



CITIZENS ENGAGEMENT PLATFORM
SEYCHELLES

CONSTITUTION

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SECTION 1 PRELIMINARY

- Interpretation**
- 1.0. In this constitution, unless the context otherwise requires –
 - 1.1. “Board” means the CITIZENS ENGAGEMENT PLATFORM Board established under this constitution
 - 1.2. Civil Society Organizations (CSOs) refer to a wide of array of organizations: community groups, non-governmental organizations (NGOs), labour unions, sports associations, charitable organizations, faith-based organizations, professional associations, and foundations”.
 - 1.3. “Secretariat” means the secretariat of the CITIZENS ENGAGEMENT PLATFORM;
 - 1.4. “International Non-Governmental Organization” means a Non-Governmental Organization with the original incorporation in one or more countries other than Seychelles, but operation within Seychelles under a certificate of registration;
 - 1.5. “National Non-Governmental Organization” means a Non-Governmental Organization which is registered exclusively in Seychelles with authority to operate in Seychelles;
 - 1.6. “Non-Governmental Organization” means a voluntary, not for profit, not self serving, non-partisan and not affiliated to any political party. It also applies to NGOs honouring community values and which by virtue of affiliation or funding are linked with international bodies.
 - 1.7. General Assembly means a meeting where all membership is expected to attend and conduct the affairs of the platform.

SECTION 2 – NAME

- Name**
- 2.0. The name of the Association shall be CITIZENS ENGAGEMENT PLATFORM SEYCHELLES hereby referred to as the CEPS.
 - 2.1. The Citizens Engagement Platform Seychelles shall be governed by these Statutes.

SECTION 3 – REGISTERED OFFICE

- Registered office Seychelles**
- 3.0. The registered office of the Citizens Engagement Platform shall be based in Victoria, Mahe, Seychelles.
 - 3.1. The registered office may be moved to another location in Seychelles by a decision of the General Assembly in accordance with this constitution.
 - 3.2. CEPS may open offices in other locations from time to time as it deems fit.

SECTION 4 – GOAL AND OBJECTIVES

- Goal**
- 4.0. The Goal of the Citizens Engagement Platform shall be to promote that membership through their organizations are fully engaged in national and international development.
- Objectives**
- 4.1. The objectives of CEPS shall be:
 - 4.1.1. To strengthen the capacity and ability for civil society organizations to participate in national and international development;
 - 4.1.2. To facilitate collaboration and partnership between CSO with national and international partners;
 - 4.1.3. To act as a representative of civil society organizations
 - 4.1.4. To engage in decision making, policy formulation and law making.
 - 4.1.5. To actively promote the civil society as a strong pillar in national and international development
 - 4.1.6. To promote the interests of its membership

SECTION 5 - MEMBERSHIP

- 5.0. CEPS shall consist of three types of membership:
- 5.1. Full Membership: Any not for profit entity that has;
 - 5.1.1. Been registered under a national law and is fully functioning as such;
 - 5.1.2. It adheres to the goals and objectives of CEPS;
 - 5.1.3. It subscribes to the code of ethics of CEPS;
 - 5.1.4. Its legal structure allows for membership and;
 - 5.1.5. The governing Board is elected by its membership.
- 5.2. Associate membership: This is a CSO that is committed to the goal and objectives of CEPS but does not meet one or more conditions of full membership because of its nature.
- 5.3. Corporate membership: This is a CSO that is committed to the goal and objectives of CEPS and may also be involved in business undertakings.
- 5.4. Members of associate and corporate CSOs shall not have voting rights and they shall not stand for elections or be office bearers of CEPS. They may however be co-opted on sub-committees by the Board as it deems fit.

- 5.5. All Members shall be actively engaged in promoting the goals and objectives of the platform
- 5.6. All members shall pay membership dues as determined by the General Assembly
- 5.7. An organisation wishing to join CEPS shall do so submitting a completed membership application form to the Credentials Committee. The application shall be approved by the Board.
- 5.8. A member may send not more than two persons to attend the General Assembly of CEPS but only one vote may be cast by the representative of the full member or his substitute in case of absence.
- 5.9. A member may resign by giving notice in writing to the Secretary of CEPS.
- 5.10. A member may be removed from CEPS for not fulfilling their membership obligations based on procedures established by the Platform.
- 5.11. All members should subscribe and abide to CEPS Code of Ethics and Conduct.

SECTION 6 - GENERAL ASSEMBLY

- 6.0. There shall be a General Assembly of all members of CEPS which shall normally meet once a year:-
 - 6.1. To receive the Chairpersons and CEO'S reports of the previous year's activities of CEPS.
 - 6.2. To receive and approve the audited accounts of the previous year's activities of CEPS.
 - 6.3. To appoint the CEPS's auditors.
 - 6.4. To decide on the general policies of CEPS.
 - 6.5. To discuss any other matter referred to it by the Board and/or by individual members of CEPS.
 - 6.6. The annual meeting of the General Assembly shall be called by the Board. The General Assembly shall elect Chairperson and other members of the Board every three years. The General Assembly shall also fill any vacancy in the Board.
 - 6.7. The Board may also call a General Assembly between annual meetings and shall do so upon request of not less than a third of the full members of CEPS.
 - 6.8. The following guidelines shall apply in the conduct of general assembly meetings:
 - 6.8.1. The Board shall fix the date, time and forum of a General Assembly having regard to the provisions of the Constitution.

- 6.8.2. Without prejudice to the provisions of this constitution, at least 21 calendar days notice of a General Assembly shall be given to the members.
- 6.8.3. Such notice shall include the agenda of items to be considered at the Assembly.
- 6.8.4. Notice shall be given either by announcement made in the daily newspapers, and may be given by letters sent by post or email.
- 6.8.5. The quorum of the General Assembly shall be not less than half of its full members. If such a quorum is not reached when the Assembly meets after being convened a first time, two third of full members shall constitute a quorum when the Assembly meets after being convened a second time within a month of holding the first meeting.
- 6.9. The Chairperson of the Board shall preside over all General Assemblies. If he/she is absent, the Vice-Chairperson shall preside over the meeting. The Secretary of the Board shall act as the Secretary during the General Assembly.
- 6.9.1. Each full member of CEPS shall have one vote at a General Assembly.
- 6.9.2. All ordinary business at the General Assembly shall be decided by a simple majority vote. In case of a tie, the person presiding the assembly shall have a casting vote.
- 6.9.3. Amendments to this Constitution and dissolution of CEPS shall be decided by a vote of two thirds of the full members represented.
- 6.9.4. Election of Board members shall be by secret ballot. Other votes may be taken by a show of hands or secret ballot depending on the circumstances.

SECTION 7 – ESTABLISHMENT, FUNCTIONS AND POWERS OF THE BOARD

Board composition

- 7.0. There is hereby established a Board to be known as the Citizens Engagement Platform Board.
- 7.1. The Board shall consist of –
 - 7.1.1. A Chairperson;
 - 7.1.2. A Vice Chairperson
 - 7.1.3. A Secretary;
 - 7.1.4. A Treasurer; and
 - 7.1.5. Seven persons who shall be representatives of the key sectors;
- 7.2. The composition of the Board shall have representation from the following key sectors:
 - 7.2.1. Youth, Sport and Culture;
 - 7.2.2. Social, Education and Health;
 - 7.2.3. Environment and Natural Resources;

Functions of the Board

- 7.2.4. Gender, Rights & Governance;
- 7.2.5. Professional Associations
- 7.2.6. Faith Based; and
- 7.2.7. Social economics (CSOs involved in economic activities for social development)
- 7.3. The members of the Board shall be elected by the General Assembly.
- 7.4. A member of the Board, other than an ex-officio member, may resign his / her appointment by a letter addressed to the Secretary of the Board.
- 7.5. The Board may co-opt up to three persons at a time to represent such interests as may be determined by the Board for such a period as it shall determine.
- 7.6. The CEO of the Platform shall be an ex-officio member of the Board without casting vote.
- 7.7. The members of the Board, other than ex-officio members shall hold office for a period of three years, but shall be eligible for re-election.
- 7.8. No person shall serve the Board for more than two consecutive terms.
- 7.9. The functions of the Board shall be to:
 - 7.9.1. Govern the general business of CEPS and execute its policy;
 - 7.9.2. Provide strategic direction and make certain that CEPS is working to fulfil its mission and strategic goals
 - 7.9.3. Ensure development of mechanisms to empower the CEPS's membership to effectively fulfil their mission.
 - 7.9.4. Appoint the Chief Executive Officer and monitor his / her performance. The recruitment of the CEO shall be subjected to a public advertisement and a selection process.
 - 7.9.5. Approve CEPS's budget;
 - 7.9.6. Recommend approval of the annual accounts;
 - 7.9.7. Exercise responsibility for properties, stock and all other assets of CEPS.
 - 7.9.8. Represent CEPS and act on its behalf in all legal matters and proceedings under the name of CEPS
 - 7.9.9. Nominate the auditors for appointment by the General Assembly.
 - 7.9.10. Ensure Annual General Assemblies are held Power of the Board
- 7.10. The Board shall have power –
 - 7.10.1. To establish and monitor such committees, commissions and such other organs as may be necessary for the performance of its functions under this Act; and

- 7.10.2. Subject to this constitution, to appoint such officers as may be necessary for the performance of its functions.
- 7.11. The Board shall regulate its own proceedings during board meetings.
- 7.12. When a vacancy occurs on the Board, such vacancy will be filled at the next General Assembly.
- 7.13. It shall be the duty of each member to be present at meetings of the Board. Three consecutive absences without good cause shown, will lead to suspension of the member by the Board and exclusion of the member from the Board by a vote of the General Assembly.

SECTION 8 - CREDENTIALS COMMITTEE

Functions of Credential committee

- 8.0. There is hereby established a credentials committee of CEPS.
- 8.1. The Committee shall consist of five members elected by the General Assembly.

- 8.2. The functions of the committee shall be:
 - 8.2.1. To devise specific criteria for membership in line with the constitution.
 - 8.2.2. To appraise all applications for membership and give its considered opinion to the Board;
 - 8.2.3. To address disciplinary issues of members and make recommendations to the Board.
 - 8.2.4. To ensure that all members are in good legal standing.
 - 8.2.5. To perform any other related function as may from time to time delegated to it by the Board and/or the General Assembly

Appeal

- 8.3. All decisions of the Credentials Committee are appealable to the Board, and the decision of the Board shall be final.
- 8.4. Notwithstanding the provisions of the constitution, the committee shall regulate its own procedure.

SECTION 9- SECRETARIAT OF THE CITIZENS ENGAGEMENT PLATFORM SEYCHELLES

- 9.0. There is hereby established a secretariat of the CITIZENS ENGAGEMENT PLATFORM SEYCHELLES which shall be accountable to the board.
- 9.1. The secretariat shall co-ordinate the day to day running of CEPS and shall perform any other duties delegated to it by the Board.
- 9.2. All employees of the secretariat shall be appointed by the Board. Chief Executive Officer

- 9.3. The secretariat shall be headed by the Chief Executive Officer (CEO), who shall be appointed by the Board.
- 9.4. The CEO shall act under the general direction of the Board and shall manage the business of CEPS.
- 9.5. The CEO shall provide general supervision to all staff.
- 9.6. The CEO shall keep the Board fully informed about all aspects of CEPS's work at all times.

SECTION 10 - FINANCIAL PROVISIONS

- 10.0. These shall be the financial provisions of CEPS;
- Financial year** 10.1. The financial year of the Board shall be the period of twelve months commencing from 1st of January, and ending on 31st of December in each year.
- Investing** 10.2. The Board may invest any of its surplus funds as may be deemed appropriate in a legitimate and ethical manner which is considered in the best interest of members.
- 10.3. The Board may place on deposit with such bank or banks as it may determine, any money not immediately required for allocation or application.
- 10.4. Before the commencement of a financial year the Board shall cause to be prepared a budget for that year. The budget shall be as prescribed in the by-laws.
- 10.5. No expenditure shall be incurred for the purposes of the operations of the CEPS except in accordance with the annual budget approved under Section 10.5
- 10.6. In exceptional circumstances, the Board may approve a supplementary budget.
- 10.7. The Board shall make sure that :-
 - 10.7.1. The CEPS's accounts are kept up to date at all times;
 - 10.7.2. The CEPS's accounts are audited once a year in time to be presented at the annual general assembly in accordance with this constitution;
 - 10.7.3. All stock and other assets including properties are managed responsibly and safely; and
 - 10.7.4. All financial transactions of CEPS are handled professionally and without risk.
- 10.8. It shall be the special duty of the Treasurer to keep the Board fully informed about the matters set out in the preceding paragraph and to implement all steps recommended by the Board in respect thereof.
- 10.9. The books and other writing of CEPS shall be open to inspection by the auditors at any time and more especially at the time of the annual audit.

- 10.10. Any member of CEPS and any person having an interest in the funds of the CEPS shall have a right to inspect the books of the CEPS. Such right shall be exercised by the member or other person approaching an officer of CEPS who shall fix the time date and place where the inspection of the books may be carried out.
- Auditors**
- 10.11. The auditors of CEPS:-
- 10.11.1. shall be an independent firm of recognised standing and qualifications, expert in the examination, certification and auditing of accounts;
- 10.11.2. shall hold office from the time of their appointment by the General Assembly until the next annual meeting of the General Assembly unless they are sooner suspended or vacate office by death or resignation;
- 10.11.3. May be suspended by the Board and removed from office by a vote of the General Assembly
- 10.12. In case of suspension or vacancy, the Board may appoint a person or firm to act as auditors of CEPS until the next annual meeting of the General Assembly.

SECTION 11- SIGNATURE OF DEEDS AND CHEQUES

- 11.0. All bank accounts shall be operated by two or three signatories as the board shall from time to time appoint or direct in writing subject to a Board Resolution

SECTION 12 – ARBITRATION

- 12.0. Disputes or disagreements between Members may upon mutual request of both parties be referred to and resolved by the Board. If the dispute or disagreements is between members of the Board, it shall be resolved by a panel consisting of the members of the Board who are not party to or in any way involved in the dispute or disagreement.

SECTION 13 - AMENDMENTS

- 13.0. This constitution shall not be amended except at a General Assembly where not less than two thirds of the full members of CEPS are present and not less than two-thirds of the full members vote in favour of the amendment.

- 13.1. Written notice of any proposed addition, alteration or amendment to the Statutes shall be given to the members by the Board at least two months prior to the General Assembly at which it is to be discussed and decided upon.

SECTION 14 - DISSOLUTION OF CEPS

- 14.0. A request to dissolve CEPS shall be circulated and endorsed by at least two thirds of the full members.
- 14.1. Following the endorsement, a three months notice for an extra ordinary General Assembly for the dissolution shall be given by announcement made in the daily newspapers and may be given by letters sent by post or email.
- 14.2. CEPS may be dissolved upon a decision of two thirds of its full membership at a General Assembly held in accordance with this Constitution. The Board shall thereupon proceed to discharge all the liabilities of CEPS and the remaining property and assets of CEPS shall then revert to a person or body designated by the Registrar of Association.



CITIZENS ENGAGEMENT PLATFORM
SEYCHELLES

