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, biodiversity and habitats, and to work with people in an inclusive manner to promote a respect for nature.

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), run on principles of inclusivity and fair representation.

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 by the President after consultation with Council.

4b There can be various categories of members and supporters as recommended by the CEO and subject to approval by the President after consultation with the Council, but only those categories designed for adult members (16 years and over) with a valid Maltese ID card or a Malta Residency Permit will be considered as the associating members of BirdLife Malta and will be the only category of members eligible to vote.

Note:
In this document:
(a) the word *BirdLife* shall intend BirdLife Malta
(b) the word *adult* shall intend a person of 16 years or older
(c) the words *they*, *them* and *their* shall intend, for the sake of brevity, all genders

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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.

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

4e Membership shall cease by:

i Withdrawal
A member who does not renew membership within a period as stipulated by the Executive Director/CEO shall be deemed to have withdrawn membership.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 them. They shall also be given a reasonable time to write to Council a statement in their own defence. Any member dismissed from BirdLife shall not be entitled to any refund of their subscription fee. Any such member shall automatically lose any post they 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 Meetings

5a An Annual General Meeting (AGM) of BirdLife's general membership shall be called at least annually, within the timeframes stipulated by the VO Act or any other Subsidiary Legislation of the said Act related to it, by the Council Secretary, or their 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 two 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. To achieve this Council shall issue Recommendations Submission Guidelines which will be available to members and can be scrutinised by a General Meeting.

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.

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5d A quorum for a general meeting shall be 5% of fully paid up associating members or fifty 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.

5e The Council or ten percent of the current associating members can cause an Extraordinary General Meeting (EGM) 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 Any decisions proposed during General Meetings can pass by simple majority of those voting in favour, unless stipulated otherwise in this statute. 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 as described in clause 4b shall have the right to intervene and to vote at general meetings. Employees including those seconded from other entities do not have the right to vote even if registered as an associated member and may only intervene if requested by the General Meeting.

5i The President or their 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 Council[1] 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)
8) To make necessary appointments on any commercial entity as stipulated in clause 8g(v)

[1] Council is currently composed of Darryl Grima 417668M; Norman Chetcuti 645963M; Eurydike Kovacs 242100L; Kathleen Galea 441072M; Denise Casolani 506972M; James Aquilina 419683M; Caldon Mercieca 269676M; Raphael Soler 285591M: Steve Zammit Lupi 365495M & Paul Portelli 360661M. The original adminstrators that founded the organisation in 1962 were Joseph Attard, Dominic Cutajar, Anthony Dandria, Guido Lanfranco, Anthony Navarro, Victor Pisani and Henry Scicluna.

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.

iii At least three months prior an AGM, 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 eligible to vote.

vi After the closing date, the EC shall circulate the list of candidates to all associating members, giving them 15 days to inform the EC in writing with any information they have regarding any candidates that might affect their eligibility to contest the election. The EC will take note and act accordingly in line with the eligibility criteria of this statute as per Clause 6g.

vii The EC shall conduct the election in a way to ascertain that an elected council is known at the AGM. The EC shall take all measures to ensure that the election process is fair and just and without any conflict of interest.

viii The composition of Council should be as gender representative as possible. To achieve this Council shall issue Council Composition Guidelines which will be available to members and can be scrutinised by a General Meeting.

ix The EC shall devise an electoral process based on the principles in the CCG, to ensure gender balance is achieved at Council, and to ensure no conflict of interest and that all the statute requirements are respected.

x Every candidate is obliged to inform the EC on any possible conflict of interest they might have if elected to Council. This information should also be divulged prior to an election or prior to a confirmation of candidates.

6c A President, Vice President, Council Secretary, and Treasurer shall be elected from within the confirmed Council members) by secret ballot at the first Council meeting following elections. In the event that Birdlife does not have an Executive Director/CEO, a post of General Secretary can also be elected with the above four posts.

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 has the discretion to decide if a co-option is needed. It may co-opt members to Council at any time through a simple majority vote at a Council meeting. Co-optees must stand for confirmation at the first available general meeting of members.

6g **Eligibility**

Any associating member of BirdLife may sit on Council, provided they:

i is not part of the administrative set-up of any political party, is not an elected member of a political party, or an electoral candidate at national level

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 in any form including part-time and/or seconded employee.

iv is not a direct relative (parent, sibling, partners/spouses, son/daughter) of an employee of BirdLife as defined in clause 6g(iii).

6h **Procedure**

i A Council meeting may be called by the President, the Council 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 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 & Resources

8a BirdLife funds and resources may only be used for purposes advantageous to the objects or activity of BirdLife.

8b Council may inspect BirdLife's accounts at any time.

8c 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.

8d 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.

8e 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

ii buy or sell or otherwise deal in goods or services where such activities are exclusively related to or contribute to, its principal purposes.

iii dispose of any fixed asset in accordance with the approved Financial Procedures.

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 or any similar entity 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.

vii) invest adequately and safely any funds which are kept as reserves for BirdLife as agreed by Council

9. Statute Amendments

9a Any proposed amendment to this statute shall be communicated to all associating members prior to their consideration by a general meeting.

9b Any amendments to the Statute requires the support of 50% +1 of the associating members, present and eligible to vote.

10. Financial year

10a The financial year of the organisation is from 1st January to 31st December

11. Legal & Judicial Representation

11a Legal and Judicial representation shall be vested in the President and/or another member of the Council, or their appointee approved by Council, after prior consultation with a legal adviser.

11b 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.

11c 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.

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12. Dissolution

12a 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.

12b 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 with the support of 75% +1 of the associating members present and eligible to vote.

12c In case of dissolution, important documents relating to the history of BirdLife shall be deposited at the National Public Library.

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