regarding the determination of the time and place, the timetable of the General Meeting, the procedure prior to the General Meeting, the publication of the Preliminary Agenda and the Final Agenda may be detailed in the Terms of Reference.

The General Meeting may be held physically, by video-conference, web-conference, conference call or by any other means permitted by law. Any Community Member is authorised to take part in the deliberations of the General Meeting and to express their vote by any means of telecommunication, whether oral or digital, intended to organise conferences between different participants who are geographically distant and which allows them to communicate simultaneously with each other.

7.3 General Meeting Committee

The General Meeting is chaired by the General Meeting Committee, whose composition and functions are set out in the Terms of Reference.

7.4 Decision-making in General Meeting

The main discussions on the agenda items shall take place in workshops, which may recommend the approval or rejection of a proposal and/or amendment, or may recommend an adoption subject to specified changes to the plenary session of the General Meeting.

Decisions of the General Meeting are only taken during the General Meeting plenary sessions. The following proposals can be put forward to the plenary sessions:

1. proposals and amendments submitted by the Board or by a Community Member;
2. declarations or resolutions from a workshop of the General Meeting.

Further provisions regarding the conduct of the workshops and the plenary session may be stipulated in the Terms of Reference.

7.5 Representation and proxy

Any Community Member may be represented at the General Meeting by another Community Member's delegate or participant attending the General Meeting by proxy.

However, a Community Member's delegate or participant attending the General Meeting may hold a maximum of four (4) proxies for other Community Members, either individual or organisation or groups.

7.6 Voting rights and weights

7.6.1 General Principles

Only Community Members hold voting rights in Bi+ Equal and may participate in the General Meetings.

Friends of Bi+ Equal and Partner Organisations may be kept informed of decisions and consulted if needed, but do **not** hold the right to vote or intervene in governance processes.

7.6.2 Weight of Votes

Every Community Member, whether individual or organisational, shall cast **one vote** per item at the General Meeting.

The total votes cast by **individual Community members** shall collectively count for **one-third (1/3)** of the total voting weight.

The total votes cast by **group or organisational Community members** shall collectively count for **two-thirds (2/3)** of the total voting weight.

7.6.3 Additional Votes

On specific occasions, an organisation or group Community Member may request **one additional vote for a particular General Meeting**.

Such a request must include an official letter to the Board and the GM Committee, detailing the reasoning and potential impact.

The GM Committee shall make an initial assessment and present the recommendation to the Board and the Community at GM workshops or similar preparatory events.

The General Assembly shall vote on granting the extra vote. Any extra vote granted is valid **only for that specific General Meeting**.

7.7 Resolutions and qualification of candidates

Whenever possible, resolutions of the General Meeting should be taken by consensus. If no consensus can be reached and unless the present Constitution or Dutch law require another majority, resolutions will be:

taken by **a simple majority** of the votes of the Community Members present or represented. Abstentions, blank or invalid votes do not count for obtaining the majority.

OR

taken by **a proportional-ranked choice voting** (P-RCV) if the Community Members present or represented. Votes are cast via a single transferable vote (STV) where each voter submits a ranked ballot. Voters rank candidates by preference; their vote can be transferred to an alternate preference if their initial choice is eliminated or wins with a surplus of votes.

For every position on elected bodies including the Board, a threshold of 20% of votes cast shall be attained for consideration of the elected body position. In case the threshold is not reached and the required seats are empty, another round of election shall be set up.

7.8 Modalities of Casting Votes

The vote shall be done by show of voting cards or by secret ballot or by means intended for remote and electronic voting. Voting by secret ballot takes place for the election of the Board members, and for any other elected body or purposes in accordance with provisions in the Terms of Reference.

When appropriate, Community Members may vote in advance of the General Meeting by means intended for remote and electronic voting and enabling Bi+ Equal

to control the identity and eligibility of the Community Members who participate remotely.

A Community Member not participating physically, by video-conference, web-conference or conference call, not represented by proxy or who did not vote in advance of the General Meeting shall be considered as not having participated in the ballot.

Further provisions on the voting rights, the voting proceedings within the General Meeting may be stipulated in the Terms of Reference.

7.9 Extraordinary General Meeting

An extraordinary General Meeting shall be convened by the Executive Board:

- A. if decided by a previous General Meeting; **or**
- B. upon request of thirty-three (33) % of the group or organisation Community Members from at least twelve (12) and (33) % of the individual Community Members from at least twelve (12) different countries of the pan-European region; **or**
- C. if the Board considers that it is in the interest of Bi+ Equal for such a General Meeting to be held.

The convening notice for an extraordinary General Meeting shall be sent in compliance with article 7.2 Convening to General Meeting.

The Extraordinary General Meeting may not resolve issues that have not been notified on the agenda.

An extraordinary General Meeting shall only be deemed validly constituted and has the quorum to resolve if at least fifteen **(15)** % of the group or organisation Community Members from at least twelve **(12)** different countries of the pan-European Region and at least fifteen **(15)** % of the individual Community Members from at least twelve **(12)** different countries are present or represented.

In all other respects, the provisions of the present Constitution and the Terms of Reference shall apply to the extraordinary General Meeting accordingly.

7.10 Minutes of the General Meeting

The minutes of the General Meeting including a record of all resolutions of the General Meeting shall be drawn up under the responsibility of the GM Committee.

The minutes shall be published on Bi+ Equal's website.

8. Dissolution

As the main governing body of Bi+ Equal, the community Membership and the General Meeting votes on dissolution. In the event of deliberate dissolution, the General Meeting determines the liquidation process, appoints one or more liquidators, defines their powers, and decides how net assets will be allocated.

Regardless of the type of dissolution, Bi+ Equal's net assets may only be transferred to another non-profit organisation with similar aims and objectives.

The required voting threshold for this process is a simple majority of the votes received.

9. Terms of Reference

In addition to articles of the Constitution, Bi+ Equal Board will draw up the Terms of Reference of Governance, referred to as "internal regulations" in the Dutch system. In such document, the Board organises the practical, day-to-day affairs within Bi+ Equal and have to comply with the Constitution.

If the Terms of Reference say something different from the articles of association's constitution, then what is stated in the articles of constitution applies.

Changes in terms of reference (internal regulations), do not need to be approved or registered by the notary. Publication of this document is not mandatory.

Other Proposals

During the F-GM in October 2025 we will also discuss - and approve - the following:

1. The Anti-Harassment and Anti-Discrimination Policies (drafts).
2. The provision to waive the Community Membership Fees for the first 2 years.
3. The provision of electing only 5 Board members during the first Elected Bodies GM (to be held before April 8th 2026).

