

# STATUTE

## TERRA FIRMA COLLECTIVE

### 1.0 Name

The name of the organisation shall be the "TerraFirma Collective", henceforth referred to as 'the Collective'.

### 2.0 Registered Office

The registered office of the Collective shall be at No. 23, Block 3, Triq Sant' Anna, Floriana FRN9012 or any other address as determined by the Steering Committee of the Collective.

### 3.0 Mission

It shall be the mission of the Collective to bring together grassroots environmental Non-Governmental Organisations by (henceforth; 'NGOs') establishing a platform and working together towards protection and policy change on key environmental issues in Malta, and to strengthen the role of NGOs within civil society.

### 4.0 Objectives

The objectives of the Collective shall be the following:

- i. To establish a framework to facilitate communication and collaboration between NGOs, and thereby to strengthen the position of NGOs within civil society
- ii. To train members of the Collective to ensure its sustainability
- iii. To create an environment where NGOs can plan and implement advocacy actions on a Maltese, European, and International level.
- iv. To promote the representation of NGOs in National, European and International fora

### 5.0 General Policy

5.1 The Collective shall be an autonomous, voluntary and non-profit making organisation as defined in the Voluntary Organisations Act (Chapter 492 of the Laws of Malta) and any excess of funds received or generated from its activities must always be reinvested in the Collective.

5.2 Provided its autonomy is not affected, the Collective may collaborate with other entities on a national, regional or international basis in order to further its aims and social purpose.

5.3 The Collective shall exist for an undetermined period of time.

### 6.0 Membership

6.1 The admission of any member shall be undertaken by the Steering Committee, which may refuse admission if it considers that the candidate does not meet the requirements necessary to that effect.

6.2 Any organisations interested in becoming a member of the Collective must submit a formal request including any relevant documentation as requested by the Steering Committee.

6.3 To become a member of the Collective (henceforth; the 'Member'), an organisation must be enrolled with the Malta Commission for Voluntary Organisations or be in the process of doing so, on the condition that the necessary documents are provided upon completion of enrolment. Should the enrolment be unsuccessful, the Collective must withdraw the membership.

6.4 The membership fee, if any, is determined by the Committee and approved by the Members at the Annual General Meeting (henceforth; the 'AGM').

6.5 The Steering Committee can, at any time, request any Member to clarify its position in case of conflict regarding the fulfilment of any part of this statute.

6.6 The Steering Committee must scrutinise all applications and have the power to reject applications if the common values of the applicant conflict with that of the Collective.

6.7 The founding Members (Flimkien Ghal-Ambjent Ahjar, Friends of the Earth Malta, Malta Organic Agriculture Movement) reserve the right to collectively intervene in any matters of the Collective including the approval of new members and administrative issues.

6.8 Point 6.7 cannot, under any circumstances, be removed from the statute of the Collective.

6.9 It shall fall upon the Steering Committee to accept the resignation of any Member, which expresses its willingness to leave the Collective and has paid all membership fees due.

## **7.0 Administration**

### **7.1 Mode of Administration**

The administration of the affairs of the Collective shall be vested in the Steering Committee (henceforth: the Committee) which shall be elected at an Annual General Meeting every three (3) years in accordance with the provisions laid down in this article.

### **7.2 Election of Committee**

(a) The members of the Committee (henceforth; the 'Committee Members') shall be elected as follows from amongst all Members entitled to vote as per Article 10:

(b) There shall be one vote per Member

(c) Each Member can nominate one candidate only as its representative to vote (henceforth; the 'Member Representative')

(d) Each Member Representative is to present forward his/her voting documents including a signed letter of appointment by the Member's president or legal representative.

### **7.3 Organisation**

The Committee shall organise itself and its sub-committees to represent the abilities and pre-dispositions of its members, provided that such method does not conflict in substance or in spirit with or in any way alter the substance of the provisions contained in this statute.

## **8.0 The Steering Committee**

### **8.1 Composition**

The Committee shall be composed of four (4) voting members as follows:

- i. Chairperson;
- ii. Secretary;
- iii. Treasurer; and
- iv. One (1) other Member

8.2 The Chairperson, Secretary and Treasurer are selected internally by a simple majority vote of the Committee Members at the first meeting after the AGM in which they were elected.

8.3 The first Committee members shall be decided upon between the founding Members upon its establishment.

8.4 The Steering Committee may from time to time, and whenever it deems necessary, co-opt up to a maximum of four (4) members to assist the work of the Committee. These co-opted members should represent Member organisations which were not elected to the Committee..

8.5 The Committee shall meet at least once every eight (8) weeks. A quorum of three (3) Committee Members shall be necessary. Committee Members who are absent for more than three (3) consecutive Committee meetings without good reason may be asked to resign by the Chairperson.

8.6 The method of how decisions are made within the Committee are decided on by the Committee itself during the first Committee meeting and is clearly recorded in the meeting minutes.

### **8.7 Tenure of Office**

The Committee Members shall be elected every three (3) years at the AGM of the Collective. Committee Members can be re-elected an indefinite number of times.

8.8 The Committee may outsource a secretariat, as necessary.

8.9 The Committee shall appoint up to four (4) signatories for the signing of cheques on behalf of the Collective, the first two (2) of which must be the Chairperson and the Treasurer. Each cheque must bear two signatures, those of the Chairperson and the Treasurer, only one (1) of which can be replaced by another signatory in his/her absence.

### **8.10 Duties of Committee Members**

#### **8.10.1. Chairperson**

8.8.1.1 The Chairperson shall have a normal vote and shall also have the right of a casting vote in case of a tie of votes.

8.10.1.2 It shall be the duty of the Chairperson to:

- (a) Convene and chair all Committee and Member general meetings, ;
- (b) Address the AGM, giving a report of the activities of the Collective during the previous year;

- (c) Set / approve meeting agendas, set forth matters under deliberation and submit them for discussion;
- (d) Maintain order and ensure the observation of the standing orders during all meetings.

#### *8.10.2 Secretary*

It shall be the duty of the Secretary, assisted by the other Committee Members and the Secretariat to:

- (a) Keep a record of all business transacted at Committee and Member general meetings;
- (b) Keep a proper record of all correspondence received and sent wherever these are related to the main business of the Committee and the Collective;
- (c) Forward notices of all Committee meetings to all Committee Members;
- (d) Forward notices of AGMs and other general meetings to all members of the Collective;
- (e) Carry out all other work of administrative nature related to the requirements of the Committee and Member general meetings.
- (f) Keep and maintain a detailed record of each Member and provide a list of all Members as required;
- (g) Liaise very closely with the Treasurer to ensure that such a list defines, most clearly and at all times, bona-fide Members of the Collective.
- (h) Keep a record of each activity, especially as regards the date, place and nature of the activity as well as the attendance recorded.
- (i) Keep an up-to-date inventory of all publications that might be issued by the Federation; and keep a record of all other publications (if any) owned by or in the possession of the Collective.

#### *8.10.3 Treasurer*

It shall be the duty of the Treasurer to:

- (a) Take responsibility of all monies, funds and assets of the Collective and ensure payment of subscription fees by all members.
- (b) Deposit in the name of the Federation, into an approved bank account such cash as may not be required for immediate use as petty cash;
- (c) Keep an accurate record with receipts of all money transactions of the Collective;
- (d) Supervise the financial accounts and records of any committee or sub-committee of the Collective.
- (e) Prepare accounts comprising an income and expenditure report, a balance sheet and a budget forecast for the following year and submit them to the last meeting of the Committee before the AGM. The annual accounts of the organisation are to be drawn up for a financial period commencing on 1st January and ending on 31<sup>st</sup> December of each year;
- (f) Prepare and deliver a Treasurer's report for approval at the AGM. Such a report is to incorporate balance and commitments of the accounts of all of the sub-committees or committees of the Federation who maintain a separate account.
- (g) Prepare a financial policy for the Collective.

### **9.0 Representation**

9.1 The Chairperson shall ordinarily represent the Collective in all official functions.

9.2 Deeds of whatsoever nature and any other documents binding the Collective, shall be signed by:

- (a) The Chairperson and any other member of the Committee; or
- (b) Such person or persons appointed for the purpose by the Committee.

9.3 The Chairperson and the Secretary of the Committee, or any two (2) Members delegated in writing by the Committee shall represent the Collective during judicial proceedings.

### **10.0 Annual General Meeting**

10.1 The highest legislative body of the Collective shall be the AGM which shall be held at yearly intervals at such time and place as the Steering Committee may decide.

10.2 Decisions at the AGM are taken by a majority vote.

10.3 All Members of the Collective may attend but only Members who have their membership subscription up-to-date may vote.

10.4 Quorum for all general meetings shall be of not less than one fourth (1/4) of all Members of the Collective who are entitled to vote in terms of Article 10.3. In the event that there is no constitutive quorum on first call, the AGM shall be construed to have been validly constituted, on the second call, with those present, regardless of their number and the meeting shall be held within half an hour from the failure to holding the meeting on first call.

10.5 A new Committee will be elected once every three (3) years by the AGM.

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10.6 The AGM shall be held by not later than the 31<sup>st</sup> May at a time and date to be discussed by the Committee, and the Agenda shall include:

- a. Reading and Approval of Minutes of previous AGM.
- b. Chairperson's Report.
- c. Approval of Accounts.
- d. Discussion and Approval of Amendments/ Resolutions
- e. Resignation of Steering Committee (once every three (3) years or in accordance with this statute)
- f. Appointment of Election Scrutinisers.
- g. Election of the Steering Committee.

h. Any other matters

10.7 Resolutions or Amendments to the Statute should be received three (3) weeks prior to the AGM and communicated to all members at least ten (10) days prior to the date of the AGM.

### 11.0 Extraordinary General Meetings

#### 11.1 Request

An Extraordinary General Meetings shall be called by the Chairperson on request by the Steering Committee or on receipt of a request signed by thirty (30) members or thirty percent (30%) of membership, whichever is the smallest, whose subscriptions are paid up to date, provided that their request is backed by a reason for which the Extraordinary General Meeting is being sought.

### 12.0 Revision of Statute

#### 12.1 Authority

The revision or amendments of the statute may only be made at Members general meeting by a two-thirds (2/3) majority from those present who are eligible to vote in accordance with Article 10.3.

#### 12.2 Motions

12.2.1 A proposal for a revision or amendment to the statute shall only be accepted if this is tabled down in motion form duly proposed and seconded and is received by the Secretary at least three (3) weeks before the date of the AGM or of an Extraordinary General Meeting convened specifically for such a purpose.

12.2.2 The motion referred to in 12.2.1 can be proposed by any eligible member of the Collective.

12.2.3 Amendments or counter-motions to the original motion can be made at the same general meeting.

### 13.0 General Provisions

#### 13.1. Interpretation of Statute

The Committee is solely responsible for the interpretation of this statute, saving the right of members to seek amendment of the said Statute as per Article 12.

### 14.0 Dissolution

14.1 The Collective can only be dissolved by a decision of an Extraordinary General Meeting called solely for this purpose. This Extraordinary General Meeting should decide about the assets and documents of the Collective. Such a decision must be supported by the three (3) founding member organisations collectively and at least seventy five percent (75%) of the fully paid members.

14.2 The Steering Committee shall act as liquidator during the Extraordinary General Meeting. Upon winding up of the Collective, any remaining assets shall be applied in favour of another non-profit organisation/s with similar aims as the Collective, which may be selected by the Committee.

### 15.0 Dispute Resolution and Governing Law

15.1 Any dispute arising under or in connection with this Statute shall be referred to arbitration and will be governed by the rules contained in the Arbitration Act.

15.2 This statute shall be governed by Maltese Law.

Signed: \_\_\_\_\_

Chairperson

Signed: \_\_\_\_\_

Secretary

Signed: \_\_\_\_\_

Treasurer

Date: \_\_\_\_\_

