



BirdLife Malta 57/28 Marina Court, Triq Rigord, Ta' Xbiex XBX 1120

The Statute of BirdLife Malta

1. Name

1a The name of the organisation shall be BirdLife Malta.

2. Mission

2a The mission of BirdLife is to conserve wild birds, their habitats and biodiversity, working with people towards sustainability in the use of natural resources.

3. Means

3a The mission shall be achieved by all appropriate means, particularly education, research, lobbying, raising public awareness and direct conservation work.

3b BirdLife shall be non-partisan, non-sectarian and also non-profit making as defined in the Voluntary Organisations Act (Chapter 492 of the Laws of Malta).

3c BirdLife may establish relations and affiliate with any national and international association/s with similar aims, provided that BirdLife's identity is preserved, its aims continue to be pursued, and autonomy of its field research respected.

4. Membership

4a Anyone may become a member of BirdLife subject to payment, in advance, of a subscription fee of a specified amount recommended by the Executive Director/CEO and subject to approval of the Council.

4b There are three categories of members: Adult members residing in Malta; Adult members residing overseas and; Junior members (under 18 years of age). Adult members residing in Malta are the associating members of BirdLife and are the only category of members eligible to vote.

4c Council may reject applications for any membership without the need to give reason and may delegate the function of reviewing prospective applicants to the Executive Director/CEO.

Note:

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(b) the word *adult* shall intend a person of 18 years or older

(c) the words *he, him* and *his* shall intend, for the sake of brevity, both sexes

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4d Membership categories will be established by the Executive Director/CEO subject to approval by the Council.

4e Membership shall cease by:

i Withdrawal

A member who does not renew membership within a period as stipulated by the Executive Director shall be deemed to have withdrawn membership.

ii Dismissal

Council may expel or suspend from membership any person whose activity is considered by Council to be inimical to BirdLife's aims and/or well-being. Any such member shall be informed in writing of the reason/s why Council intends taking action against him. He shall also be given a reasonable time to write to Council a statement in his own defence. Any member dismissed from BirdLife shall not be entitled to any refund of his subscription fee. Any such member shall automatically lose any post he may occupy within BirdLife.

iii Termination

Membership shall automatically terminate on the death of the individual.

4f BirdLife will maintain a database of all members. Details of 'associating members' can be viewed by any person authorised at law or by the Courts.

4g Any person who donates or sponsors BirdLife will be registered as a sponsor. Council and Executive Director / CEO may reject any donation or sponsor on point of principle

5. General Meeting

5a A meeting of BirdLife's general membership shall be called at least annually by the Secretary, or his deputy, at the request of the Council. This meeting will elect Council every two years. The meeting will take any decisions and adopt any resolutions that have been recommended by Council.

5b A recommendation on strategy, policy or activity may be proposed by at least five adult members. The recommendation can be passed by a simple majority of those present and eligible to vote and will be considered by Council at its next meeting. Council decision on the recommendation will be reported back to the next General Meeting and a further vote taken if necessary.

5c The Secretary shall ensure that the notice for the calling of a general meeting, whether annual or extraordinary, shall be sent to all BirdLife associating members at least ten days before the meeting.

5d A quorum for a general meeting shall be 2% of fully paid up associating members or forty members, whichever is greater. If this number is not reached within half an hour of the start of the meeting, then the members present shall form a quorum.

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- 5e The Council or ten percent of the current associating members can cause an Extraordinary General Meeting to be convened.
- 5f When an Extraordinary General Meeting is called according to section 5e, two thirds of those requesting the meeting shall form a quorum.
- 5g A simple majority vote of associating members present and voting shall arrive at all decisions, secretly if desired. Elections shall be held by secret ballot.
- 5h All members of BirdLife shall have the right to attend at general meetings, but only associating members, except registered employees, residing in Malta shall have the right intervene and to vote at general meetings. Group members shall have one vote.
- 5i The President or his deputy shall chair general meetings. At the Annual General Meeting (AGM) the Secretary shall read the minutes of the previous general meeting. The agenda shall include a report of activities and achievements for the previous twelve months and a presentation of BirdLife's audited annual accounts. The meeting shall then proceed to other matters on the agenda. The person chairing shall be responsible for any ruling.

6. Council

6a Function

BirdLife shall be run by a Council¹ who are the administrators of BirdLife. Council will be composed of between five and eleven elected voluntary associating members. The Council members are elected or confirmed in an election held every two years during an AGM. The Council's primary Responsibilities are:

- 1) To prepare strategic plans and agree policy
- 2) To provide direction as to how the Organisation is managed
- 3) To approve an annual work plan for the Organisation
- 4) To monitor the progress and performance of the Organisation
- 5) To ensure proper financial management and compliance with statutory obligations
- 6) To assist the Executive Director/CEO on strategic issues and implementation of policy
- 7) To delegate responsibility for the day-to-day running of the Organisation to an Executive Director/CEO or other competent and accountable person(s)

6b Formation

- i At least four months before the AGM, in which an election for council is to be held, Council shall appoint an Electoral Commission (EC).
- ii The EC shall be composed of an electoral commissioner and two members, all of whom shall not be contesting the forthcoming election for Council.

¹ Council is currently composed of Darryl Grima 417668M; Saviour Balzan 127263M; Norman Chetcuti 645963M; Eurydike Kovacs 242100L; Raymond Galea 364362M; Nicholas Galea 134694M; Kathleen Mamo 441072M; Irene Mangion 473278M & Geoffrey Saliba 442983M. The original administrators that founded the organisation in 1962 were Joseph Attard, Dominic Cutajar, Anthony Dandria, Guido Lanfranco, Anthony Navarro, Victor Pisani and Henry Scicluna.

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- iii Within one month of its appointment, the EC shall issue a call for applications to all associating members.
 - iv The applicants shall be given at least two weeks' time to apply for Council Elections.
 - v All applications for Council shall be seconded by two fully paid-up adult members.
 - vi After the closing date, the EC shall circulate the list of candidates to all associating members.
 - vii The EC shall produce ballot sheets and conduct the election at the AGM.
 - viii If more than eleven associating members apply, an election (by secret vote) will be held during the AGM and the eleven candidates with the highest number of votes will be elected as Council members.
 - ix If exactly or less than eleven associating members apply for election, these shall be automatically elected. However, if, in such a case, an associating member at the AGM objects to any of the automatically elected candidates, the latter's candidature shall be put to the vote by the AGM. If the candidate fails a majority vote of those associating members present and voting, his application shall be declined and another associating member nominated to fill the vacancy.
 - x A vote of no confidence (carried through by a majority of those associating members present and voting) in any Council member will automatically deprive him of his functions.
- 6c A President, Secretary, and Treasurer shall be elected (from the Council confirmed members) by secret ballot at the first Council meeting following elections.
- 6d A Council member who fails to attend three consecutive Council meetings without valid reason shall be removed as Council member.
- 6e A Council member may resign by giving formal notice to the Secretary in writing at any time.
- 6f Council may co-opt members to Council at any time through a simple majority vote at a Council meeting. Co-optees must stand for election at the first available general meeting of members.
- 6g Eligibility**
Any associating member of BirdLife may sit on Council, provided he:
- i is not active in the administrative set-up of any political party.
 - ii is not involved in work or leisure activities that create a conflict of interest unless declared to the EC
 - iii is not an employee of BirdLife.

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6f Procedure

- i A Council meeting may be called by the President, the Secretary or a quorum of Council members.
- ii The quorum for a Council meeting shall be half of its members plus one.
- iii In the absence of the President, one of the members attending shall be chosen to chair that meeting.
- iv Council decisions shall be taken primarily by consensus. In the event that this cannot be achieved decisions shall be taken by a simple majority vote. In the case of an equal vote, the President shall have the casting vote.

7. Administration

- 7a Council shall meet at least once every three months to monitor the progress of BirdLife.
- 7b Council may recruit an Executive Director/CEO, who has the responsibility of the day-to-day running of the organisation. The Executive Director/CEO is obliged to report to Council.

8. Funds

- 8a BirdLife funds may only be used for purposes advantageous to the objects or activity of BirdLife.
- 8b Council shall appoint a member of BirdLife versed in accountancy to the role of BirdLife's Treasurer.co-opting them on to Council if not already elected. The Treasurer shall:
 - 1) be responsible for ensuring that BirdLife adopts stringent financial management procedures, ensuring an Organisational budget, cashflow and financial management accounts are kept
 - 2) produce a Treasurer's report for every Council meeting to enable full understanding of the Organisations financial position
 - 3) Oversee the preparation of annual accounts and financial statements
- 8d Council may inspect BirdLife's accounts at any time.
- 8e Council may acquire any immovable property under any title whatever, as well as the lease of property or other items. Council may also dispose of such property.
- 8f Council may take any banking facility, from any commercial bank, financial institution or any one of its Partners, of any sum necessary for the acquisition/development of said immovable property, or any operational needs; and to hypothecate all the property/pledge any funds or assets of BirdLife in warranty of the repayment of the banking facility and interest and observance of the condition of the loan.
- 8g BirdLife may:
 - i obtain a pecuniary gain from its activities when such gain is not received or credited to any private interest but is exclusively utilised for the purposes of the organisation; and

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- ii buy or sell or otherwise deal in goods or services where such activities are exclusively related to its principal purposes.
- iii dispose of any fixed asset as agreed by Council.
- iv enter into any commercial activity including renting of immovable assets if funds derived are for the purposes of the organization.
- v open a limited liability company solely owned or in partnership as agreed by Council.
- vi) engage in agreements to issue Initial Public Offerings connected to projects agreed upon by the council.

9. Statute Amendments

- 9a Any proposed amendment to this statute shall be communicated to all associating members prior to their consideration by the general meeting.
- 9b Amendments become effective by a majority vote of those associating members, present and voting. Any queries concerning the interpretation or implication of this statute shall be decided by Council in the first place. If no agreement is reached, a decision at the general meeting shall be taken.

10. Legal & Judicial Representation

- 10a Legal and Judicial representation shall be vested in the President and/or the Secretary of the Council, or their appointee approved by Council, after prior consultation with a legal adviser.
- 10b The members of BirdLife shall abide by the conditions stipulated in this statute. A copy of the statute shall be made available to associating member wishing to subscribe as a member of BirdLife. Thus, any person subscribing to the statute shall be deemed to have consented to all provisions of this statute. However members shall not be liable personally for any debts of BirdLife.
- 10c BirdLife's code of conduct of Council Members and Employees, and all policy and procedures, should be referred to and subject to the laws of Malta.

11. Dissolution

- 11a BirdLife shall only be dissolved at an Extraordinary General Meeting after adequate time has been allotted for discussion, and after a secret two-thirds majority vote of all subscribed adult members residing in Malta at that time, is obtained.
- 11b In case of dissolution all funds and other assets shall be passed to another organisation or official institution with nature conservation aims, as decided at the Extraordinary General Meeting.

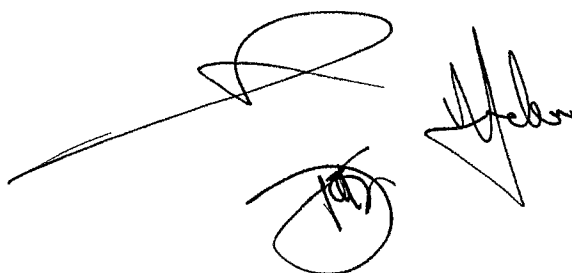
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11c In case of dissolution, important documents relating to the history of BirdLife shall be deposited at the National Public Library.

The image shows three handwritten signatures or initials in black ink. One is a long, sweeping horizontal line with a loop at the end. Another is a circular mark with some internal scribbles. The third is a more complex, angular signature.

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