CONSTITUTION OF

Seychelles Patients Association
1. **Name**

The name of the Association shall be Seychelles Patients Association

2. **Location and Place of Operation**

   I. Seychelles Patients Association shall be based in Victoria, Mahe, Seychelles.

   II. It shall operate in Seychelles and it may establish affiliations throughout the world.

3. **Seychelles Patients Association shall be a non-profit, advocacy organization**

4. **Seychelles Patients Association shall be a body corporate with its own legal identity which shall be different and separate from that of its individual members.**

5. **Seychelles Patients Association shall continue to exist even if the members change.**

6. **Seychelles Patients Association may own property, enter into contracts, sue or be sued in its own name.**

7. **Logo and seal**

   Seychelles Patients Association shall have a logo and a seal

8. **Aim**

   The aim of the Association shall be to foster high quality, patient-centred care and to improve health outcomes for all.

9. **Objectives**

   Seychelles Patients Association shall fulfil this aim by

   a. Advocating for patients in all circumstances and giving a voice to the voiceless patient.

   b. Working to optimize the health-seeking experience of patients and to improve the care environment.

   c. Educating patients about their general rights and responsibilities and the rights and responsibilities of care-givers.

   d. Helping patients understand health care processes and decisions.
e. Empowering patients to participate in their health care

f. Supporting patients during their illness and recovery.

g. Assisting patients get quality second opinions when they so desire

h. Facilitating the training of care-givers on health care ethics, the law and communication with patients

i. Documenting examples of both excellent care and appalling care received by patients, so as to improve care quality.

j. Rewarding care professionals who excel in treating patients consistently with extraordinary respect and compassion.

k. Publicizing and promoting the work of Seychelles Patients Association

l. Working closely with like-minded groups nationally and internationally and exchange information and advice with them.

m. Raising funds and receiving contributions where appropriate to finance the work of the Association.

n. Taking any action that is lawful, which would help it to fulfil its aim and objectives.

10. Seychelles Patients Association shall advocate for all patients, regardless of gender, race, class, culture, religious belief, political belief, age, sexuality, lifestyle or degree of able-bodiedness.

11. Definition of the word “patient” in this Constitution

In this constitution, the word “patient” shall mean a person with any acute or chronic disease, illness, syndrome, impairment or disability.

12. Core Values

The core values of the Association shall be

a. Responsible advocacy
b. Respect
c. Integrity
d. Confidentiality
e. Hard-work  
f. Transparency  
g. Accountability  
h. Efficiency  
i. Efficacy  
j. Responsiveness  
k. Ethical Fundraising  
l. Independence  

13. Membership  
a. Membership of Seychelles Patients Association shall be voluntary and shall be open to patients per se, those close to patients as caregivers and family members and those willing and able to advocate for patients and patient issues.  

b. The minimum age for membership shall be 16 years old.  

c. The Executive Committee shall establish procedures for membership application and criteria for acceptance of membership application.  

d. The Executive Committee shall have the power to refuse membership to an applicant or withdraw membership from a member, where it considers membership of the person in question would be detrimental to the aim, objectives or activities of Seychelles Patients Association.  

e. Refusal or withdrawal of membership in (d) above shall be by agreement of at least 51% of the quorum of the Executive Committee at a meeting.  

14. Membership Categories  

There shall be three broad categories of membership  

i. General membership  

ii. Corporate membership  

iii. Honorary membership  

a. General Membership  

A general Member-Advocate shall be a person who  

i. Has applied and has been accepted by the Executive Committee to be a
member-Advocate and

ii. Supports the aim and objectives of the association and

iii. Has made an obligatory initiation membership donation, the minimum amount of which shall be determined by the Executive Committee for each category of members.

A general Member-Advocate shall be entitled to

i. Receive a letter of membership from the Chairperson-Advocate of the Association

ii. Participate in the activities of the Association

iii. Attend and participate in the annual general meeting and elect office bearers

iv. Receive the newsletter of the Association

v. Be kept informed of the activities of the Association

b. Corporate Membership

A corporate Member-Advocate shall be a body corporate which

i. Supports the aim and objectives of the association and

ii. Has made an obligatory initiation membership donation as determined by the Executive Committee and

iii. Agrees to be listed as a corporate Member-Advocate

A Corporate Member-Advocate shall be entitled to

i. Receive a letter of membership from the Chairperson-Advocate of the Association

ii. Receive the newsletter of the Association

iii. Be kept informed of the activities of the Association

iv. Through one representative, attend and participate in the activities of the
v. Through one representative, attend and participate in the annual general meeting and elect office bearers

c. A Honorary Member

i. Shall be a person who has made a significant contribution in kind or in cash to the Seychelles Patients Association.

ii. Shall have all the rights of a Member-Advocate

iii. Additional criteria for Honorary Membership may be established by the Executive Committee and put to a vote of the general assembly.

15. Voting right, resignation and termination of membership

a. A member-Advocate shall have one vote at an annual general meeting.

b. Any member-Advocate of the Association may resign his/her membership by giving to the Secretary of the Association written notice to that effect.

c. The resignation shall be formally accepted through a letter from the Chairperson-Advocate after the Executive Committee has considered the resignation and agreed to it.

d. The Executive Committee may, by resolution passed at a meeting, terminate or suspend the membership of any Member-Advocate, if in its opinion his/her conduct is prejudicial to the interests and objects of the Association.

e. The individual member-Advocate or representative of the Corporate Member-Advocate (as the case maybe) shall have the right to be heard by the Executive Committee at one of its meeting before the final decision is made.

f. There shall be a right of appeal to an independent arbitrator appointed by mutual agreement.

g. The decision of the arbitrator shall be final and binding upon all parties.

16. Executive Committee

a. Seychelles Patients Association shall be administered by an Executive Committee of at least nine members-Advocate elected at the Seychelles Patients Association
Association’s Annual General Meeting.

b. Executive Committee Members must be at least 18 years old.

c. The officers of the Executive Committee shall be elected by secret ballot or any other means judged appropriate by the members-Advocate.

d. Elections for the Executive Committee shall be held every two years in the first week of April, at a general meeting.

e. The Executive Committee shall be comprised of:

   i. The Chairperson-Advocate
   ii. The Vice Chairperson-Advocate
   iii. The Treasurer-Advocate
   iv. The Secretary-Advocate
   v. At least five ordinary Members-Advocate

f. The Chairperson-Advocate shall relinquish the Chairmanship at the end of his or her two year mandate and shall not be eligible for re-election as Chairperson-Advocate before two years have passed.

g. The outgoing Chairperson-Advocate may remain on the Executive Committee as an ordinary member, if not elected to hold any other office.

17. Vacancy on Executive Committee

a. The office of an Executive Committee Member-Advocate shall become vacant if the office bearer:

   i. resigns or
   ii. becomes unfit and/or incapable of acting as such; or
   iii. is removed by the Executive Committee, by resolution adopted by at least 51% of its members in office.

b. The Executive Committee shall not be obliged to furnish reasons for its decision(s) regarding removal of a member except to the member-advocate removed and to the members-advocate of the Association in General Meeting.

c. The Executive Committee may, by resolution adopted by at least 51% of its members-advocate, co-opt member(s) to fill vacancy(ies), should position (s) on the Executive Committee fall (s) vacant.
d. The Executive Committee shall, by resolution adopted by at least 51% of its members-advocate, co-opt member/s to fill vacancy(ies) if the vacancy reduces the number of member-advocates to less than seven (7).

e. If more than three (3) positions on the Executive Committee become vacant, a General Meeting shall be called.

f. The office of any person co-opted as member-advocate of the Executive Committee shall lapse unless confirmed by resolution of members-advocate at the next General Meeting.

18. General Open Meeting

a. The Executive Committee shall call at least one general open meeting each year.

b. The purpose of the general open meeting is for Seychelles Patients Association to account for its actions and consult with stakeholders.

c. The Chairperson-Advocate of Seychelles Patients Association shall normally chair the general public meeting.

d. At least fourteen (14) days’ notice of such a meeting must be given and advertised in at least five (5) public places.

e. All general public meetings must be minuted and minutes made available to any entitled party.

f. The quorum for a General Open Meeting is fifteen (15) members of the public excluding registered members-Advocate of Seychelles Patients Association.

19. Annual General Meeting (AGM)

a. The Seychelles Patients Association shall hold a General Meeting at least once in a 12-month interval.

b. The annual general meeting shall be the highest decision making authority of the Seychelles Patients Association.

c. Where possible members-Advocate shall be notified personally, otherwise notice
shall be deemed served, by advertising the meeting in at least five public places giving at least 14 days’ notice of the AGM.

d. The business of the AGM shall follow procedures for the AGM and shall include:

I. Receiving a report from the Chairperson-Advocate of Seychelles Patients Association’s activities over the year.

II. Presentation of the last financial year’s accounts of Seychelles Patients Association by the Treasurer-Advocate.

III. Electing a new Executive Committee and considering any other matter as may be appropriate at such a meeting.

IV. The quorum for Annual General Meeting shall be at fifteen (15) members-Advocate of which at least than four (4) shall be committee members-Advocate.

20. Extraordinary General Meeting

I. An Extraordinary General Meeting may be called at any time by the Chairperson-Advocate, any five members of the Executive Committee or upon a written request to the Secretary-Advocate signed by at least ten (10) members of Seychelles Patients Association

II. Following the receipt of such a request by the Secretary-Advocate, the Executive Committee shall have twenty-eight (28) days to implement the request, and must take the same measures as in the case of an annual general meeting, to notify the members of the time and place of the Extraordinary General Meeting.

III. Extraordinary General Meetings shall follow the procedures of the Annual General Meeting.

IV. The Extraordinary General Meeting shall consider the matter for which it was called plus any other matter agreed by the quorum.

V. In the case of a severe emergency, an emergency extraordinary meeting may be called, if agreed by more than 51% of the Executive Committee and if 24 hours notice of the meeting has been given to the membership by telephone, e-mail or announcement in the mass media.
21. Finances

a. Any money obtained by the Seychelles Patients Association shall be used only to fulfil the aims of Seychelles Patients Association

b. Any bank account opened for Seychelles Patients Association shall be in the name of Seychelles Patients Association.

   i) Any cheque issued shall be signed by at least two of any three nominated signatures.

   ii) The three signatures shall be those of the Chairman-Advocate, the Treasurer-Advocate, and the Secretary-Advocate.

c. The Executive Committee shall ensure that Seychelles Patients Association stays within the budget.

d. Moneys raised by the Seychelles Patients Association shall be accounted for according to the laws of Seychelles.

e. The financial year of Seychelles Patients Association shall begin on the 1st January and shall end on the 31st December.

f. The accounts of the Seychelles Patients Association shall be audited once a year before the 15th February

22. Amendments to the Constitution

a. Proposals for amendments to this constitution must be delivered to the Secretary-Advocate in writing.

b. The Secretary-Advocate in conjunction with the Chairperson-Advocate and all other officers shall then decide on the date of a general meeting to discuss such proposal, giving at least four weeks (28 days) clear notice.

c. Any change to this constitution must be agreed by at least two thirds of those members-Advocate present and voting at any general meeting

23. Dissolution of the Association

a. The Seychelles Patients Association shall not be dissolved except by a resolution at a General Meeting of the members by a vote of two thirds (2/3) of members-
Advocate present at such meeting.

b. After all debts and commitments have been paid, any remaining asset shall be returned to their providers, if they require it, or shall be passed to another group with similar aims, by decision of the last Executive Committee.

24. Disputes

a. In the event of a serious disagreement between the members-advocate of the Executive Committee and/or the Association regarding the interpretation of this Constitution, then any two (2) Executive Committee members-advocate or any five (5) members-advocate of the Association shall be entitled to declare a dispute.

b. Declaration of a dispute shall be in writing, shall state the issue in dispute and be copied to all the members of the Executive Committee.

c. The Executive Committee shall consider such declaration within two (2) weeks of receiving it.

d. Should the Executive Committee not be able to resolve the dispute to the satisfaction of the person(s) declaring it, the dispute shall be referred either to a mediator or an arbitrator.

e. Should the dispute be referred to a mediator, the person(s) declaring the dispute and the Executive Committee shall agree on a suitable mediator and on the costs of such mediation. A mediator may recommend an appropriate resolution of the dispute.

f. In the absence of an agreement regarding a mediator or should mediation not be successful, the dispute shall be referred to arbitration.

g. The arbitrator shall be such suitably qualified person(s) as the person(s) declaring the dispute and the Executive Committee may mutually agree. Alternatively, each of the parties shall be entitled to nominate one arbitrator, who shall act jointly with a third person to be nominated jointly by the respective nominees of the parties, on the basis that a majority decision of the appointed arbitrators shall be final and binding.

h. The arbitration shall be held on an informal basis, and the arbitrator(s) shall have the power to determine the procedure to be adopted subject to principles of natural justice.
i. The arbitrator (s) may base her/his (their) award not only upon the applicable law but also upon the principles of equity and fairness.

j. The person(s) declaring the dispute and the Executive Committee, beforehand, may agree to share the costs of the arbitration. In the absence of such agreement the arbitrator shall decide which parties shall be liable for the costs.

k. The decision of the arbitrator shall be final and binding upon all parties and capable of being made an Order of the Court on an application by any of them.

25. Adoption of the Constitution

This Constitution was adopted by the members-Advocate present at the Executive Committee Meeting held on Saturday 25th April 2015.
BY-LAWS

Schedule A: Roles and duties of Office bearers

The Chairperson-Advocate

a. Has a responsibility to ensure the successful functioning of the Association, the attainment of its objectives, the responsibility to foster the fair participation of all members and consistent adherence to its goals.

b. Shall ensure that new members are made to feel welcome.

c. Shall preside over all meetings of the Association.

d. When in the Chair, should present a face of impartiality during debates.

e. Has an important responsibility outside of meetings.

f. May represent the Association at official activities of the Association and act as the Association's spokesperson when public statements or actions are appropriate.

g. Shall perform any other duties commensurate with the position.

The Vice-Chairperson-Advocate

a. Is required to take on any of the Chairperson-Advocate’s duties defined above when invited to do so by the Chairperson-Advocate or when the Chairperson-Advocate is, for reasons of illness or alternative commitments, unable to undertake those duties.

b. If, for any reason, the Chairperson-Advocate's office falls vacant, the Vice-Chairperson-Advocates should act as the interim Chairperson-Advocate until a new Chairperson-Advocate is elected.

h. Shall perform any other duties commensurate with the position.

The Secretary-Advocate

a. Is the principal administrative officer of the Association.

b. Prepares, in consultation with the Chairperson-Advocate, all the Association meeting agendas.
c. Maintains a list of all current members.

d. Is also required to attend every Association meeting and take notes of the discussions in order to produce a set of minutes for subsequent distribution to members.

e. Is also asked to receive and table all incoming correspondence and write and send all outgoing correspondence.

i. Shall perform any other duties commensurate with the position.

The Treasurer-Advocate

a. Is responsible for the sound financial management of the Association.

b. Receives, draws and deposits monies of the Association.

c. Maintains records, and presents accounts, in the form of a report, at each general meeting.

d. Keeps a record of all the assets of the association.

e. Tables a budget report for adoption at the Annual General Meeting.

f. Should learn correct basic financial management protocols he/she should and apply them in his/her voluntary service to the Association.

j. Shall perform any other duties commensurate with the position.

General Members-Advocate of the Executive Committee

These members support the work of the Executive Committee and may be called upon to deputize for office bearers should the need arise.
Schedule B: Powers of the Executive Committee

The Executive Committee has the following powers

1. To employ staff and hire professional and other services.
2. To institute or defend any legal or arbitration proceedings and to settle any claims made by or against the Association.
3. To open and operate accounts with registered banks.
4. To make and vary investments and re-invest the proceeds of such investments on condition that any investments made by the Association shall be legal.
5. To accept donations made to the Association and retain them in the form in which they are received, or sell them and re-invest the proceeds.
6. With regard to movable and immovable property and tangible and intangible assets of whatsoever nature:
   i. To purchase or acquire property and assets;
   ii. To maintain, manage, develop, exchange, lease, sell, mortgage or in any way deal with the property and assets of the Association;
   iii. To donate and transfer the property and assets of the Association to organizations with the same or similar objectives.
7. To borrow and to use the property or assets of the Association as security for borrowing;
8. To guarantee the performance of contracts or obligations of any person on condition that any such person is primarily engaged in activities which further the objectives of the Association.
9. To seek membership of Seychelles Patients Association in or collaboration with any other organization with the same or similar objectives
10. To exercise all the executive powers that are normally vested in the Board of Directors of a Company.
11. To appoint ad hoc committee(s) or permanent committee(s) to consider any matter.
12. To exercise all the powers and authority of the Association not only in the Republic of Seychelles but in any other part of the world.
Schedule C: Procedure at Executive Committee Meetings

a. The Executive Committee shall conduct its meetings and regulate its proceedings as it finds convenient, provided that:
b. The Chairperson-Advocate, or in his or her absence, the Vice-Chairperson-Advocate, shall chair all meetings of the Executive Committee which he or she attends. In the absence of the Chairperson-Advocate and the Vice-Chairperson-Advocate, the remaining members of the Executive Committee shall elect a Chairperson-Advocate from those attending.
c. The Chairperson-Advocate shall convene a meeting of the Executive Committee, quarterly and at the written request of any two (2) members of the Executive Committee and may convene such a meeting at any other time.
d. Additionally, the Chairperson-Advocate may convene a meeting at any other time he or she deems necessary.
e. The quorum necessary for the transaction of any business by the Executive Committee shall be 51% of the Executive Committee members serving at any given time.
f. At meetings of the Executive Committee each member shall have one (1) vote.
g. Questions arising shall be decided by a majority of votes. Should there be an equality of votes the Chairperson-Advocate shall have a casting or second vote.
h. Proper minutes shall be kept of the proceedings of the Executive Committee meeting, and a record of the persons present at each meeting.
i. The minutes shall be signed by the member who chairs the meeting and the Secretary of the meeting, and shall be available at all times for inspection or copying by any member of the Executive Committee, and on two (2) days’ notice to the Secretary or his or her deputy, by any member of the Association.
j. A resolution signed by all members of the Executive Committee shall be as valid as if passed at a duly convened meeting of the Executive Committee.
k. The Executive Committee may delegate any of its powers to any of its members, or to a special purpose committee.
l. The member, committee, employee or agent to whom such delegation is made shall conform to any regulations and procedures that may be stipulated by the Executive Committee from time to time.
m. The Executive Committee may appoint a Chief Executive, other officers and employees as it may consider necessary from time to time upon such terms and conditions as it may consider appropriate.
n. Executive Committee members shall be given at least seven (7) days’ notice of a meeting unless it is deemed an emergency meeting.
SCHEDULE D

SCHEDULE OF INITIAL MEMBERS

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