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## **MALTA DEMENTIA SOCIETY (MDS) STATUTE**

### **ARTICLE 1: NAME**

The name of the society shall be the “Malta Dementia Society”. The society’s registered office is to be situated at ‘c/o Room 135, Department of Pharmacy, University of Malta, Msida MSD06’. Malta Dementia Society is a non-governmental organisation (NGO).

### **ARTICLE 2: LOGO**

The organising committee shall stipulate the official logo of the society.

### **ARTICLE 3: LANGUAGES**

The official languages of the society shall be both Maltese and English.

### **ARTICLE 4: AIMS AND OBJECTIVES**

The aims and objectives for which the society is established are:-

- a. To encourage and promote the best methods of care, education and treatment of persons with dementia and related disorders generally throughout the Maltese islands and elsewhere.
- b. To provide and furnish support, help, assistance and information to the families, relatives and friends of persons with dementia and related disorders.
- c. To instruct and train personnel necessary to provide services for persons with dementia and related disorders and when possible award scholarships, grants and prizes relating to research in dementia, its cause, effect, prevention, treatment and cure.
- d. To provide literature to disseminate knowledge of dementia and related disorders to patients, carers and public in general.
- e. To provide and encourage courses, lectures and conferences, both to the general public and health professionals, in the various areas relating to dementia and associated disorders.
- f. To influence the government and competent entities to ensure the development of suitable facilities and benefits for patients with dementia and related disorders.

- g. Foster international contacts with similar organisations abroad and participate in international fora.
- h. To raise funds, and help raise funds to assist in the furtherance of the aims and objectives of the society.
- i. To invite and receive contributions from any person/s or other entities whatsoever by the way of subscription, donation or otherwise provided that this shall be without prejudice or lead to preference.

## **ARTICLE 5: FINANCE**

- a. Further to Article 4, subsections h and i, any profit from the workings of the society shall only be used to attain the aims and objectives of the society and no member of the society can make personal financial gains from any of its activities.
- b. All monies collected by the society shall be deposited in the name of the society on a bank account/s in one or more local banking institution/s to be appointed by the organising committee.
- c. All cheques and other instruments or instructions for withdrawal of money from the said banking institution/s shall be signed on behalf of the society by two signatories jointly as authorised by the organising committee from time to time.
- d. The Treasurer of the society shall cause a proper account of the finances of the society to be kept and shall report thereon at each organising committee meeting.

## **ARTICLE 6: MEMBERSHIP**

### **6.1. Membership and Participation**

- a. Membership of the society shall be open to any person over the age of 18 years interested in furthering the aims and objectives of the society.
- b. Membership of the society shall consist of such members as the organising committee decides to admit to membership and such honorary members as it decides to appoint and members shall abide by this statute and other policies and guidelines that the society issues from time to time.
- c. The organising committee shall have the power to grant or refuse membership without obligation to state any reason.

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- d. Any person wishing to be admitted to membership of the society shall do so by writing to the General Secretary of the organising committee. The organising committee decision shall be communicated to the interested individual in writing.
  - e. A member of the society shall be any person whose name is entered in the register of members and who shall have paid the annual subscription, if any.
  - f. Unless otherwise stated, each member of the society shall have one vote at general meetings of the society.
  - g. A member is eligible to become an honorary member, or a committee member, or a member of one or more sub-committees or working parties of the society.
  - h. Honorary members shall not be eligible for election or membership of the organising committee or sub-committees
  - i. Upon membership, members of the society will be given a copy of this statute.

## **6.2. Subscriptions (if any)**

- a. In the case of any subscription, this shall be as prescribed by the organising committee from time to time.
- b. Membership of the society is renewable annually and paid on the 1<sup>st</sup> January of every year.
- c. Unless otherwise agreed by the organising committee, any member whose annual renewal is more than six months in arrear shall be considered to have terminated membership of the society following due notice by the society and account having been taken of that person's circumstances and need.
- d. The organising committee can exempt members from the annual subscription if it is of the opinion that this fee will constitute a financial hardship on the member concerned. This exemption will be reviewed annually by the organising committee.

## **6.3. Termination or Suspension of Membership**

- a. The organising committee may terminate or suspend the membership of any member whose conduct is, in the opinion of the organising committee, calculated to injure the society in any respect.
- b. The organising committee may establish an *ad hoc* committee consisting of not less than four members of the organising committee by the Chairperson for the purpose of considering the termination or suspension of the membership of any member and making recommendations to the organising committee.

- c. The member concerned shall be given reasonable notice of the meeting of the *ad hoc* committee at which such termination or suspension is to be considered and shall have the right to be heard by the *ad hoc* committee or to make representation in writing thereto.
- d. The decision of the organising committee to terminate or suspend the membership of any member shall be final.

## **ARTICLE 7: MANAGEMENT OF THE SOCIETY**

- a. The management of the society will be directed by the organising committee composed of nine (9) individuals including the Chairperson, General Secretary, Treasurer and Public Relations Officer (PRO). All the members shall be elected in the Annual General Meeting of the society. All paid members (if a subscription fee is present) of the society, excluding honorary members, are eligible to stand for election in the organising committee.
- b. The organising committee shall hold at least four (4) meetings every year. Meetings may also take place at any time under the direction of the Chairperson, in collaboration with the General Secretary, or by a written request signed by not less than four (4) members of the organising committee and addressed to the General Secretary who ensures that the Chairperson is informed and that the organising committee is convened within two weeks of the date of request.
- c. If the Chairperson or vice-Chairperson are absent to any organising committee meeting, the members present will propose a chairperson just for that meeting.
- d. The organising committee can invite experts at its meeting, who however have no voting rights.
- e. All the meetings of the organising committee are to be publicised by the General Secretary by means of a letter, or email, addressed to every member of the organising committee. The notice should include the time, place, and the agenda of the meeting. The agenda is set by the Chairperson in collaboration with the General Secretary. Any member of the organising committee may request, by informing the General Secretary, to add points to the agenda.
- f. There shall be no decisions taken as long as there is no quorum present. The quorum shall be made up of five (5) members. If the quorum is not formed after half an hour from the time stipulated in the agenda, the meeting will be adjourned for another day.
- g. Every decision regarding the society will be taken in a meeting of the organising committee, and no member of the organising committee, not even the Chairperson, can take a decision alone.

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- h. The decisions of the organising committee will be taken by a majority of votes either by a show of hands or else by a secret ballot if requested by any member of the organising committee. In case where there is equal number of votes, the Chairperson will have the casting vote.
  - i. Members of the organising committee are elected by the members of the society by a secret vote at the Annual General Meeting. The post of Chairperson, General Secretary, Treasurer and PRO shall be elected by the members of the organising committee. These posts have to be nominated and seconded by separate members of the organising committee. In case there is more than one individual nominated for the same post, a secret ballot will be conducted using a simple majority.
  - j. The posts of Chairperson, General Secretary, Treasurer and PRO shall be elected at the first organising committee meeting following each Annual General Meeting. The period between the Annual General Meeting and the first meeting of the newly-elected organising committee shall not exceed one month.
  - k. The society will indemnify (protect) and defend the organising committee and all the committee members from any liability including claims, requests, resources, court sentences, actions, damages, and expenses incurred by any act or omission caused by or in the name of the society.
  - l. Any organising committee member wishing to resign may do so in writing to the General Secretary and the request included in the next organising committee meeting. If the General Secretary wishes to resign, he/she has to give notice to the Chairperson.
  - m. An organising committee member who is absent for three consecutive meetings, without a valid reason, communicated beforehand to the General Secretary, will have to resign from the organising committee.
  - n. Organising committee members who are not able to attend to meetings must excuse themselves by informing the General Secretary beforehand.
  - o. In the case of resignation, or whenever there is a vacancy in the organising committee, the vacancy will be filled by the member who has obtained the largest number of votes in the Annual General Meeting after those members who have been elected. In the case there is a tie, a secret ballot between the organising committee members will decide which member is chosen. If no runner-up is available, a society member may be co-opted by the organising committee. Each vacancy on the organising committee should be filled within a period of two (2) months.
  - p. In the case that the number of members constituting the organising committee falls to less than five (5) and no co-options are available, an Extraordinary General Assembly has to be called by the organising committee.

- q. No member of the society may serve in the same official position in the organising committee for more than three (3) consecutive terms.

#### **ARTICLE 8: SUB-COMMITTEES OF THE SOCIETY**

- a. The organising committee shall have the power to establish sub-committees and working parties as it shall deem necessary for the efficient operation of the management of the society and at least one member of each sub-committee or working party shall be a member of the organising committee.
- b. The function, terms of reference, powers, duration, and composition of any sub-committee or working party, shall be determined by the organising committee.
- c. With the consent of the organising committee, any person (whether or not a member of the society) may be co-opted to a sub-committee or working party for a specific purpose and/or a definite period.
- d. Any member of the organising committee may attend meetings of any sub-committee or working party.

#### **ARTICLE 9: ANNUAL GENERAL MEETING (AGM)**

- a. The AGM is the highest authority of the society and is composed of all paid-up members (if a subscription fee is present) of the society.
- b. The AGM shall be held every calendar year, provided that not more than fifteen (15) months elapse between one AGM and the next.
- c. The General Secretary of the society calls every AGM by a notice and agenda that have to arrive at the society members' houses by not less than two weeks before the date of the meeting.
- d. The organising committee sets up the agenda of the AGM.
- e. All decisions in the AGM will be taken by a majority of votes either by a show of hands or by secret ballot, if the latter is requested by any member of the society.
- f. Decisions taken at the AGM are binding on the organising committee and the AGM has the power to overrule any decision taken by any authority of the group being the organising committee or any subcommittee or working party.
- g. One or more qualified auditor/s (who may or not be member/s of the society) may be selected at every AGM in order to verify invoices of the society and the Treasurer will keep all the books and documents at the disposition of the auditor/s. Auditor/s shall report directly to the newly-elected organising committee.

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- h. The quorum for the AGM shall consist of half of the paid-up members (in case a subscription fee is present) of the society. If the quorum is not constituted within half an hour after the stipulated time, the AGM will take place in the presence of any number of members present and the decisions will be valid.
  - i. An Extraordinary General Meeting (EGM) may be held whenever it is felt necessary and can be requested either by two-thirds of the organising committee members or by a petition made by not less than half of the number of requested members. This request or petition has to be signed by all the members requesting it and will be sent to the General Secretary who will have to convene a meeting within one month on receiving such request or petition.
  - j. The AGM and the EGM shall be presided by the Chairperson of the society who will have a vote and a casting vote. When any contingency arises which is not covered by provisions of this statute, the Chairperson decision will be binding.

#### **ARTICLE 10: ORGANISING COMMITTEE OFFICERS**

- a. The *Chairperson* of the society is responsible for:
  - i. the general running of the society
  - ii. chair and direct the procedures of the organising committee meetings
  - iii. plan the agenda in collaboration with the General Secretary
  - iv. report of the workings of the society at the AGM
  - v. together with the General Secretary, sign the minutes of the organising committee meetings
  - vi. ensure that the statute is followed by all the members of the society
  - vii. together with the General Secretary, has the legal and judicial representation of the organising committee
- b. The *General Secretary* of the society is responsible for:
  - i. all the administration work of the society and present the administration report at the AGM
  - ii. keeping in full details and sign the minutes of the organising committee meetings as well as those of the AGM and EGM
  - iii. keeping all the correspondence and documents of the society
  - iv. together with the Chairperson, has the legal and judicial representation of the organising committee
  - v. keeps an updated membership list and collects membership fees, if any
- c. The *Treasurer* of the society is responsible for:
  - i. keeping all the financial accounts of the society
  - ii. presents the financial reports to the organising committee whenever asked to do so by any member of the organising committee
  - iii. all financial expenses that exceed Lm 20 (twenty Malta liri or equivalent in foreign currency) has to be approved by the organising committee

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- iv. cannot keep more than Lm 50 (fifty Malta liri or equivalent in foreign currency) in petty cash at any given moment of time if not approved by the organising committee
  - v. together with the Chairperson or his/her delegate, has the authority for the withdrawal or deposit of money
  - vi. prepares the yearly financial report to be presented for approval at the AGM
  - vii. liaise with the appointed auditor/s in the verification of all the financial invoices of the society
  - viii. report any donations given to the behalf of the society to the organising committee
  - ix. authorise people who may or may not be members of the society to collect money or donations in the name of the society
- d. The *PRO* of the society is responsible for:
- i. all the external communications of the society with all types of media and develops relationships with media contacts
  - ii. develop and direct all public relations programs and activities of the society
  - iii. communicates with local and foreign societies that share common aims and objectives as those of the MDS
  - iv. prepare and organise all media releases
  - v. develop and implement communication strategies which will be of benefit to the society aims and objectives
  - vi. replies to comments involving the society which appear in the media

#### **ARTICLE 11: DATA PROTECTION**

The society shall abide to the data protection act which can be consulted on [www.dataprotection.gov.mt](http://www.dataprotection.gov.mt)

#### **ARTICLE 12: DISSOLUTION OF THE SOCIETY**

- a. Only the AGM and EGM can dissolve the society provided that two-thirds or more of the members present vote in favour of dissolution.
- b. In case of dissolution, the AGM or EGM will elect a liquidator who should be a legal procurator or a notary public or a lawyer (who may or not be a member of the society) and who will manage the liquidation of the society.
- c. All the money and assets left over after all debts and expenses have been paid will be donated to other bodies (possibly with related aims and objectives of the society) as approved in the AGM or EGM.

#### **ARTICLE 12: AMENDMENTS IN THE STATUTE**

- a. The provisions of this statute are binding and can only be changed by a two-thirds vote in the AGM

- b. The General Secretary of the organising committee shall receive requests for amendments of the statute at least 3 (three) weeks before the AGM.
- c. The General Secretary of the organising committee shall circulate such amendments together with the agenda of the AGM at least 2 (two) weeks before the date in which in which the AGM is to be held.