

MALTA SOCIETY OF ARTS, MANUFACTURES & COMMERCE



Malta Society of Arts,
Manufactures and Commerce

STATUTE

Amended during a General Meeting that was held on the 23 November, 2020

and became immediately effective

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INTRODUCTION

Statute of the Malta Society of Arts, Manufactures & Commerce.

The Malta Society of Arts, Manufactures & Commerce was set up as an autonomous Organization by way of a notice in the Government Gazette of the 5 November, 1852.

The Premises of the Malta Society of Arts, Manufactures & Commerce is situated at number 219, Palazzo de La Salle, Republic Street, Valletta VLT 1116, Malta.

The acronym MSA refers to the Malta Society of Arts, Manufactures & Commerce.

MISSION STATEMENT

To be a centre aiming at promoting the visual, applied, performative and literary arts, and also for promoting any industrial branch. With this aim in view the MSA provides space and education whilst it also encourages a high level of achievement in the production of artistic work.

The MSA is a non-profit organisation as explained in the ACT about Voluntary Organizations (Chapter 492 of the Laws of Malta). Subject to the clauses of this Statute, the MSA can acquire pecuniary profit from its activities, which profit is forwarded, is accredited to, and used solely for MSA purposes, and no profit, capital, or property of the MSA is directly or indirectly disposable, for the use of promoters, members, administrators or benefactors of the MSA, or any other private interest. The MSA may buy or sell, or negotiate any objects or services which are exclusively related to its main aims.

The patrimony of the MSA may be expanded and multiplied through donations, in agreement with the MSA Committee.

1.0 FIRST PART

INITIAL TITLE

1.1 This Statute is called the Statute of the Malta Society of Arts, Manufactures & Commerce;

1.1.1 In short the title is: Malta Society of Arts (acronym: MSA).

MEANINGS

1.2 In this Statute, save as otherwise provided in this Statute -

“**MSA**” means – Acronym of the Malta Society of Arts, Manufactures & Commerce;

“**Committee**” means – the Committee set up according to article 4;

“**President**” means – that person nominated by the Committee to act as President according to article 4.4.4;

“**Manager**” means - that person nominated by the Committee according to article 5.1;

“**Electoral Commission**” means – that Commission appointed by the Committee according to article 7 to direct the elections for the filling of the post of Members of the Committee;

“**Administrative Year**” and “**Financial Year**” mean – beginning on the first of January and ending on the 31 of December;

“**Member**” means – Member approved by the Committee and has paid his dues regularly.

2.0 Second Part

THE AIMS OF THE MSA

2.1 The aims of the MSA are -

2.1.1 to promote contemporary art as expressed by twenty-first century artists and to provide the opportunity for reflection and discussion on today’s society, both in Malta and the rest of the world;

2.1.2 to organize educational activities that lead to certification at various levels of proficiency in visual art, musical art, and also in applied art;

2.1.3 to organize and hold examinations related to artistic developments in its name and also in the name of examining bodies, both local and foreign, with whom MSA has an agreement for this purpose;

2.1.4 to organize and participate, both in its own name or through arrangements with other institutions, organizations and other public entities and/or private on its own initiative, together with/or in the name of third parties in conferences, symposia, classes, exhibitions, seminars and other activities that promote and sustain the public knowledge of artistic values and the cultural heritage;

2.1.5 to encourage art and cultural research;

2.1.6 it shall have no connections whatsoever with any political party or trade union and shall not participate in political activities;

2.1.7 promotion of the MSA aims are of prime importance.

3.0 Third Part

MEMBERSHIP

3.1 Membership in the MSA is to be on a full or honorary basis;

3.1.1 (i) for persons who have attained the age of eighteen years;

(ii) for firms and other entities as Associate Members;

3.1.2 on an honorary basis for any member of the community distinguishing himself with merit or for that person who would have contributed to the cause of the MSA.

NOMINATION FOR MEMBERSHIP

3.2 The applications have to be considered by the Committee who will approve or reject them; such decision is final.

MEMBERSHIP FEE

3.3 Full membership is subject for payment of a fee determined by the Committee. However, the first membership fee has to be for that particular whole year, irrespective of the time of the administrative year during which the membership is accepted.

CANCELLATION OR RESIGNATION FROM MEMBERSHIP

3.4 The Committee reserves the right to revoke the registration of membership;

3.4.1 in the failure of adherence to the Statute or to the current rules or regulations;

3.4.2 or in the failure of the payment of the membership fee after two years that it was due, subject to a notification given in writing for the payment due within a month of such notification;

3.4.3 or, in the case of voluntary resignation from the MSA membership, which has to be given in writing to the Committee; no refund of/or part of the fee shall be due.

4.0 Fourth Part

THE COMMITTEE

4.1 There shall be a Committee that directs the MSA, which Committee shall consist of members elected by fully paid-up members of the MSA.

FUNCTIONS OF THE COMMITTEE

4.2 The Committee has the function of safeguarding to the full the aims of the MSA.

In this respect, the Committee should be responsible:

4.2.1 to draw up, determine and communicate the policy giving a specific direction to the MSA;

4.2.2 to ensure and communicate the best strategy for the implementation of that policy which the Committee determines in order to attain its aims with the most competent, economic, efficacious and effective method;

4.2.3 to determine those rules, regulations, directives and guidelines with which this same policy can be implemented in the best way.

COMPOSITION OF THE COMMITTEE

4.3 The composition of the Committee shall be

- 9 persons elected from among Members of the MSA
- A representative appointed by the Government

From among the 9 persons elected to the Committee, there shall be elected a

- President
- Vice-President
- Honorary Secretary
- Honorary Treasurer

ELECTION TO THE COMMITTEE

4.4 There shall be an annual election by secret vote, to be held in the Annual General Meeting in March of each year, to elect three (3) members who will serve for three (3) years on the Committee. In this regard sub-article 8.1.1 shall apply and the election of the three members shall be held in the Annual General Meeting as deferred.

4.4.1 members who are employed with the MSA in the ordinary running of the MSA cannot contest to become members of the Committee;

4.4.2 they can vote or/and contest for the post on the Committee those Members who have been approved as fully paid-up Members by the Committee not later than the 31 December of the year prior to that of the Annual General Meeting and who are regular in their enrolment payment up to the day before the election;

4.4.3 in case that a day before the election is a Saturday or a Sunday or a public holiday, so the day before the election means noon of the last working day before the election;

4.4.4 when a President resigns or his term comes to an end, the Committee shall in the least possible time elect a new President after a new Committee Member has been appointed. During this period, the Vice President assumes the same functions and responsibilities as an Acting President till the post of President remains vacant;

4.4.5 the Committee Members may choose from among themselves persons to assume roles, which the Committee from time to time devises, and which in their view have the right qualifications and experience, and who have shown proficiency in subjects that concern the arts, industry, commerce, finance, administration or in some other profession.

APPOINTMENT OF PRESIDENT AND OFFICIALS

4.5 Subsequent to the Annual General Meeting, that shall be held in March of each year, the Committee members at their first meeting shall appoint from amongst themselves the President and Officials referred to in Article 4.3.

4.5.1 the President shall be appointed by secret vote by the Members present at the Committee Meeting after obtaining two thirds of the valid votes cast. If this vote fails to be reached there shall be another secret vote at the same meeting under the same conditions of the first vote taken. If this second vote fails again to reach the two thirds majority, then the President will be appointed by means of a simple majority of the votes cast;

4.5.2 if no person is nominated for the post of President, the following procedure is followed:

The Committee through a majority of two-thirds of the Members appoints a person that the Committee considers that such person can occupy the office of President.

4.5.3 in this regard Article 8.1.1 shall also apply and the existing Committee and officials shall continue administering the Society until the Annual General Meeting as deferred and until the new Committee appoints its officials for the year. Those decisions requiring the approval of the Committee are to be obtained in person or through virtual meetings.

This Article shall come into force on the 1st January, 2022.

REMOVAL OF THE PRESIDENT FROM OFFICE OR DISMISSAL OF A COMMITTEE MEMBER

4.6 When a President or Member of the Committee is not in a position to perform his/her duties in a permanent way for reasons of health or incorrect behaviour or a behaviour which runs counter to the provisions of this Statute or to decision or decisions taken by the Committee, he/she has to vacate his/her post.

But, when this does not happen voluntarily by the person who occupies the post, a Member or Members of the Committee may present a motion for the purpose. The motion will be passed by a simple majority after a vote has been taken;

4.6.1 A Committee member who fails to attend three (3) consecutive meetings without a justified reason vacates his/her post;

4.6.2 when, for any reason a post of a Member of the Committee becomes vacant, this should be filled by that candidate who would have received the largest number of votes, but was not elected, in that election in which the Member who is vacating the post was elected.

But, when this is not possible, then first preference should be given to that candidate who would have received the second highest number of votes, but had remained unelected, in the election in which the vacating Member was elected.

When not even this is possible, then preference should be given to that candidate who would have received the third highest number of votes but had remained unelected, in the election in which the vacating Member was elected.

If this procedure fails, the Committee shall co-opt a person from among the fully paid-up members of the MSA.

Provided that such cooption is valid for that remaining period of time the member vacating the post had been elected to serve on the Committee.

RESIGNATION OF THE PRESIDENT

4.7 when a President resigns or his term comes to an end, the Committee shall in the least possible time elect a new President after a new Committee Member has been

appointed. During this period, the Vice President assumes the same functions and responsibilities as an Acting President till the post of President remains vacant.

COMMITTEE MEETINGS

4.8 The Committee shall meet at least once every two months;

4.8.1 the quorum for the Committee's meeting shall consist of fifty per cent plus one of those persons who form the same Committee according to article 4.3 of this Statute.

In the absence of a quorum after fifteen minutes of the time fixed for the meeting, the person presiding the meeting shall decide whether the meeting should start with the number of persons present, as long as this is not less than five (5).

In the absence of the President and the Vice President, the Members present for the meeting shall elect a Member from among themselves to preside that meeting.

4.8.2 every person on the Committee has to declare at the same time any interest that could be in conflict with matters that are presented in the Committee for discussion and/or for decision. The Committee shall consider and decide about the said declaration.

Where possible, all matters discussed by the Committee are decided by consensus; but in the failure of agreement, by a majority vote and at the request of one member, a secret vote shall be taken.

All persons on the Committee shall have one vote each. The person who chairs the Committee's meeting shall retain his original vote as a member and, if upon any question the votes are equally divided, shall also have and exercise a casting vote.

5.0 Fifth Part

THE MANAGER OF THE MSA

5.1 The Committee entrusts the administration, the organisation and the administrative control of the officials and other employees of the MSA, to the Manager who shall also have the responsibilities the Committee may delegate to him/her from time to time; the Manager shall moreover be responsible for the implementation of the working plan and financial estimates of the MSA;

5.1.1 the post of Manager shall be filled after a public call, and is appointed on a contractual basis for a term of three years, that can be renewed for another three years. The post of a Manager shall be filled on a date fixed by the Committee;

5.1.2 the Manager is responsible to execute the Committee's decisions. The Manager shall attend all Committee meetings. However he shall not have the right of vote or be considered for making up a quorum;

5.1.3 the duties and the responsibilities of the Manager are established in administrative regulations by the Committee;

5.1.4 until sub-article 5.1.1. comes into force the duties of the Manager shall be carried out as at present by a member of the staff.

6.0 Sixth Part

ADMINISTRATIVE REPORT

6.1 The Manager of the MSA shall submit an administrative report every three (3) months for the Committee's consideration and an annual administrative report of the MSA.

FINANCIAL REPORT

6.2 The Manager shall submit a financial report every three (3) months for the Committee's consideration and an annual financial report containing all verified MSA bills relative to the administrative year.

The Annual Reports are to be submitted in the first place for the approval of the Committee. These reports then shall be presented for the approval of the members at the Annual General Meeting.

Every Committee Member shall have access all the time for books, records, bills and other MSA documents.

7.0 Seventh Part

NOMINATION OF ELECTORAL COMMISSION

7.1 To conduct a forthcoming election the Committee shall appoint an Electoral Commission consisting of two fully paid-up members chosen from outside the Committee and who themselves are not going to contest the election and another person as Chairman who is not necessarily a member of the MSA.

7.2 This Commission shall hold the elections for the filling of the posts of the Members of the Committee.

7.3 This Commission shall be appointed for the period beginning on the first of January of the year till the end of the year. In case a post is vacated from the Commission, the Committee shall take immediate action to fill the post.

8.0 Eighth Part

ANNUAL GENERAL MEETING

8.1 There shall be an Annual General Meeting which is to be held not later than the 31 March of the year following the last preceding administrative year.

8.1.1 in an emergency, where the Civil Authorities, to safeguard public health, issue directives or regulations prohibiting public indoor activities, the Society shall proceed as follows:

In such unforeseen circumstances the scheduled Annual General Meeting shall be deferred to a date appointed after the directives or regulations issued by the Civil Authorities will have been withdrawn.

EXTRAORDINARY GENERAL MEETING

8.2 An Extraordinary General Meeting is called; either

8.2.1 by the President through a resolution approved by the Committee for this purpose; or

8.2.2 by means of a written request by not less than fifty (50) members who on that day are regular in their membership fee, which request should give reasons for the call for such an Extraordinary General Meeting.

HOLDING OF MEETINGS

8.3 In every case, an Extraordinary General Meeting has to be held on any day which shall not be before fifteen (15) days and not later than thirty (30) days from the date when the President received the request.

NOTICE FOR MEETINGS

8.4 Both the Annual General Meeting as well as the Extraordinary General Meeting are open to all MSA members who shall have to receive a written notification about this Meeting not less than seven working days before the date fixed for the Meeting.

QUORUM FOR GENERAL AND EXTRAORDINARY MEETINGS

8.5 The quorum both for the Annual General Meeting and for the Extraordinary General Meeting, is fixed at thirty three (33) per cent of all MSA members who by the beginning of the Meeting are fully paid-up members. But, in the absence of a quorum, the person presiding the Meeting must decide whether the Meeting is to start with the number of members present. In such case the Meeting is to start not later than fifteen minutes from the appointed time.

9.0 Ninth Part

RULES AND REGULATIONS

9.1 The Committee may make rules and regulations consistent with the provisions of this Statute for the better implementation and effectivity of the said statute and, without prejudice to the provisions of this Statute, These rules and regulations may provide:

- for the appointment of an Electoral Commission and for the procedures that this should adopt in the holding of elections for the MSA Committee;
- for the procurement of supplies and services and for the custody and inventory of articles and equipment;
- for the planning, organization and running of educational activities, and for the certification at various levels of proficiency in artistic branches, and in the applied arts;
- for the fixing of fees and rights of payment commensurate with services provided by the MSA;
- for the better management of MSA funds;
- for all other incidental or supplementary requirements in respect of matters mentioned above.

ADJUNTS TO THE STATUTE

9.2 Every rule and regulation so approved and decided by the Committee is to be considered as an adjunct to this Statute.

10.0 Tenth Part

PATRONS

10.1 The Committee may nominate the President of the Republic and the Archbishop of Malta as Patrons to the MSA.

JURIDICAL REPRESENTATION

10.2 The MSA is a moral entity possessing a distinct juridical personality and may, without prejudice to the disposition to this Statute, enter into contracts, acquire, keep and dispose of any type of property for the scope or performance of its functions, summon or be summoned to court, and perform any act that is accidental or that leads to the exercise or performance of its functions under this Statute;

10.2.1 The juridical representation of the MSA is vested in the President and the Honorary Secretary; but the Committee may appoint one or more from the Committee Members to represent the MSA in any judiciary act and in every procedure or act, contract, written or document whatever it maybe.

CHANGES IN THE STATUTE

10.3 Amendments to the MSA Statute shall be approved during an Extraordinary General Meeting called for this purpose or at the Annual General Meeting.

This notwithstanding, such amendments must have the approval of two thirds of the MSA fully paid-up members present for the Extraordinary General Meeting or for the Annual General Meeting.

11.0 Eleventh Part

DISSOLUTION

If the MSA is wound up, all its assets on dissolution shall be transferred in favour of another non-profit organization which has similar objectives to those of the MSA, which organization is decided on by the Members of the Committee of the MSA.

END